



BHAGWATI AUTOCAST LIMITED

August 22, 2023

To,
BSE Limited
Mumbai
Security Code: 504646

Dear Sir,

Sub.: **Revised Annual Report for FY 2022-23**

This is in furtherance to our letter dated August 21, 2023 wherein the Company had earlier submitted its Annual Report for FY 2022-23.

Kindly note that certain inadvertent typo error was noticed in the page no. 28 and 44 of the Annual Report and there is no any change in financial figures. In view of the above, we are enclosing herewith the revised Annual Report of the Company for the FY 2022-23 along with the Notice of the 41st AGM. The revised report is also available on the website of the Company at www.bhagwati.com.

We request you to take the same on your record.

Thanking You.

Yours faithfully,
For, Bhagwati Autocast Limited

Mehul Naliyadhara
Company Secretary & Compliance Officer
Encl.: A/a.



BHAGWATI AUTOCAST LIMITED

41st Annual Report 2022-2023

Board of Directors	:	Dr. Pravin N Bhagwati - Chairman*
		Ms. Reena P Bhagwati - Managing Director
		Mr. Padmin H Buch - Independent Director
		Mr. Rajendraprasad J Shah - Independent Director
		Mr. Vimal R Ambani - Independent Director
		Mr. Shantanu C Mehta - Independent Director
Chief Financial Officer	:	Mr. Dinesh K Sheth#
Company Secretary	:	Mr. Mehul C. Naliyadhara
Statutory Auditors	:	M/s. Mahendra N. Shah & Co. Chartered Accountants Ahmedabad
Internal Auditors	:	M/s. Mehta Sheth & Associates Chartered Accountants Ahmedabad
Secretarial Auditors	:	M/s. Chirag Shah & Associates Company Secretaries Ahmedabad
Bankers	:	Kotak Mahindra Bank Ltd. Ahmedabad
Registered Office & Works	:	CIN - L27100GJ1981PLC004718 Survey No. 816, Village : Rajoda Nr. Bavla, Dist. : Ahmedabad-382220 Tel. : +91-2714-232283, 232983, 232066 Website : www.bhagwati.com Email : autocast@bhagwati.com
Registrar & Share Transfer Agents	:	M/s MCS Share Transfer Agent Limited 101, 1st Floor, Shatdal Complex, Opp. BATA Showroom, Ashram Road, Ahmedabad - 380 009. Tele No. 079 26580461 / 62 / 63

ISIN - INE106G01014

GSTIN - 24AAACB4699K1ZD

*Jt. Managing Director up to 30th September, 2022

#Chief Financial Officer up to 30th June, 2023

Financial Highlights

Particulars	[Rs. in Lakhs]											
	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	
Production in MT	15165	12866	14037	13611	15932	13163	11093	9392	9306	12189	10064	
Fixed Assets (Gross)	6154.24	6190.28	4181.76	4132.45	3947.02	3676.10	3584.65	3480.46	3399.60	3290.98	2894.53	
Fixed Assets (Net)	3134.83	3385.83	1612.13	1617.36	1612.89	1449.64	1489.31	1609.60	1768.08	1960.53	1748.09	
Net Current Assets	1579.71	1224.58	1730.06	1727.37	1831.46	1596.27	1506.80	931.92	798.07	1125.14	620.57	
TOTAL ASSETS (NET)	4714.54	4610.41	3342.19	3344.73	3444.35	3045.91	2996.11	2541.52	2566.15	3085.67	2368.66	
Borrowings	1080.00	1840.05	412.23	565.15	853.88	772.33	817.28	486.92	607.02	722.12	450.65	
Equity Share Capital	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	
Reserves & Surplus	3154.21	2412.52	2538.82	2383.30	2202.82	1860.80	1751.04	1637.31	1583.16	1869.89	1435.21	
Deferred Tax	192.26	69.77	103.07	108.21	99.58	124.71	139.72	129.22	87.90	205.59	194.73	
TOTAL CAPITAL EMPLOYED	4714.54	4610.41	3342.19	3344.73	3444.35	3045.91	2996.11	2541.52	2566.15	3085.67	2368.66	
DEBT EQUITY RATIO	0.314:1	0.681:1	0.989:1	0.982:1	0.110:1	0.127:1	0.104:1	0.086:1	0.118:1	0.10:1	0.16:1	
Sales & Other Income	15484.33	11291.32	10362.28	10055.18	11989.71	9237.14	8051.51	7188.20	7231.59	9325.24	7887.01	
Excise Duty & Cess	0.00	0.00	0.00	0.00	0.00	284.27	917.62	843.81	830.67	1054.16	864.62	
Materials	10174.56	7760.88	6368.25	5845.37	7440.23	5234.64	3866.40	3489.01	4071.55	5005.20	4387.73	
Labour Cost	1871.98	1757.68	1810.05	1822.49	1937.73	1779.93	1500.28	1367.41	1244.20	1336.90	1196.46	
Power	1565.93	1351.34	1377.77	1388.86	1412.29	1182.75	967.65	828.12	840.27	786.52	773.78	
Operation & Other Exps	390.73	273.26	290.44	353.79	363.44	304.30	279.40	173.81	222.12	189.66	162.43	
Interest	123.23	44.68	44.68	99.68	109.79	94.47	72.50	61.58	70.86	94.58	118.26	
GROSS PROFIT	1357.90	103.48	471.09	544.99	726.23	356.78	447.66	424.46	(48.08)	858.22	383.73	
Depreciation	274.80	237.12	232.67	240.55	233.20	211.49	224.48	304.64	304.64	184.07	171.85	
PROFIT BEFORE TAX	1083.10	(133.64)	238.42	304.44	493.03	145.29	223.18	119.82	(352.72)	674.15	211.88	
Provision For Taxation	312.40	(32.62)	76.56	91.72	118.79	48.93	86.77	41.32	(117.69)	218.87	65.05	
PROFIT AFTER TAX	770.70	(101.02)	161.86	212.72	374.24	96.36	136.41	78.50	(235.03)	455.28	146.83	
Earlier Year' adjustments of tax	1.39	5.28	10.03	3.48	(5.14)	(14.56)	(8.64)	(0.08)	(22.82)	9.74	0.00	
Other Comprehensive Income	(1.59)	(1.75)	12.44	(1.00)	0.71	(1.16)	13.72	0.00	0.00	0.00	0.00	
Dividends	28.80	28.80	28.80	28.80	28.80	23.05	23.05	20.16	14.40	25.93	20.16	
Corporate Tax on Dividend	0.00	0.00	0.00	0.00	5.92	4.74	4.69	4.11	2.93	4.40	3.43	
Retained Earnings	770.50	(97.49)	184.33	215.20	369.81	109.76	141.49	78.42	(257.85)	434.69	123.24	
Earning per Eq. Share Rs.	26.80	(3.32)	5.97	7.51	12.81	3.85	4.44	2.72	(8.95)	15.80	5.10	
Dividend per Eq. Share %	10.00	10.00	10.00	10.00	10.00	8.00	8.00	7.00	5.00	9.00	7.00	
Net Worth	3442.28	2700.59	2826.89	2671.37	2490.89	2148.87	2039.11	1925.38	1871.23	2157.96	1723.28	
Book value per Eq. Share Rs.	119.50	93.75	98.13	92.73	86.47	74.60	70.79	66.84	64.96	74.91	59.82	

Above Financial data are compiled & recomputed from annual accounts for better presentation and are not part of annual report.

BHAGWATI AUTOCAST LIMITED

NOTICE

NOTICE is hereby given that the **41st Annual General Meeting** (AGM) of the members of **Bhagwati Autocast Limited** will be held on Wednesday, the 20th day of September, 2023 at 11:00 am (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business.

Ordinary Business :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint director in place of Dr. Pravin N. Bhagwati (DIN:00096799), who retires by rotation and being eligible offered himself for re-appointment.

Special Business :

4. Approval of remuneration of Ms. Reena P. Bhagwati, as Managing Director:

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

“RESOLVED THAT pursuant to the provisions of Section 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder ('Companies Act') and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in-force) and pursuant to the provisions of Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to the such other consent(s) or approval(s), as may be required, the consent of members of the Company, be and is hereby accorded with payment of minimum remuneration to Ms. Reena P. Bhagwati (DIN: 00096280), Managing Director of the Company for the financial year, in which there is inadequacy or absence of profits, if any effective from 1st October, 2023 for the remaining period of her present term of appointment upto 30th September, 2025 on terms and conditions as mentioned in the statement annexed here to including the approval granted for payment of annual remuneration exceeding the limits to such Executive Director who is Promoters or members of Promoter Group remain in force and valid till expiry of existing term of such Executive Director.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Ms. Reena P. Bhagwati as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the Company would be required so long as remuneration of the Managing Director is not in excess of maximum permissible limits under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Ms. Reena P. Bhagwati as Managing Director and to do all

such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Ms. Reena P. Bhagwati and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company”.

5. Approval for make loan(s) or give guarantee(s) or provide any security(ies) in connection with loan(s) made or Investment of funds

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/ or any other securities of other body corporates or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs. 100 Crores (Rupees one hundred crores only), notwithstanding that investments or company's loans or guarantee/ security, if any shall be in excess of the limits prescribed under Section 186 aforesaid or upto the limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher and that the Board or any Committee thereof is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investment.”

6. To approve and ratify the remuneration of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the Members of the Company be and is hereby accorded for payment of remuneration of Rs. 75,000/- (Rupees seventy five thousand only) (exclusive of taxes/ charges) plus

reimbursement of out of pocket expense incurred on behalf of the Company, if any for the financial year ending on March 31, 2024 to M/s. Kiran J. Mehta & Co., Cost Accountants (FRN: 000025), who are appointed as the Cost Auditors of the Company by the Board of directors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2024."

Place : Ahmedabad
Date : 30/05/2023

By order of the Board of Directors
For, Bhagwati Autocast Limited

Registered Office : **Dr. Pravin N. Bhagwati**
Survey No. 816, Village Rajoda, Chairman
Near Bavla, Dist. Ahmedabad – 382 220. DIN : 00096799
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

NOTES :

1. Ministry of Corporate Affairs (MCA) vide its General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted companies to conduct their Annual General Meeting (AGM) through Video Conferencing/ Other Audio Visual Means (VC/OAVM), without personal presence of the Members at a common venue. In order to encourage wider participation of the shareholders at the AGM, the Company is providing facility to attend and participate in the AGM through VC/OAVM. Thus, Members can attend and participate in the meeting through VC/OAVM from their respective locations following the instructions given herein.
2. In compliance with the aforesaid MCA Circulars, SEBI vide its Circular dated January 5, 2023 relaxed from the requirement of sending hard copy of Notice of the AGM along with the Annual Report to shareholders who have not registered their email addresses with the Company/ RTA/ Depositories. Therefore, the Notice of AGM and Annual report for the financial year 2022-23 is being sent through electronic mode only to the members whose email addresses are registered/ available with Company/ RTA/ Depositories. The full Annual Report together with the Notice convening this AGM is also available on the Company's website at www.bhagwati.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of NSDL (agency for providing the e-voting facility) at www.evoting.nsdl.com.

In case the shareholder/s has not registered his/her email address with the Company/ RTA/Depositories or wish to make change or update the same, he/she can do so by following the instructions given at Sr. No. 3.
3. SEBI vide its Circular dated 16th March, 2023 in supersession of SEBI Circular dated 3rd November, 2021 and 14th December, 2021 ('SEBI Circular'), requires listed companies to record and register the KYC details of all incomplete folio (including joint holders) i.e., PAN, contact details (postal address, Mobile Number & E-mail), Nomination and Bank Account details of first holder. In compliance thereof, the Company had sent individual communication to the physical shareholders for KYC details to be updated and such members were requested to please update/ complete their KYC on or before September 30, 2023. Please note that the physical folio which remains incomplete with reference to KYC and Nomination details etc., shall be frozen on or after 1st October, 2023.

Accordingly, RTA shall freeze all incomplete folios after the due date. The security holder of frozen folios shall be eligible to unfreeze

it only after furnishing the complete KYC documents. In case of such frozen securities that are remained frozen as on December 31, 2025, same shall be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

Investor may visit the Company/RTA website for registering/ changing/updating all or any of the above details by furnishing required documents along with the duly filled appropriate form such as ISR-1 (for KYC), ISR-2 (for signature verifications), ISR-3 (for opting out from nomination) and Nomination forms SH-13/14, as the case may be.

4. SEBI vide its circular dated 30th May, 2022, has provided SOP effective from 1st June, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI vide its letter communication Ref. No. SEBI/HO/OIAE/2023/03391 dated January 27, 2023, directed listed companies to inform to its physical shareholders for availability of arbitration facility at Stock exchange for their dispute, if any against Listed companies/ RTA. Accordingly, the Company has informed the shareholders holding physical shares, whose email ids are registered with Company/ RTA through Registrar and Share Transfer Agent of the Company about availability of arbitration facility for their dispute, if any.
5. In respect of the ordinary business at Item no. 3, a Statement giving additional information on the Director seeking appointment/ re-appointment is provided herewith as Annexure-A, under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Explanatory statements pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses under Item no. 4, 5 and 6 of the Notice are annexed herewith.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13th September, 2023 to Wednesday, 20th September, 2023 (both days inclusive) for the purpose of payment of dividend. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on cut-off date Tuesday, 12th September, 2023.
8. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to cs@bhagwati.com latest by 9th September, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% excluding surcharge & cess.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to cs@bhagwati.com latest by that date.
9. Members holding shares in physical form are advised to furnish their PAN and bank account details to the Company or RTA to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/ payment instruments, particulars of bank account registered with their depository

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participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.

10. Members who hold shares in the dematerialized form and desire to change/correction in bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.
11. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (hereinafter referred to as 'IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred within 30 days of becoming due to IEPF maintained by the Central Government.

The following are the details of the dividends paid by the Company and respective due dates for claim by the shareholders:

Sr. No.	Final Dividend for the Financial Year	Date of Declaration of Dividend	Last date of Claim
1.	2015-2016	21/09/2016	28/10/2023
2.	2016-2017	20/09/2017	27/10/2024
3.	2017-2018	12/09/2018	18/10/2025
4.	2018-2019	21/08/2019	26/09/2026
5.	2019-2020	24/09/2020	30/10/2027
6.	2020-2021	23/09/2021	29/10/2028
7.	2021-2022	22/09/2022	28/10/2029

Accordingly, during the financial year 2022-23, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2015 on 2nd November, 2022 to IEPF. Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the above table. In view of the same, the Shareholders are requested to send relevant un-encashed dividend warrants/ instruments pertaining to the above years at registered office of the Company for revalidation or issuance of demand draft in lieu thereof and en-cash them before the due dates for transfer to the IEPF.

In accordance with the Section 124(6) of the Companies Act, 2013 read with IEPF Rules, those Members who have so far not encashed their dividend warrants from the final dividend 2015-16 onwards, may approach the Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited, for making their claim without any further delay or all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more will be transferred to the Investor Education and Protection Fund of the Central Government. With respect to the said Rules, amongst other matters, contain provisions for transfer of such shares in respect of which dividend has not been paid or claimed for seven consecutive years to the IEPF authority. The details of unpaid/ unclaimed dividend and number of shares liable to be transferred are available on our website: www.bhagwati.com. Pursuant to the said provisions read with IEPF Rules, as amended, the Company shall process to

transfer all shares to IEPF authority in respect of which dividends declared for the year 2015-16 has not been claimed by members 7 (seven) consecutive years.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can claim back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in> or contact Company or R&T Agent for lodging claim for refund of shares and/ or dividend from the IEPF Authority.

12. In terms of the amendments to the Listing Regulations, requests for effecting transfer or transmission or transposition of securities in physical form shall not be processed unless the securities are held in dematerialized form with the depository, i.e. NSDL or CDSL. Therefore, Members who hold physical securities are requested to demat their physical holding.
13. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the meeting, so that the information sought may be made available at the meeting.
14. The documents and registers required to be open for inspection are open for inspection at the registered office of the Company on all working days except Sundays and Public holidays between 11.00 a.m. to 4.00 p.m. up to the date of the AGM.
15. Providing route map of the venue of the meeting is not applicable in case of VC/OAVM meeting.
16. **Information and other instructions relating to e-voting:**
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars, the Company is pleased to provide facility to exercise their right to vote in respect of the resolutions proposed to be passed in the AGM by electronic means to its Members. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting during AGM will be provided by NSDL.
 - ii) The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - iii) Since the AGM is being held through VC/OAVM in accordance with MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip are not annexed to this Annual Report.
 - iv) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
 - v) Mr. Chirag Shah (Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (Membership No. FCS: 11283; CP No.: 17554), Partner of M/s. Chirag Shah & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- vi) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17. Instructions for e-voting and joining of the AGM through VC/OAVM are as follows:

A. Voting through electronic means

- The remote e-voting period begins on Saturday, 16th September, 2023 (09:00 am) and ends on Tuesday, 19th September, 2023 (05:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 12th September, 2023, may cast their vote by remote e-voting. The voting rights of members shall be in proportion to their share in paid up equity share capital of the Company as on the cut-off date, being Tuesday, 12th September, 2023. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Tuesday, 12th September, 2023 only shall be entitled to avail the facility of Remote E-voting as well as voting in the Annual General meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 12th September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@bhagwati.com by mentioning their Folio No./DP Id and Client ID No.
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

Step 1: Access to NSDL e-Voting System

A) Login Method for Individual Shareholders holding securities in Demat Mode:

Individual Shareholders holding securities in demat mode with NSDL

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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.

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :
 - (i). **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - (ii). **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your

Beneficiary ID is 12***** then your user ID is 12*****).

- (iii). **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and

whose voting cycle and General Meeting is in active status.

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chi118_min@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at the download section of www.evoting.nsdl.com or call on toll free no. 022-48867000 or 022-24997000. Also further queries/grievances connected with Remote E-voting, the members may contact the Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994545) or Company Secretary & Compliance Officer at the Registered Office of the Company at Survey No. 816, Village: Rajoda, Near Bavla, Dist. Ahmedabad-382220, Gujarat Phone: 02714-232283. E-mail: cs@bhagwati.com.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

1. For Share held in Physical form - Send a request to the Registrar and Transfer Agents of the Company, MCS Share Transfer Agent Limited at mcsstaahmd@gmail.com with scanned copy of Form ISR-1 duly filled as per instructions stated therein along with supporting documents along with submit original form with necessary supporting documents at its office address at 101, 1st Floor, Shatdal Complex, Opp. Bata Showroom, Ashram Road,

Ahmedabad-380009 (Forms can downloaded from the Company' website www.bhagwati.com > Investors > Corporate Announcement).

2. For shares held in Demat form - Please contact your Depository Participant (DP) to register your email address, as per the process advised by your DP.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

B. Instructions for Members for Attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 022-48867000 or 022-24997000 or contact Ms. PallaviMhatre-NSDL at pallavid@nsdl.co.in/ 022-24994545.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least (5) five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bhagwati.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries (5) five days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bhagwati.com. The queries will be replied suitably by the Company.

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6. Shareholders will receive “speaking serial number” once they mark attendance for the meeting. 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. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bhagwati.com and also to BSE Limited (stock exchange) where the equity shares of the Company is listed at www.bseindia.com immediately.

C. Other Information:

1. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall

Place : Ahmedabad
Date : 30/05/2023

By order of the Board of Directors
For, Bhagwati Autocast Limited

Registered Office :
Survey No. 816, Village Rajoda,
Near Bavla, Dist. Ahmedabad – 382 220.
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

ANNEXURE - A

Item-3 of the Notice

Details of the directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of the Director	Mr. Pravin N. Bhagwati
DIN	00096799
Date of Birth	11/02/1936
Qualifications	B.E. (Mech.) from College of Engineering, Pune, Ph.D. in Foundry Engineering from RWTH Aachen, Germany
Brief profile and Expertise in Specific Functional Area	He possesses rich and vast experience in foundry and casting industries. He leading group of foundries – Bhagwati Autocast Ltd and Bhagwati SpheroCast Pvt Ltd producing highly sophisticated castings for the automobile, tractor, compressor, hydraulic and allied industries. He is Past President of The Institute of Indian Foundrymen, Past President of World Foundry Organization (WFO), Past Coordinator and Chairman of WFO’s International Commission on Vocational Training, Past National Chairman of Technical Education & Training of Confederation of Indian Industry (CII), Past Chairman of Confederation of Indian Industry (CII) (Western Region). He is recipient of Life Time Achievement award presented by The Institute of Indian Foundrymen at the World Foundry Congress held in Chennai in February 2008. He is on the Board of various institutions like, Member, Board of Governance Nirma University, Ahmedabad and Founder President of Society for Promotion of Foundry Education and Research Ahmedabad.
Relationship between Directors inter se	He is a father of Ms. Reena P. Bhagwati, Managing Director of the Company
No. of Board meetings attendend during FY 2022-23	4 out of 4
Shareholding of non-executive directors in the listed entity including shareholding as a beneficial owner Other Directorship in Listed entities	450,862
Name of the listed entities in which the person also holds the Directorship (excluding the Company)	None
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	None
Names of listed entities from which the person has resigned in the past three years	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 4
Approval of remuneration of Ms. Reena P. Bhagwati, as Managing Director:

Item No. 4 of the Notice relates to the approval of remuneration structure of Ms. Reena P. Bhagwati (DIN: 00096280), as Managing Director of the Company. With approval of the shareholders on December 10, 2020, the Company has appointed Ms. Reena P. Bhagwati as Managing Director of the Company effective from November 1, 2020 to September 30, 2025 with payment of minimum remuneration for the financial year, in which there is inadequacy or absence of profits, during the period from November 1, 2020 to September 30, 2023.

Subject to approval of the Shareholders, on recommendation of Nomination and remuneration Committee, the Board of directors has proposed following remuneration structure of Ms. Reena P. Bhagwati, Managing Director of the Company with payment of remuneration for the financial year, in which there is inadequacy or absence of profits, during the period from October 1, 2023 to September 30, 2025 for rest of her existing terms of appointment, as follows:

REMUNERATION:

Salary : Rs. 4,00,000/- per month but not exceeding Rs. 8,00,000/- per month with authority to the Board to fix the salary with in the scale from time to time.

Perquisites: Maximum up to Rs. 2,00,000/- per month but not exceeding Rs. 4,00,000/- per month with authority to the Board to fix the salary with in the scale from time to time which shall include perquisites of Categories 'A', 'B' and 'C' as below:

CATEGORY 'A'
i) House Rent allowance

- The expenditure by the Company on hiring furnished accommodation will be subject to ceiling of 50% of the Salary over and above 10% payable by the Managing Director.
- In case the accommodation is owned by the Company, 10% of the Salary of the Managing Director shall be deducted by the Company.
- In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance not exceeding 50% of the Salary.
- The expenditure incurred by the Company on Gas, Electricity, Water etc. will be valued as per Rule No. 3(d) (ii) of the Income Tax Rules, 1962.
- The perquisites for Furnishings shall be worked out at the rate of ten percent of the actual cost of the furnishings.

ii) Medical Reimbursement: Expenses incurred for self and her family subject to a ceiling of one month's salary in a year or three months' Salary over a period of three years. She shall also be entitled to the benefit of Medical Treatment referred to in Proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

iii) Leave Travel Concession: For self and family once in a year incurred in accordance with any rules specified by the Company.

iv) Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

v) Personal Accident Insurance: Premium not to exceed Rs. 40,000/- per annum.

vi) Mediclaim Insurance: Premium not to exceed Rs. 25,000/- per annum or such amount as may be prescribed in Section 80D of the Income Tax Act, 1961.

CATEGORY 'B'

i) Contribution to Provident Fund & Other Funds: Contribution to the Provident Fund or Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income-tax Act.

ii) Gratuity: As per the rules not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii) Leave Encashment: The Managing Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

CATEGORY 'C'

Provision for chauffeur driven car and telephone expenses: The Company shall provide a car for use on Company's business and also for personal purposes and telephone at the residence of the Managing Director. The Managing Director shall be billed by the Company for personal long distance calls on telephone and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.

The Managing Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any, from time to time, is available to other Senior Executives of the Company.

Other Benefits: Such other benefits, amenities and facilities as per the Company's rules within the overall limit laid down in Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Minimum Remuneration:

In the event of loss or inadequacy of profits, the Managing Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

The terms and conditions of the remuneration of the Managing Director, may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee and the Board of directors as it may in its discretion deem fit within above limits and subject to limits laid down in Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Memorandum of Interest: Ms. Reena P. Bhagwati, is interested in the above resolution to the extent that the remuneration received by her. Dr. Pravin N. Bhagwati, is concerned or interested in the above resolution as being relative of Ms. Reena P. Bhagwati, none of other Directors or KMPs or their relatives are concerned or interested in the above resolution.

Information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 are as follows:

I. General Information:

Nature of Industry: The Company is engaged in manufacturing of highly specialized casting for the automobile, tractor, compressor, and hydraulic industries.

Financial performance based on given indicators: During the financial year 2022-23, the total income of the Company

BHAGWATI AUTOCAST LIMITED

was Rs. 15442.09 lakhs and Profit Before Tax (PBT) was Rs. 1083.10 lakhs on standalone basis.

Foreign Investments or collaborations: Nil

II. Information about Ms. Reena P. Bhagwati (DIN: 00096280) Managing Director:

- 1) **Background details:** Ms. Reena P. Bhagwati, Managing director and a key promoter of the Company. She is qualified MBA from Graduate School of Industrial Administration, Carnegie Mellon University, Pittsburgh. She is associated with the Company since 2005. The Company is continuously performing well despite Global adverse & recessionary situation, the Company has performed exceptionally well and achieved new heights under her esteemed supervision and leadership.
- 2) **Past remuneration:** Rs. 69.55 lakhs during the financial year 2022-23
- 3) **Recognition or Awards:** She has held professional positions and served as the President of the Institute of Indian Foundry men (IIF) in 2013-14, Chairperson of the Confederation of Indian Industries (CII), Gujarat State Council in 2016-17, and is a continuing Member of the Governing Body of Ahmedabad Management Association.
- 4) **Job Profile & Suitability:** She looks after day to day affairs of the Company including Production, Finance, Administration, Marketing and human resource development with the help of senior experts and professionals in their respective fields. Under her direction and supervision, the Company is able to enhance its sales and profitability.
- 5) **Remuneration Proposed:** The details of the proposed remuneration are mentioned in Explanatory Statement as required under Section 102(1) of the Companies Act, 2013.
- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of his origin):** The Nomination and remuneration committee and the Board of Directors of the Company have recognized the profit and rich, diversified experience of Ms. Reena P. Bhagwati, accordingly they have approved the remuneration. Her remuneration is comparable and level with similar in the industry.
- 7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:** The Managing Director is promoter of the Company and she along with her family Members and group Companies holds 73.80% equity share capital of the Company. The Company had not entered into any transaction of a material nature with any of the related parties, which were in conflict with the interest of the Company. Further all transactions with the related parties were in the ordinary course of the business and arms' length. Ms. Reena P. Bhagwati, Managing Director of the Company is relative of Dr. Pravin N. Bhagwati.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

- a) Foundry industry is working in extreme competitive market with paper thin profit margin.
- b) Operational costs of products of the foundries located in Gujarat are substantially higher than other foundries located in other parts of the country.
- c) Our customers are big & OEM, and hence sales rates are governed by market standards. There is very limited scope to enhance sales rate on the basis of cost plus margin formula.

- d) We are utilizing full installed capacity and hence volume cannot increase, our sales are solely dependent on growth of tractor & other general automobile & engineering industries, where we operate.

2. Steps taken for improvement:

- a) Company has installed annual capacity of 18,000 MT.
- b) Company has generally maintained cordial and amicable relationship with its labors and employees at all levels.

3. **Expected increase in the productivity:** Bhagwati Autocast Limited, is one of Certified ISO 9001:2015 Company, which itself denoted its quality and reliability of products. The expected increase in productivity and profits depends on overall growth of tractor industry.

IV. DISCLOSURES

Ms. Reena Bhagwati satisfies all the conditions set out in Schedule V to the Act being eligible for remuneration. She is not debarred from holding the office of Director pursuant to any order issued by Securities and Exchange Board of India (SEBI) or any other authority.

The above details are given along with details of her remuneration in the notice to the extent they are applicable. Your directors recommend the resolutions as they consider the same is in the interest of the Company. This may be treated as an abstract of terms of contract for the remuneration of the Managing Director under the provisions of Section 190 of the Companies Act, 2013. The Draft Agreement to be entered in to with the Managing Director is open for inspection by Members on any working day between 11:00 a.m. to 01:00 p.m. at the registered office of the Company.

The Board recommends the passing of the Special resolution set forth in Item no. 4 of the Notice for approval of the members.

Item No. 5

Approval for make loan(s) or give guarantee(s) or provide any security(ies) in connection with loan(s) made or Investment of funds

Under the provisions of Section 186 of the Companies Act 2013, the powers to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates or person whether Indian or overseas and/ or in various schemes of Mutual Funds or such other funds, if any, in excess of the limits prescribed, can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution. As such, the Company obtaining approval of the shareholders by means of a Special Resolution at a general meeting, for authorizing the Board to exercise aforesaid powers, if any, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs. 100 Crores (Rupees one hundred crores only) notwithstanding that investments or company's loans or guarantee/ security, if any shall be in excess of the limits prescribed under Section 186 or up to the limits so prescribed under Section 186, whichever is higher.

The Board recommends the Resolution as set out at Item no. 5 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution.

Item No. 6

To approve and ratify the remuneration of Cost Auditor

The Board of director of the Company has approved appointment and remuneration of M/s. Kiran J. Mehta & Co., as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2024 at a remuneration of Rs. 75,000/- (Exclusive of Taxes/charges) and re-imbursement of out of pocket expense incurred on behalf of the Company. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made there under, the remuneration payable to the Cost auditor has to be determined or ratified by the members of the Company. Accordingly, consent of the members is sought for above purpose by passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel's or their relative is interested or concerned in the resolution. The Board recommends the ordinary resolution for approval of the Members.

Place : Ahmedabad

Date : 30/05/2023

By order of the Board of Directors

For, Bhagwati Autocast Limited

Registered Office :

Survey No. 816, Village Rajoda,

Near Bavla, Dist. Ahmedabad – 382 220.

CIN: L27100GJ1981PLC004718

e-mail: autocast@bhagwati.com

Website: www.bhagwati.com

Dr. Pravin N. Bhagwati

Chairman

DIN : 00096799

BHAGWATI AUTOCAST LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the **41ST ANNUAL REPORT** for the financial year ended March 31, 2023. The financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS'). The performance of the Company is summarized as follows:

01. FINANCIAL HIGHLIGHTS :

	(Amount Rs. in Lakhs)	
Particulars	For the year Ended 31/03/2023	For the year Ended 31/03/2022
Revenue from Operations &		
Other Income	15442.09	11226.60
Earnings before interest, depreciation and taxation (EBIDTA)	1481.15	163.40
Less: Interest & finance charges	123.24	59.92
Profit before depreciation & taxation	1357.91	103.48
Less: Depreciation	274.81	237.12
Profit / (Loss) before tax	1083.10	(133.64)
Less: Provision for income tax		
[1] Current Tax	189.31	0.00
[2] Deferred Tax	123.09	(32.62)
[3] Short / (Excess) provision for earlier years	(1.39)	(5.28)
Profit / (Loss) for the Year	772.09	(95.74)
Add / (Less) : Other Comprehensive income	(1.59)	(1.75)
Total Comprehensive Income / (Loss) for the year	770.50	(97.49)
Add : Surplus of last year brought forward	1367.56	1493.87
Less : Dividend	28.81	28.81
Surplus available for appropriation	2109.25	1367.57

02. REVIEW OF OPERATIONS:

During the year under review, your Company's total income increased by 37.55% as compared to previous year. The profit before tax for the year under review improved at Rs. 1083.10 lakhs as compared to loss of Rs. 133.64 lakhs for the previous year after providing for depreciation and amortisation.

The demand for the casting was strong lead by tractor industry in first two quarters of the financial year, and Company could achieve better utilization of plant capacity.

During the year under review, major raw material prices have gone up substantially during the first quarter of financial year 22-23 and the Company was successful in passing the increase in the input costs to the customers through established price adjustment mechanism.

Also the Company having capacity of 4500 kWp Ground mounted Solar power plant at Village Bamroli, Dist. Patan for captive consumption and working very effectively which saved energy cost around 21.68%.

03. DIVIDEND:

The Board of Directors have recommended dividend of Rs.2 per Equity Share (20% on the face value of Rs. 10/- each) for the year ended on March 31, 2023 (Previous year Rs. 1 per equity share, i.e. @10%) subject to the approval of shareholders at the ensuing Annual General Meeting.

04. TRANSFER TO RESERVES:

During the year under review, no amount is appropriated from Profit and Loss Account and transferred to any reserve account.

05. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, the Company had sent individual notices to the shareholders who have not claimed their dividends for past seven consecutive years. The Company has also advertised the same in the Business Standard and Jay Hind Newspapers dated May 25, 2022 seeking action from the shareholders who have not claimed their dividends for past seven consecutive years. The Company had transferred Rs.84,923/- to the Investor Education and Protection Fund established by the Central Government during the financial year 2022-23, as unclaimed dividend after expiry of seven years for the year ended March 31, 2015. In accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (amended from time to time), the Company had also transferred total 4,123 equity shares held by 42 shareholders to the IEPF Authority on November 23, 2022 who have not claimed their dividends for past seven consecutive years from the date of transfer to the unpaid dividend account. The details of such shares transferred have been uploaded on the Company's website <http://www.bhagwati.com/investors.html>

The Shareholders/ claimants whose shares and unclaimed dividend have been transferred to the IEPF Account may claim the shares or apply for refund by making an application to the IEPF Authority. A details of Nodal officer of the Company appointed by the Board of directors is available at Company's website <http://www.bhagwati.com/investors.html>

06. PUBLIC DEPOSITS:

During the year under review, your Company has not accepted or renewed any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 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.

07. SHARE CAPITAL:

During the year under review, the paid up capital of the Company has remained the same. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of employees. Also during the year under review, there was no change in the Authorized share capital of the Company.

08. CERTIFICATIONS:

During the year under review, the Company's quality management system has been reviewed and confirmed as per the standard ISO 9001:2015 certification through external agency.

09. BANK/ FINANCIAL INSTITUTIONS:

Your Company is prompt in making the payment of interest and

repayment of loans apart from payment of interest on working capital to the bank and the bank continues their unstinted support in all aspects and the Board records its appreciation for the same.

10. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

No change in nature of the business of the Company occurred during the year.

11. ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, a copy of the annual return for the year ended March 31, 2023 is placed on the website of the Company at <http://www.bhagwati.com/investors.html> with information available up to the date of this report.

12. THE DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Information required to be disclosed in the report of the Board of Directors as per the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 is annexed herewith as **(Annexure-1)**.

13. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

As per provision of the Companies Act, 2013, Dr. Pravin N. Bhagwati (DIN: 00096799) retires by rotation in the forthcoming Annual General Meeting and being eligible offered himself for re-appointment. The Board of Directors recommends his re-appointment.

During the year under review, on recommendation of Nomination and Remuneration Committee and the Board of directors, the Members of the Company have approved the appointment of Dr. Pravin N. Bhagwati (DIN: 00096799) as Non-Executive Director (Promoter) and Chairman of the Company effective from October 1, 2022.

B) Declaration by an Independent Director(s) and re-appointment, if any

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. Also all the Independent directors of the Company have confirmed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and have been registered and members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs.

C) Statement regarding to Integrity, Expertise and Experience (including the proficiency) of the Independent directors

The Board has opined that all the Independent directors of the Company has possessed relevant Integrity, Expertise and Experience in commensurate with the business of the Company. All Independent Directors of the Company are registered with the Independent Directors Databank as maintained and managed by the Indian Institute of Corporate Affairs. Also all Directors have meets the requirements of proficiency self-assessment test under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (amended from time to time)

D) Annual evaluation by the board of its own performance, its committees and individual directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee has also reviewed the performance of the Board, Committee and all the directors of the Company. The board of directors expressed their satisfaction with the evaluation process.

E) Policy on appointment and remuneration of Directors, KMPs and Senior Management

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The said policy is available on the website of the Company at <http://www.bhagwati.com/investors.html>.

F) Familiarization Programme for Independent Directors

The Independent directors are regularly informed during meeting of the Board and Committees on the business strategy, business activities, manufacturing operations and issues faced by the foundry. Also the independent directors have been updated with their roles, rights and responsibilities in the Company by specifying it in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The details of familiarization programs are available on the website of the Company at <http://www.bhagwati.com/investors.html>.

14. MEETINGS OF THE BOARD OF DIRECTORS:

Four meetings of the Board of directors of the Company were held during the year under review. The details of composition, meetings, attendance and other details of the Board are reported under Corporate Governance Report which is annexed to this Directors report. Your Company has complied with the Secretarial Standard as applicable to the Company pursuant to the provisions of the Companies Act, 2013.

15. AUDIT COMMITTEE:

The Audit Committee comprises Mr. R. J. Shah, Chairman and Ms. R. P. Bhagwati, Mr. P. H. Buch, Mr. V. R. Ambani and Mr. S. C. Mehta as Members. In accordance with provisions of Section 177(8) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has accepted all the recommendations of the Audit Committee during the financial year 2022-23.

The details of composition, meetings, attendance and other details of the Audit Committee and other committees are reported under Corporate Governance Report which is annexed to this Directors report.

16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company at <http://www.bhagwati.com/investors.html>.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Your Company has not given any loan, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC -2 is annexed herewith as **(Annexure-2)**.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and the same were placed before the Audit Committee and also to the Board for their review and approval on a quarterly basis. The Company has also formulated related party transaction policy and the same is available on the website of the Company at <http://www.bhagwati.com/investors.html>.

19. PARTICULAR OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANY:

During the year under review, Your Company does not have any subsidiary/Joint Venture/ Associate Company.

20. DISCLOSURES ON MANAGERIAL REMUNERATION AND PARTICULAR OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **(Annexure-3)**.

During the year under review, there were no employees drawing remuneration which is in excess of the limit as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time) and holds two percent of the equity share capital of the Company.

21. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management discussion and analysis report for the financial year ended March 31, 2023 is forming part of this Annual report is annexed herewith as **(Annexure-4)**.

22. CORPORATE GOVERNANCE:

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the financial year ended 31st March, 2023 along with requisite certificate confirming compliance with the conditions of Corporate Governance are annexed herewith as **(Annexure-5)**.

23. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to submit Business Responsibility and Sustainability Report not applicable to your Company for the financial year ended 31st March, 2023.

24. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Cash Flow Statement is part of the Annual Report for the financial year 2022-23. The Company does not have any subsidiaries and hence not required to publish Consolidated Financial Statements.

25. AUDITORS:

A) STATUTORY AUDITORS:

M/s. Mahendra N. Shah & Co., Chartered Accountants (FRN: 105775W) Ahmedabad were appointed as Statutory Auditor of the Company for a second term of 5 (five) consecutive years, at the 39th Annual General Meeting held on September 23, 2021 upto the conclusion of the 44th Annual General Meeting (AGM) at a remuneration as may be mutually agreed between the Board of directors of the Company and the Auditors.

The report given by the Statutory Auditors is part of the Annual Report. There has been no adverse qualification, observations, adverse remark or disclaimer given by the Auditor in their report.

B) INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of directors of the Company has appointed M/s. Mehta Sheth & Associates, Chartered Accountants (FRN:106238W) Ahmedabad as an Internal auditor of the Company for the financial year 2023-24.

C) SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. Chirag Shah & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-23. Secretarial Audit Report for financial year 2022-23 is annexed herewith as **(Annexure-6)** and the Secretarial auditor has not made any adverse comments or given qualification, reservation or adverse remarks or disclaimer in their report.

The Board has appointed M/s. Chirag Shah & Associates, Company Secretaries, Ahmedabad as Secretarial auditor of the Company for the financial year 2023-24.

D) COST AUDITOR:

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s. Kiran J. Mehta & Co. (FRN: 000025), Cost Accountants, Ahmedabad as the cost auditor of the Company for the financial year ending March 31, 2024. The remuneration payable to the Cost Auditors is required to be placed before the Members in a general meeting for their ratification. Accordingly, a resolution seeking member's ratification for the remuneration payable to M/s. Kiran J. Mehta & Co., Cost Accountants placed in the notice convening the ensuing Annual General Meeting.

During the year under review, your Company has maintained cost accounts and records as prescribed under Section 148 of the Companies Act, 2013 and rules made thereunder. Cost audit report for the financial year ended 31st March, 2022 was filed with the Central Government within the stipulated time on 1st September, 2022.

E) REPORTING OF FRAUD BY AUDITORS:

During the year under review, the auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

26. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3) of the Companies Act, 2013, in relation to the Financial Statements for FY 2022-23, your Directors, to the best of their knowledge and belief, confirm that:

- in preparation of the annual accounts, the applicable accounting standards have 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 and loss of the company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of the Board threaten the existence of your Company.

28. HUMAN RESOURCES:

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization to achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

29. PROHIBITION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with regulates trading in securities by the Directors and designated employee of the Company. The Board is responsible for implementation of the Code. The code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employee while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The relevant policy is available on the Company's website.

30. DEMATERIALISATION OF SHARES:

The shares of your Company are being traded in electronic form

and the Company has established connectivity with both the depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid.

30. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with Section 135 of the Companies Act, 2013 and Rules framed thereunder, norms of Corporate Social Responsibility ('CSR') have been applicable to the Company at financial year ended March 31, 2023. Accordingly, the Board of directors has constituted CSR Committee comprising Ms. R. P. Bhagwati, Chairperson, Mr. P. H. Buch, Mr. V. R. Ambani and Mr. S. C. Mehta as Members. The Company will carry out CSR activities as per policy in compliance with Companies Act, 2013 during financial year 2023-24. The details of CSR Composition and CSR policy are available on website of the Company at <http://www.bhagwati.com/investors.html>.

32. THE NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR, SEXUAL HARASSMENT CASES TO INTERNAL COMPLAINTS COMMITTEE IN THE LAST FINANCIAL YEAR AND THOSE PENDING AS ON THE END OF THE FINANCIAL YEAR:

Sr. No.	Category	No. of Complaints filed during the financial year	No. of Complaints disposed of during the financial year	No. of Complaints pending as on end of the financial year
1.	Child labour/ forced labour/ Involuntary labour	NIL	None	NIL
2.	Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.	NIL	None	NIL

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

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. To maintain its objectives and independence, the internal Audit reports to the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Control System of the Company, its compliance with operating system, accounting procedures and policy of the Company. Based on the report of internal audit function, process owners undertake corrective action and thereby strengthen the controls. Significant audit observation and corrective actions thereon are presented to the audit committee of the board regularly.

34. DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- No significant or material orders were passed by any regulator or court or tribunal which impacts the going concern status and Company's operations in future.
- No material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

BHAGWATI AUTOCAST LIMITED

(iii) the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.

(iv) 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.

government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place : Ahmedabad
Date : 30/05/2023

By order of the Board of Directors
For, Bhagwati Autocast Limited

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

35. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks,

ANNEXURE “1” of the Directors Report
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.
[A] CONSERVATION OF ENERGY:
a) Steps taken on conservation of energy:

- [1]. The Company focuses on improving machine efficiency and accuracy at regular intervals by modernization or replacement of machineries and use high-end technology.
- [2]. Monitoring the maximum demand and power load factor at regular intervals.
- [3]. Replacement of inefficient motors with energy efficient motors and use of LED and induction light.
- [4]. Optimizing done in Furnaces operation- To operate three Furnaces, Cold start only one hour before start of the shift, and Controlling of power to avoid holding of Furnaces at pouring temperature by better synchronizing between melting and holding

b) Steps taken by the Company for utilizing alternate sources of energy:

The Company has already developed its own 4.5 MW (DC) Ground Mounted Solar power plant for captive consumption.

c) Additional capital investment and proposals, if any, being implemented for reduction of consumption of energy:

The Company acknowledges that investment in energy conservation offers significant economic benefits in addition to climate change. The Company has installed and commissioned 4.5 MW (DC) Ground Mounted Solar power plant for captive consumption at Village Bamroli, Dist. Patan effective from 28.03.2022.

d) Impact of the measures taken at (a) & (c) above for reduction of energy consumption:

Satisfactory impact of measures taken as above has been observed during the current year. Maintained the average power factor of whole plant at 0.999. Total energy consumption and consumption per unit of production are as follows:

Particulars	2022-23	2021-22
[A] Power & Fuels consumption :		
1. Electricity		
[a] Purchased		
- Units	18186840	16934200
- Total Amount [Rs. Lacs]	1564.29	1351.34
- Rate / Unit [Rs.]	8.60	7.98
[b] Own Generation		
[i] Through Diesel Generator		
- Units	7586	4942
- Units per liter of diesel oil	4.50	2.95
- Cost per unit [Rs.]	20.51	33.95
[ii] Through Steam Turbine Generator		
- Units	Nil	Nil
- Units per liter of Fuel Oil/Gas	Nil	Nil
- Cost per Unit [Rs.]	Nil	Nil

2. Coal	Nil	Nil
3. Furnace Oil	Nil	Nil
4. Others / Internal Generation	Nil	Nil

[B] Consumption per unit of Production (Electricity per MT of Castings)

[i] C I Castings	1199	1316
[ii] S G I Castings	-	1081

[B] TECHNOLOGY ABSORPTION:
i. The efforts made towards technology absorption

Updation of Technology is a continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to adopt new technology required in the foundry.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution

Updation of systems in machineries is continuous process for better control over quality and cost and continues to monitor the same.

iii. Information regarding imported technology (Imported during last three years):

Year of import	FY 2022-23	FY 2021-22	FY 2020-21
Technology imported	None	None	None
Has technology fully absorbed?	Not applicable	Not applicable	Not applicable
If not fully absorbed, areas where absorption has taken place, and the reason thereof	Not applicable	Not applicable	Not applicable

iv. The expenditures incurred on Research and Development:

- [i] Specific areas in which R & D are carried out by the Company:-
 - [a] Study and improvement in the production process parameters of ductile iron and gray iron castings.
 - [b] After successful recertification of ISO-9001:2015 evolving system approach to total quality management.
- [ii] Benefits derived as a result of above R & D:-
 - [a] Quality improvement
 - [b] Cost Control
 - [c] Energy saving by controlling grade 500/7 in as cast condition.

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO:

There is no export of Castings during the year under review.

	2022-23 [Rs in Lakhs]	2021-22 [Rs in Lakhs]
Total Foreign Exchange used	Nil	Nil
Total Foreign Exchange earned	Nil	Nil

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Place : Ahmedabad
Date : 30/05/ 2023

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

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Annexure “2” to the Directors Report

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 transactions under third proviso thereto.

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

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2023 which were not at arms' length basis.

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements /transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Bhagwati SpheroCast Pvt. Ltd. – it is a related party within meaning of section 2(76) of the Companies Act, 2013.	Job work, supply of goods & availing or rendering of Services.	5 (Five) years with effect from 1st April, 2020 to 31st March, 2025.	<ul style="list-style-type: none"> Sales, Purchase or supply of Capital goods, Raw Materials/ Spares & availing or rendering of any services up to Maximum amount of Rs. 500/-laks for each year. Contract shall be valid for 5 years however, if either of the party desires to terminate the agreement, it can be terminated by either party by giving 60 days' notice. No party shall transfer or assign its rights, obligations or liabilities under this agreement or any part thereof to any third party. 	29.05.2019	Nil
2.	Bhagwati Filters Pvt. Ltd. – it is a related party within meaning of section 2(76) of the Companies Act, 2013.	Purchase/ sales of Material or other related party transactions, if any	1 (One) year with effect from 1st April, 2022 to 31st March, 2023.	All the related party transactions including purchase/ sales of materials are at arms' length basis up to Rs. 20 lakhs (exclusive of taxes).	23.05.2022	Nil

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

Place : Ahmedabad
Date : 30/05/2023

Annexure “3” to the Directors Report

DISCLOSURES ON MANAGERIAL REMUNERATION:

[Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- A. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any during the financial year 2022-23, and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:

Sr.No.	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	% Increase in Remuneration in the FY2022-23
1.	Dr. P.N. Bhagwati (DIN: 00096799)	Chairman	3.72	-
2.	Ms. R. P. Bhagwati (DIN: 00096280)	Managing Director	13.21	-
3.	Mr. P.H. Buch (DIN: 03411816)	Independent Director	0.08	-
4.	Mr. R. J. Shah (DIN: 01982424)	Independent Director	0.08	-
5.	Mr. V. R. Ambani (DIN: 00351512)	Independent Director	0.06	-
6.	Mr. S. C. Mehta (DIN: 08930872)	Independent Director	0.08	-
7.	Mr. D. K. Sheth	Chief Financial Officer	N.A.	13.34%
8.	Mr. M. C. Naliyadhara	Company Secretary	N.A.	13.55%

Notes :

1. The remuneration of Independent Directors includes only sitting fees paid to them for the financial year 2022-23.
2. A designation of Dr. Pravin N. Bhagwati have changed to Non-Executive Director, Chairman (Promoter) effective from 1st October, 2022
3. Median remuneration of the Company of its staff employees is Rs. 5,26,500/- for financial year 2022-23.
- B. Percentage increase in the median remuneration of staff employees in the financial year: 6.35%
- C. Number of permanent employees (staff) on the rolls of the Company : 70 as on 31st March, 2023
- D. 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: On an average, employees received an annual increase of 10%. The individual increments varied from 2% to 10%, based on individual performance. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.
- E. Affirmation that the remuneration is as per the Remuneration policy of the Company: It is affirmed that the remuneration is as per the Remuneration policy of the Company.

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

Place : Ahmedabad
Date : 30/05/2023

Annexure "4" to the Directors Report
MANAGEMENT DISCUSSION AND ANALYSIS

(Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015)

COMPANY PROFILE

Bhagwati Autocast Limited (BAL) is manufacturing Cast Iron (CI) & Spheroidal Graphite Iron (SGI) Castings having plant located at near Bavla, Ahmedabad. The Company is ISO 9001:2015 certified (BUREAU VERITAS).

OVERALL REVIEW

The Company's production was increased by 17.87% during the year ended March 31, 2023, i.e. 15165 (MT) as compared to the previous year production of 12866 (MT). In terms of total Revenue generated during the year are highlighted as follows:

(Rs. in lakhs)

	2022-23	2021-22
Sale of CI Castings	15059.36	11216.00
Sale of Patterns	36.50	0.00
Revenue from Operations	15095.86	11216.00
Other Operating Revenue	339.21	1.19
Other Income	7.02	9.41
Total Revenue	15442.09	11226.60

While detailed financial position and performance are available in the Balance Sheet, Statement of Profit & Loss, along with related notes forming part of the financial statements for the year 2022-23.

INDUSTRY STRUCTURE AND DEVELOPMENTS

As the Company's product range can be categorized in various tractor, automobile industry. It would be appropriate to take a look at the trends that are prevailing in relevant automobile sectors.

OUTLOOK, OPPORTUNITIES AND DEVELOPMENTS

Our Company is closely dependent on the growth of tractor industries and demand for tractors is highly dependent on the agriculture activity in the country and farmers income by way of minimum support price (MSP).

The Company's performance for current financial year in terms of EBITDA is quite satisfactorily due to utilization of capacity and raw material prices. Also due to increase tractor demand, our customer will increase their production, which resulted in our full capacity utilization.

Factors like infrastructure development, and launch of new models by vehicle manufacturers, changing buying pattern, replacement demand etc. overall improvement in economic fundamentals will be the positive drivers for tractor and automobile industries in the medium to long term. The optimistic outlook of tractor industries will give boost to the demand for auto components as well and as a component supplier.

THREATS, RISKS & CONCERNS

As your Company supplies components to tractor OE manufacturers, the Company would be directly affected by the factors impacting tractor industry. These would include issues like quantum of rains spread, Government policy on procurement, enforcement of safety / emission regulations, availability of credit, change in interest rates, commodity price trends, increasing intensity of competition etc.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has established procedures in place for internal control. The policies and procedures have been laid down with an objective to provide reasonable assurance that assets of the Company are safeguarded from risks of unauthorized use / disposition and the transactions are

BHAGWATI AUTOCAST LIMITED

recorded and reported with propriety, accuracy and speed. These aspects are regularly reviewed during internal audit and statutory audit. The Company has also laid down adequate internal financial controls. Internal Audit Reports are reviewed by the Audit Committee of the Board from time to time. During the year, such controls were tested and no material weakness in their operating effectiveness was observed.

HUMAN RESOURCES

The Company has a highly committed, loyal and dedicated team. Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement. The Company promotes an atmosphere which encourages learning and informal communication within the organization. Industrial relations were cordial throughout the year under review.

DETAILS OF SIGNIFICANT CHANGES IN THE KEY FINANCIAL RATIOS & RETURN ON NET WORTH

As per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), details of significant changes i.e. change of 25% or more as compared to the immediately previous financial year in Key Financial Ratios and any changes in Return on Net Worth of the Company including explanations therefore are given below:

Sr.No.	Particulars	FY 2022-23	FY 2021-22	Change in %	Explanation
1	Debtor Turnover	6.35	4.15	53.13	Increased due to increase in volume by 37%, and faster realization from customer
2	Inventory Turnover	24.00	18.64	28.74	Due to increase in volume, and strict control over inventory
3	Interest Coverage Ratio	10.76	(1.60)	772.61	Increase in Profitability due to increase in volume, and lower interest Cost
4	Current Ratio	1.59	1.19	33.69	Positive liquidity due to faster collection, and Increase in volume as also getting buying cost advantage from reducing credit term with vendor resulted in increase in Current Ratio
5	Debt Equity Ratio	0.31	0.68	(53.95)	No utilization of CC due to positive liquidity, and Repaying of Unsecured Loan including of Term loan
6	Operating Profit Margin (%)	7.91	(0.73)	1178.94	Good Capacity Utilization due to favorable demand from customer
7	Net Profit Margin (%)	5.11	(0.85)	699.17	
8	Return on Net Worth	25.14	(3.46)	825.65	

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis Report describing company's objectives and expectations may constitute "forward looking statements" based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results might differ materially from those either expressed or implied.

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Place : Ahmedabad
Date : 30/05/ 2023

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

Annexure "5" to the Directors Report

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE CODE:

Bhagwati Autocast Limited firmly believes in transparency and has immense value for the principles of corporate governance. The Good Corporate Governance create and enhancing long-term sustainable value for the stakeholders through ethically driven business process stipulated by Securities and Exchange Board of India (SEBI). It is a process or a set of systems to ensure that Company is managed to suit the best interest of all Stakeholders. At your company, the Board is at the core of its Corporate Governance Practice and considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creating and safeguarding their wealth. The Concept of Corporate Governance hinges on total transparency, integrity, accountability of the management and the Board of Directors. The Company has strong legacy of fair, transparent and ethical governance practices.

We take pleasure in reporting that your Company's existing policies and procedures are in conformity with the requirements stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – "Listing Regulations" and the Company is committed to maintain the highest Standard of Corporate Governance to maintain proper Compliance with all the applicable legal and regulatory requirements under which the Company is carrying out its activities.

1. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. It conducts the overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision making process to be followed. The Company has an optimum composition mix of Non-Executive and Independent directors including Woman Director. All the Members of the Board are competent and are persons of repute with strength of character, professional eminence, having the expertise in their respective disciplines to deal with the management functions of the Company.

1.1 Details of the composition of the Board, attendance of Directors at Board meetings and other related matters as at March 31, 2023 are as under:

Sr. No.	Name of Directors	DIN	Category of Directorship #	Attendance Particulars			No. of Shares held as on 31st March, 2023	No. of Directorship and Committee Membership/ Chairmanship in other Companies (Including the Company)*		
				No. of board meeting held	No. of board meeting attended	Attendance at last AGM		Director	Number (Committee)	Chairman (Committee)
1.	Dr. Pravin N. Bhagwati	00096799	Chairman-NED	4	4	Yes	450862	1	0	0
2.	Ms. Reena P. Bhagwati	00096280	MD-Executive	4	4	Yes	980158	4	5	0
3.	Mr. Rajendraprasad J. Shah	01982424	NED (I)	4	4	Yes	0	2	1	2
4.	Mr. Padmin H. Buch	03411816	NED (I)	4	4	Yes	0	3	2	1
5.	Mr. Vimal R. Ambani	00351512	NED (I)	4	3	No	0	4	3	1
6.	Mr. Shantanu C. Mehta	08930872	NED (I)	4	4	Yes	0	1	2	0

Notes:

- a) #NED - Non-Executive Director, MD - Managing Director, NED (I) - Non Executive Director (Independent).
- b) *Excludes Directorship in Private/Foreign Companies, One Person Companies/LLP and Companies incorporated Under Section 8 of the Companies Act, 2013 including not for profit Company.
- c) *Only Chairmanship/Membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of Listing Regulations.

1.2 Except Dr. Pravin N. Bhagwati and Ms. Reena P. Bhagwati, who are related to each other as father and daughter respectively, none of the other Directors are related to any other Director on the Board in terms of definition of 'relative' as per the Companies Act, 2013.

1.3 The Independent directors are regularly informed during meeting of the Board and Committees on the business strategy, business activities, manufacturing operations and issues faced by the foundry. Details of familiarization programs are part of the Directors report and available on the website of the Company at <http://www.bhagwati.com/investors.html>.

1.4 The Board met at regular intervals and minimum four Board Meetings are required to be held in each year. During the financial year ended 31st March, 2023, 4 (Four) meetings of the Board of Directors were held on 23rd May 2022, 9th August 2022, 9th November 2022 and 7th February 2023. The attendance of each director at these Board meetings as hereunder:

Sr. No.	Name of Directors	Board Meetings	
		No. of meetings held	No. of meetings attended
1.	Dr. Pravin N. Bhagwati	4	4
2.	Ms. Reena P. Bhagwati	4	4
3.	Mr. Rajendraprasad J. Shah	4	4
4.	Mr. Padmin H. Buch	4	4
5.	Mr. Vimal R. Ambani	4	3
6.	Mr. Shantanu C. Mehta	4	4

1.5 Independent directors play an important role in the governance process of the Board. They bring their expertise and experience on the deliberation of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest in the decision making process.

None of the Independent Director serves as an Independent Director in more than seven listed companies (in case if any independent director serve as whole time director/ managing director in any listed company then he/ she can only remain as an Independent Director not more than three listed companies - not applicable in our Company as at March 31, 2023). No person has been appointed or continuing as an Alternate Director for an Independent Director of the Company.

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Based on the disclosures received from Independent Directors and also in the opinion of the Board, the Independent directors fulfill the conditions as per Section 149(6) of the Companies Act, 2013 and Listing Regulations and independent of the management.

During the year, one meeting of the Independent Directors was held on 7th February 2023. All independent directors attended the meeting. At the meeting, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for effectively and reasonably perform their duties.

During the year under review, none of the Independent directors of the Company had resigned before the expiry of their respective tenure(s).

1.6 Name of other listed entities where Directors of the Company are Directors and category of Directorship:

Sr. No.	Name of Directors	Name of other listed entities in which the concerned Director is a Director	Category of Directorship*
1.	Dr. Pravin N. Bhagwati	None	Not Applicable
2.	Ms. Reena P. Bhagwati	Eimco Elecon (India) Limited	NED (I)
		The Anup Engineering Limited	NED (I)
		Symphony Limited	NED (I)
3.	Mr. Rajendraprasad J. Shah	None	Not Applicable
4.	Mr. Padmin H. Buch	Shilp Gravures Limited	NED (I)
5.	Mr. Vimal R. Ambani	Sanrhea Technical Textiles Limited	NED (I)
		Investment & Precision Castings Limited	NED (I)
6.	Mr. Shantanu C. Mehta	None	Not Applicable

*Non-Executive Director (Independent).

1.7 Skills, expertise and competencies that are identified and available with the Board

The identified skills/ expertise/ competencies required for effective functioning of the Company, which are currently available with the Board of the Company:

Core Skills/ Expertise/ Competencies	Dr. Pravin N. Bhagwati	Mr. Reena P. Bhagwati	Mr. Rajendraprasad J. Shah	Mr. Padmin H. Buch	Mr. Vimal R. Ambani	Mr. Shantanu C. Mehta
Experience and Knowledge in Finance, Taxation, Risk Management, Compliance and Corporate Governance	✓	✓	✓	✓	✓	✓
Leadership experience in managing the Company's business	✓	✓	✓	✓	✓	✓
Expertise in Strategic Business Planning and Corporate Management	✓	✓	✓	✓	✓	✓
Experience and knowledge of Industry	✓	✓	✓	Knowledge - ✓	×	✓
Expertise in the field of Technology, Research & Development	✓	✓	✓	✓	✓	✓
Legal or Regulatory knowledge in the field of business of the Company	✓	✓	✓	✓	✓	✓

2. AUDIT COMMITTEE

As on 31st March 2023, the Audit Committee of the Company comprises of five directors viz. Mr. R. J. Shah, Ms. R. P. Bhagwati, Mr. P. H. Buch, Mr. V. R. Ambani and Mr. S. C. Mehta. All the Members of the Committee are Non-Executive and Independent Directors except one Managing Director. Mr. R. J. Shah, Independent Director act as Chairman of the Committee. The Committee members are having requisite experience in the fields of Finance, Accounts and Management. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations.

2.1 Terms of reference:

The terms of reference of Audit Committee are wide enough to cover the matters specified for Audit Committee under Listing Regulations, as well as in Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are broadly as under:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions; and
 - g. modified opinion(s) in the draft Audit Report.
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the Structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with Internal Auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- to review the functioning of the Whistle Blower mechanism;
- approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees one hundred crore or ten percent of the total asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.
- to carry out any other function as is mentioned in terms of reference of the Audit Committee and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Review of information by Audit Committee:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- internal audit reports relating to internal control weaknesses; and
- appointment/ re-appointment and terms of remuneration of the Internal auditor shall be subject to review by the Audit Committee;
- to grant omnibus approval for related party transactions which are in the ordinary course of business and on an Arm's Length pricing basis and to review and approve such transactions subject to the approval of the Board;

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2.2 Composition of the Audit Committee, number of Meetings held and attended by its members during the year:

During the year, 4 (Four) Audit Committee meetings were held on 23rd May 2022, 9th August 2022, 9th November 2022 and 7th February 2023.

Name	Category*	Designation	No. of Meetings held	No. of Meeting attended
Mr. Rajendraprasad J. Shah	NED (I)	Chairman	4	4
Ms. Reena P. Bhagwati	MD-Executive	Member	4	4
Mr. Padmin H. Buch	NED (I)	Member	4	4
Mr. Vimal R. Ambani	NED (I)	Member	4	3
Mr. Shantanu C. Mehta	NED (I)	Member	4	4

The Company Secretary acts as Secretary to the Committee.

Notes:

- *NED (I)-Non-Executive Director (Independent), MD-Managing Director.
- A composition of the Audit Committee is available on Company's website in Investor column at www.bhagwati.com
- Mr. R. J. Shah, Chairman of the Audit committee was present at the last Annual general meeting held on 22nd September, 2022.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

As on 31st March 2023, the Stakeholders Relation Committee (SRC) of the Company comprises of five directors viz. Mr. R. J. Shah, Ms. R. P. Bhagwati, Mr. P. H. Buch, Mr. V. R. Ambani and Mr. S. C. Mehta. All the Members of the Committee are Non-Executive and Independent Directors except one Managing Director. Mr. R. J. Shah, Non-Executive and Independent Director act as Chairman of the Committee.

3.1 Terms of reference:

- resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, dematerialization/rematerialization of Shares, general meetings, etc.
- review of measures taken for effective exercise of voting rights by shareholders.
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- carry out any other function as is mentioned in terms of reference of the SRC and/or enforced by any statutory notification, amendment or modification, as may be applicable.

3.2 Composition of the SRC, number of Meetings held and attended by its members during the year:

During the year, SRC meeting was held on 7th February 2023. The details of meetings attended by its members are given below:

Name	Category*	Designation	No. of Meetings held	No. of Meeting attended
Mr. Rajendraprasad J. Shah	NED (I)	Chairman	1	1
Ms. Reena P. Bhagwati	MD-Executive	Member	1	1
Mr. Padmin H. Buch	NED (I)	Member	1	1
Mr. Vimal R. Ambani	NED (I)	Member	1	0
Mr. Shantanu C. Mehta	NED (I)	Member	1	1

The Company Secretary acts as Secretary to the Committee. Mr. Mehul Naliyadhara is a Company Secretary and Compliance Officer of the Company

Notes:

- *NED (I)-Non-Executive Director (Independent), MD-Managing Director.
- A composition of the Stakeholders Relationship Committee is available on Company's website in Investor column at <http://www.bhagwati.com/investors.html>
- Mr. R. J. Shah, Chairman of the Stakeholders Relationship committee was present at the last Annual general meeting held on 22nd September, 2022.

During the year under review, the Company has not received any Complaint from Shareholders and all the service related answers has been provided to the shareholders in time. There is no outstanding complaint as on 31st March, 2023.

4. NOMINATION AND REMUNERATION COMMITTEE

As on 31st March 2023, the Nomination and Remuneration Committee (NRC) of the comprises of four directors viz. Mr. R. J. Shah, Mr. P. H. Buch, Mr. V. R. Ambani and Mr. S. C. Mehta. All the Members of the Committee are Non-Executive and Independent Directors. Mr. R. J. Shah, Non-Executive and Independent Director act as Chairman of the Committee. The constitution and terms of reference of NRC of the Company are in compliance with provisions of Section 178 of the Companies Act, 2013 and Listing Regulations.

4.1 Terms of reference:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of Independent Directors and the Board of directors;
- devising a policy on diversity of Board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal and shall carry out evaluation of every directors' performance;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- to carry out any other function as is mentioned in terms of reference of the NRC and/or enforced by any statutory notification, amendment or modification, as may be applicable.

4.2 Composition of the NRC, number of Meetings held and attended by its members during the year:

During the year, 1 Nomination and Remuneration Committee meeting was held on 23rd May 2022. The details of meetings attended by its members are given below:

Name	Category*	Designation	No. of Meetings held	No. of Meeting attended
Mr. Rajendraprasad J. Shah	NED (I)	Chairman	1	1
Mr. Padmin H. Buch	NED (I)	Member	1	1
Mr. Vimal R. Ambani	NED (I)	Member	1	1
Mr. Shantanu C. Mehta	NED (I)	Member	1	1

The Company Secretary acts as Secretary to the Committee.

Notes:

- *NED (I)-Non-Executive Director (Independent).
- A composition of the Nomination and Remuneration Committee is available on Company's website in Investor column at <http://www.bhagwati.com/investors.html>
- Mr. R. J. Shah, Chairman of the Nomination and Remuneration committee was present at the last Annual general meeting held on 22nd September, 2022.

4.3 Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee has also reviewed the performance of the Board, Committee and all the directors of the Company. An evaluation was based on parameters such as meetings and its procedures, board and managerial relation, skills and experience to perform the role, level of participation, chairman relationships and stakeholder value and responsibility.

5. REMUNERATION OF DIRECTORS
5.1 A detail of remuneration paid to Executive Directors & Non-Executive Directors

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

Sr. No.	Name of Directors	Designation in the Company#	Remuneration during FY 2022-23* (Rs. in Lakhs)
1.	Dr. Pravin N. Bhagwati	Chairman & Jt. Managing Director	19.57
2.	Ms. Reena P. Bhagwati	Managing Director	69.55

Notes:

- *Remuneration during FY 2022-23 inclusive of value of perquisites, PF contribution, medical reimbursement and reimbursement of expenses.
- # A designation of Dr. Pravin N. Bhagwati have changed to Non-Executive Director, Chairman (Promoter) effective from 1st October, 2022

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The Independent Directors are being paid only sitting fees for attending meetings of the Board of Directors and its committees. None of the Non-executive directors had any pecuniary relationship with the Company during the year. The Company has disclosed the criteria of making payment to Non-Executive directors and the same is posted on the website of the Company at <http://www.bhagwati.com/investors.html>.

Sr. No.	Name of Directors	Designation in the Company*	Sitting fees for Board/Committee meetings during FY 2022-23 (Rs. in Lakhs)
1.	Mr. Rajendraprasad J. Shah	NED (I)	0.44
2.	Mr. Padmin H. Buch	NED (I)	0.44
3.	Mr. Vimal R. Ambani	NED (I)	0.33
4.	Mr. Shantanu C. Mehta	NED (I)	0.44

Notes: NED (I)-Non-Executive Director (Independent).

5.2 Service contract, Severance fees and Notice period

The appointment of the Managing Director, Executive or Non-Executive Director is governed by Articles of Association of the Company and the resolution passed by Board of Directors and the members of the Company. These cover terms and condition of such appointment. A service agreement/ contract is entered into by the Company with Ms. Reena P. Bhagwati, Managing Director effective from 01.11.2020 to 30.09.2025 in accordance with the resolution passed by the Board of directors and Members of the Company. There is no separate provision for payment of Severance fees under the resolution governing the appointment of the Managing Directors, Executive or Non-Executive Director.

5.3 Stock option details, if any

The Company does not have any stock option scheme.

6. GENERAL BODY MEETING

6.1 Details of last three Annual General Meetings:

Year	AGM/EGM	Date	Time	Venue	No. of Special Resolution Passed
2021-22	40th AGM	22/09/2022	03:00 pm	Through video conferencing/ other audio visual means	1
2020-21	39th AGM	23/09/2021	03:00 pm	Through video conferencing/ other audio visual means	1
2019-20	38th AGM	24/08/2020	03:00 pm	Through video conferencing/ other audio visual means	2

Details of Special Resolution passed in the immediately preceding three AGMs

AGM/EGM	Particulars of Special Resolution Passed
40th AGM	- Adoption of new set of the Memorandum of Association
39th AGM	- To re-appoint Dr. Pravin N. Bhagwati (DIN: 00096799) as a Jt. Managing Director
38th AGM	- Payment of remuneration to executive directors who are promoters or member of the promoter group - Re-appointment of Ms. Reena P. Bhagwati (DIN: 00096280) as Jt. Managing Director of the Company

6.2 Postal Ballot

The Company has not conducted any Postal Ballot for passing of any Special Resolution during financial year 2022-23.

7. MEANS OF COMMUNICATION

The quarterly, half - yearly and annual financial results of the Company are uploaded on BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE website. The financial results are also published in 'Business Standard' (English) and 'Jai Hind' (Gujarati) newspapers and posted on the Company's website at <http://www.bhagwati.com/investors.html>. In terms of the Listing Regulations, the Company has a designated email ID for dealing with Investors' complaints viz. cs@bhagwati.com.

8. GENERAL SHAREHOLDER INFORMATION

8.1 41st Annual General Meeting

Day, Date, Time & Venue	Wednesday, 20th September, 2023 at 11:00 am (IST) through video conferencing/ other audio visual means
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8.2 Financial Year Calendar 2023-24 (Tentative)

Financial Year	April 1, 2023 to March 31, 2024
First Quarter Results	On or before 14th August 2023
Half Yearly Results	On or before 14th November, 2023
Third Quarter Results	On or before 14th February, 2024
Audited Annual Results for FY 2023-24	On or before 30th May, 2024

8.3 Dividend payment

Book Closure: Wednesday, 13th September, 2023 to Wednesday, 20th September, 2023

Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the 40th Annual General Meeting, will be paid within a period of 30 days from the date of declaration.

8.4 Listing on Stock Exchange along with stock code

Equity shares of the Company are listed on following stock exchange:

Name & Address of Stock Exchange	BSE Limited 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra, India
Security Code	504646

The Company has paid annual listing fees for the financial year 2022-23 to BSE Limited within the stipulated time and the shares of the company have been neither delisted nor suspended during the year under review.

8.5 Market Price Data – High, low and close during last financial year

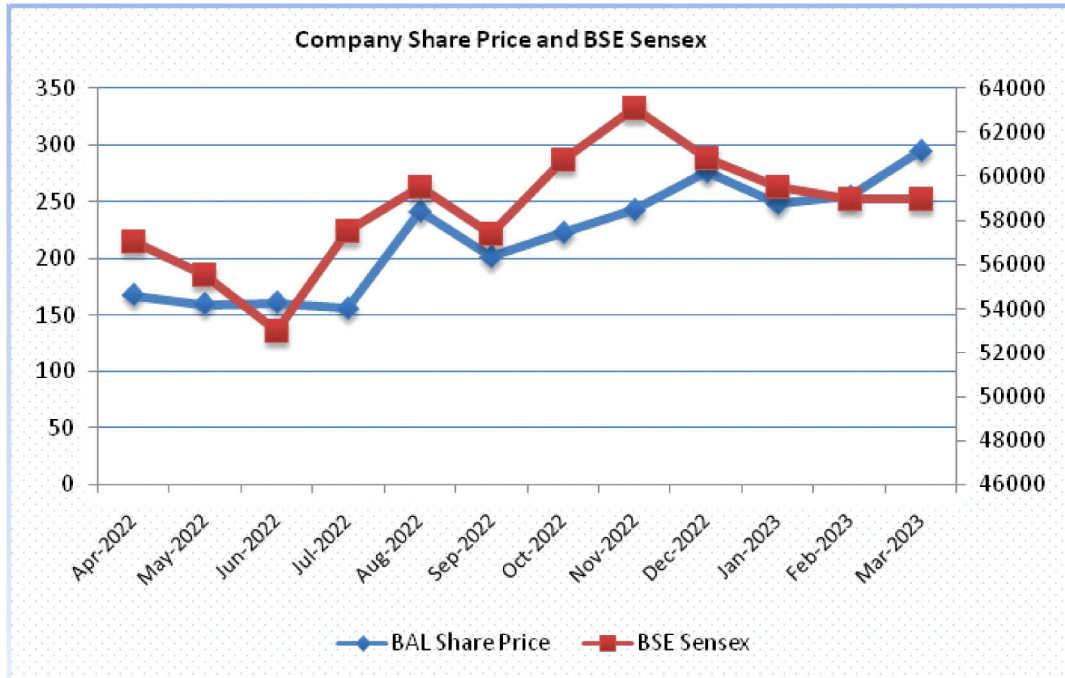
The monthly High, Low and Close prices of equity shares during each month in last financial year 2022-23 on BSE Limited are as given below:

Month	Share Price on BSE			BSE Sensex		
	High (Rs.)	Low (Rs.)	Close (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)
April, 2022	178.00	152.90	168.00	60845.10	56009.07	57060.87
May, 2022	171.30	140.00	160.00	57184.21	52632.48	55566.41
June, 2022	174.10	145.05	161.50	56432.65	50921.22	53018.94
July, 2022	170.00	152.70	157.00	57619.27	52094.25	57570.25
August, 2022	247.00	152.00	241.95	60411.20	57367.47	59537.07
September, 2022	249.20	201.60	201.60	60676.12	56147.23	57426.92
October, 2022	248.00	201.00	222.85	60786.70	56683.40	60746.59
November, 2022	257.00	213.25	242.95	63303.01	60425.47	63099.65
December, 2022	275.95	231.65	275.95	63583.07	59754.10	60840.74
January, 2023	282.90	235.80	248.50	61343.96	58699.20	59549.90
February, 2023	274.00	223.20	255.00	61682.25	58795.97	58962.12
March, 2023	296.40	245.05	295.00	60498.48	57084.91	58991.52

(Source: www.bseindia.com)

BHAGWATI AUTOCAST LIMITED

8.6 Performance of the Company's equity shares in comparison to BSE Sensex (closing prices):



(Source: www.bseindia.com)

8.7 Registrar and Share Transfer Agent

MCS Share Transfer Agent Limited, Address: 101, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 Tel. No. : +91 79 26580461/62/63 E-mail id : mcsstaahmd@gmail.com, Website : www.mcsregistrars.com

8.8 Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form including request for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Company regularly obtained certificates from Company Secretary in Practice regarding compliance with the share transfer formalities including other matters as required under Regulation 40(9) of the Listing Regulations and file a copy of the certificate with the Stock Exchange in time.

8.9 Distribution of Shareholding as on 31st March, 2023

No. of Shares	No. of Holders	% of Holders	No. of Shares	% of Holding
1 to 500	2010	91.24	228830	7.94
501 to 1000	103	4.68	79219	2.75
1001 to 2000	41	1.86	58068	2.02
2001 to 3000	15	0.68	37676	1.31
3001 to 4000	4	0.18	14477	0.50
4001 to 5000	7	0.32	32301	1.12
5001 to 10000	10	0.45	67138	2.33
10001 to 50000	7	0.32	105225	3.65
50001 to 100000	2	0.09	147753	5.13
100001 and above	4	0.18	2109997	73.25
TOTAL	2203	100.00	2880684	100.00

8.10 Shareholding Pattern as at March 31, 2023

Sr. No.	Category	No. of Shares held	% of shareholding
A.	Promoters & Promoter Group		
1.	Indian		
(a)	Individuals	1535251	53.29
(b)	Bodies corporates	589315	20.46
	Sub Total (A)	2124566	73.75
B.	Public Shareholding		
1.	Institutions		
(a)	Mutual funds/ UTI	0	0.00
2.	Non-Institutions		
(a)	Bodies corporates	22021	0.79
(b)	Individuals	579773	20.13
(c)	HUFs	20615	0.72
(d)	NRI	50609	1.76
(e)	IEPF Authority MCA	83100	2.88
	Sub Total (B)	756118	26.25
	Total (A + B)	2880684	100.00

8.11 Dematerialization of Shares & Liquidity

Equity shares of the Company can be traded only in dematerialized form by the investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company is 'INE106G01014'. As on March 31, 2023, 95.59% of the total equity share capital of the Company are in dematerialized form. The shares of the Company are actively traded at BSE Limited.

8.12 Outstanding GDRs/ ADRs/ Warrants or any other convertible instruments

Not Applicable.

8.13 Commodity price risk or Foreign exchange risk and hedging activities

During the year, the Company is not exposed to commodity price risk and does not have any foreign exchange transaction and/or hedging activities.

8.14 Plant Location

Survey No. 816, Village: Rajoda, Near Bavla, Dist. Ahmedabad-382220, Gujarat, India

8.15 Address for correspondence with the Company

Chief Financial Officer/ Company Secretary & Compliance Officer
Bhagwati Autocast Limited
Survey No. 816, Village: Rajoda, Near Bavla, Dist. Ahmedabad-382220, Gujarat
Phone: +91 2714 232283/ 232983/ 232066,
Email Id: dksheth@bhagwati.com, cs@bhagwati.com

8.16 Credit Rating

The CRISIL Limited has reviewed the ratings on the bank facilities of the Company and provided the ratings as 'CRISIL BBB/Stable' (Upgraded from 'CRISIL BBB-/Stable') assigned to the long term bank facilities and 'CRISIL A3+' (Upgraded from 'CRISIL A3') assigned to the short term bank facilities.

9 OTHER DISCLOSURES
9.1 Related Party Transaction

All transactions entered into by the Company with related parties as defined under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), during the financial year 2022-23 were in the ordinary course of business and on arm's length basis. Transactions with related parties are disclosed in detail in Notes forming part of the Accounts annexed to the financial statements for the year. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of Company. The policy on dealing with related party transactions is available on website of the company <http://www.bhagwati.com/investors.html>.

BHAGWATI AUTOCAST LIMITED

9.2 Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the Capital Markets during the last three years: There were no instances of non-compliance, penalty or strictures imposed on the Company by the Stock Exchange or Securities Exchange Board of India (SEBI) or any statutory authority, on any matter related to capital markets, during the last three years.

9.3 Details of establishment of vigil mechanism

The Company has established a Whistle Blower policy (Vigil mechanism) and has established necessary mechanism to enable directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Companies code of conduct. The policy offer appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. No personnel of the Company has been denied access to Audit Committee. A copy of the Whistle Blower Policy is also available on the website of the Company at <http://www.bhagwati.com/investors.html>.

9.4 The policy for determining Material subsidiaries is available on website of the company: <http://www.bhagwati.com/investors.html>.

9.5 The Company does not deal in commodities and hence the disclosure pursuant to SEBI circular dated 15th November, 2018 is not required to be given.

9.6 There were no instances of raising of funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.

9.7 The Board of directors confirms that during the year, it has accepted all recommendations received from its mandatory committees.

9.8 Total fees for all services paid by the Company, on consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of statutory auditor is a part is given below: (Rs. in lakhs)

Auditors remuneration	FY 2022-23
Audit fees*	1.95
Tax audit fees*	0.30
Reimbursement of expenses	0.11
Total	2.36

*Net of GST

9.9 A detail/ disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given in Directors report.

9.10 The Company has not granted any loans/ advances to firms/companies in which directors are interested.

9.11 Details of material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not applicable

9.12 There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-para (2) to (10) of Para (C) of Schedule V of Listing Regulations. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the Listing Regulations.

9.13 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Company has fully complied with the mandatory requirements of Listing Regulations. The status of compliance with discretionary recommendation and adoption of the non-mandatory requirements as specified in Regulation 27(1) of the Listing Regulations, are provided below:

1. The Chairman of the Company is Non-Executive Director (promoter).
2. Half-yearly and other Quarterly financial statements are published in newspapers, uploaded on Company's website <http://www.bhagwati.com/investors.html> and same are not being sent to the shareholders.
3. The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
4. The internal auditor has direct access to the Audit Committee.

9.14 The Company has complied Corporate Governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 of the Listing Regulations.

9.15 Disclosure with respect to demat suspense account/ unclaimed suspense account: Not applicable.

9.16 Reconciliation of share capital audit: A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the Stock exchange where the shares of the Company are listed.

- 9.17** The Certificate from the Practicing Company Secretary that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Companies by the board/Ministry of Corporate Affairs or any such statutory authority is annexed with the Directors' Report and forms an integral part of the Annual Report.
- 9.18** Forming of Risk Management Committee is not applicable to the Company. Further details are provided in Directors report.
- 9.19** The Code of Conduct for the Board Members and Senior Management Personnel of the Company has been laid down by the Board and the same is posted on the website of the Company at <http://www.bhagwati.com/investors.html>. The Members of the Board and senior management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period. A declaration to this effect provided by Managing Director forms part of this Annual Report.
- 9.20** Pursuant to the provisions of Regulation 17(8) of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have issued a certificate to the Board for the financial year ended 31st March, 2023.
- 9.21** Compliance certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance is annexed with this report.

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

Place : Ahmedabad
Date : 30/05/ 2023

BHAGWATI AUTOCAST LIMITED

Declaration Regarding Compliance by Board of Directors and Senior Management Personnel having affirmed Compliance with the Code of Conduct of Board of Directors and Senior Management

I, Ms. Reena P. Bhagwati, Managing Director of Bhagwati Autocast Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2023 affirmed their compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year March 31, 2023.

**By Order of the Board of Directors
For, BHAGWATI AUTOCAST LIMITED**

Place : Ahmedabad
Date : 30/05/ 2023

Dr. Reena P. Bhagwati
Managing Director
DIN : 00096280

CEO / CFO Certificate

(Regulation 17(8) and Para B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Board of Directors
Bhagwati Autocast Limited
Ahmedabad

As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with Schedule II part B of the Listing Regulations, we hereby certify that;

- [A] We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws & Regulations.
- [B] We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Companies Code of Conduct.
- [C] We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control system, if any, and that we have taken the required steps to rectify these deficiencies.
- [D] We have indicated, based on our evaluation, wherever applicable, to the Auditors' and the Audit Committee:
- (i) significant changes, if any, in internal control over financial reporting during the year, if any;
 - (ii) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of fraud which we have become aware and the involvement therein, if any, of management or an employee having significant role in the Company's internal control system over financial reporting.

Place: Ahmedabad
Date: 30/05/2023

Dr. Reena P. Bhagwati
Managing Director
DIN: 00096280

Dinesh K. Sheth
Chief Financial Officer

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

Bhagwati Autocast Limited

We have examined the compliance of conditions of Corporate Governance by **Bhagwati Autocast Limited** ("the Company") for the year ended on **March 31, 2023** as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

Place: Ahmedabad

Date: May 30, 2023

CS Chirag Shah

Partner

Chirag Shah and Associates

FCS No.: 5545

C P No.: 3498

UDIN : F005545E000486135

Peer Review Cer. No. : 704/2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members of

Bhagwati Autocast Limited

Survey No. 816, Village Rajoda,

Nr. Bavla Ahmedabad-382220.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bhagwati Autocast Limited** having **CIN - L27100GJ1981PLC004718** and having registered office at Survey No. 816, Village Rajoda, Nr. Bavla, Ahmedabad-382220. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Pravin Natvarlal Bhagwati	00096799	01/10/2015
2.	Ms. Reena Pravin Bhagwati	00096280	01/10/2015
3.	Mr. Vimal Ramniklal Ambani	00351512	12/12/2017
4.	Mr. Rajendraprasad Jethalal Shah	01982424	22/10/2011
5.	Mr. Padmin Hasitkant Buch	03411816	04/02/2011
6.	Mr. Shantanu Chitranjan Mehta	08930872	22/10/2020

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

For, Chirag Shah and Associates

Date: 30/05/2023

Place : Ahmedabad

CS Chirag Shah

Partner

FCS No.: 5545

CP No.: 3498

UDIN : F005545E000486113

Peer Review Cer. No. : 704/2020

BHAGWATI AUTOCAST LIMITED

Annexure "6" to the Directors Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To,

The Members,

Bhagwati Autocast Limited

Survey No. 816, Village Rajoda,
Nr. Bavla Ahmedabad – 382220

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bhagwati Autocast Limited (CIN:L27100GJ1981PLC004718)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The physical inspection or Verification of documents and records were taken to the extent possible:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and the rules made thereunder;
- (iii) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:-
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the Audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the audit period);

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the audit period):-

i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

(vi). Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

1. Factories Act, 1948
2. Gujarat Pollution Control Board (Environment Pollution Act)

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s);

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

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notices were 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, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further report that during the year Company has passed following special resolution in Annual general Meeting held on **September 22, 2022**.

1. Adoption of new set of the Memorandum of Association

Place: Ahmedabad

Date: May 30, 2023

CS Chirag Shah

Partner

Chirag Shah and Associates

FCS No. 5545

C P No.: 3498

UDIN : F005545E000400698

Peer Review Cer. No. : 704/2020

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

'Annexure A'

To,
The Members,

Bhagwati Autocast Limited

Our Secretarial Audit Report of even date 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 obtain 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 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: Ahmedabad

Date: May 30, 2023

CS Chirag Shah

Partner

Chirag Shah and Associates

FCS No. 5545

C P No.: 3498

Peer Review Cer. No. : 704/2020

BHAGWATI AUTOCAST LIMITED

Independent Auditor's Report

To
The Members of
Bhagwati Autocast Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Bhagwati Autocast Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2023, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

We conducted our audit of the financial statements in accordance

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

Emphasis of Matter

We draw attention to note no. 45 of the financial statements regarding pending confirmation/ reconciliation and consequential adjustments in respect of trade receivables, creditors and advances.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Fair Value Assessment of Trade Receivables</p> <p>The company has trade receivables amounting to Rs. 2640.25 Lakhs (i.e. 38.77% of total assets) at the Balance Sheet Date 31/3/2023.</p> <p>All trade receivables of the company are pertaining to auto industry. The increasing challenges over the economy and operating environment in the auto industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historic default rates and overall credit worthiness of customers, the company adopted a policy for assessing credit risk as per expected credit loss model for outstanding balances as on balance sheet date as per their ageing bucket and impairment allowance of Rs. 10.22 Lakhs made in respect of outstanding trade receivables as on March 31, 2023.</p>	<p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> ❖ Tested the accuracy of aging of trade receivables at year end on a sample basis; ❖ Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers ❖ Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. <p>We found the key judgements and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p> <p>We have drawn attention in Emphasis of Matters on trade receivables which, in our judgement, are fundamental to the users' understanding of the financial statements.</p>

Information other than Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's reports thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection

and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively or ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

BHAGWATI AUTOCAST LIMITED

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company has disclosed the impact of pending litigations on the financial position of its financial statements (Refer Note No.34 to the financial statements);
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

(b) The company has not declared or paid any interim dividend during the year.

(c) As stated in Note No. 14.5 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to approval of the members in the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Mahendra N. Shah & Co.

Chartered Accountants
Firm's registration No. : 105775W

CA Chirag M. Shah

Partner
Membership No. : 045706
UDIN: 23045706BGUVQP9259

Place : Ahmedabad
Date : 30/05/2023

Annexure “A” to the Independent Auditors’ report

(Referred to in paragraph 1(f) under “Report on Other Legal and Regulatory Requirements section of our report to the members of Bhagwati Autocast Limited of even date)

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

We have audited the internal financial controls with reference to financial statements of Bhagwati Autocast Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and

appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as on March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Mahendra N. Shah & Co.
Chartered Accountants
Firm’s registration No. : 105775W

CA Chirag M. Shah
Partner
Membership No. : 045706
UDIN: 23045706BGUVQP9259

Date : 30/05/2023
Place : Ahmedabad

BHAGWATI AUTOCAST LIMITED

Annexure “B” to the Independent Auditors’ Report

(Referred to in paragraph 2 under “Report on Other Legal and Regulatory Requirements section of our report to the members of Bhagwati Autocast Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of Company’s Property, Plant and Equipment and Intangible Assets :
- (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant & Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties as disclosed in Note No. 3 on “Property, Plant and Equipment” to the financial statements are in the name of the company.
- (d) The Company has not revalued its property, plant and Equipment and its intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the Company for certain quarters are in not in agreement with the books of accounts. (Refer note no. 42 to the Financial Statements.)
- iii. The Company has not made any investments in, provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has granted loans or advances in the nature of loans to other parties, in respect of which:
- (a) The Company has provided interest-free unsecured loans or advances in the nature of loans during the year and details of which are given below:

Particulars	Aggregate Amount during the year (Rs. in Lakhs)	Balance outstanding at the balance sheet date (Rs. in Lakhs)
- Subsidiaries	Nil	Nil
- Joint Ventures	Nil	Nil
- Associates	Nil	Nil
- Others	0.45*	0.09

*including opening balance as on 1/4/2022

The Company has not given guarantee or provided security to any other entity during the year.

- (b) The grant of all the above-mentioned loans or advances in the nature of loans to employees are, in our opinion, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of interest-free loans or advances in the nature of loans provided by the Company to its employees, the schedule of repayment of principal has been stipulated and the repayments of principal amounts are regular as per stipulation in such cases.
- (d) According to information and explanations given to us and based on the audit procedures performed in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted Loans or advances in the nature of loans during the year which are repayable on demand or without specifying any terms or period of repayment.

- iv. In our opinion and according to the information and explanations given to us, the Company has not granted loan or made investment or given guarantee or provided security as provided in the section 185 and 186 of the Companies Act, 2013. Hence reporting under clause 3(iv) of the Order is not applicable.
- v. According to information and explanation given to us, the Company has not accepted any deposits from the public and is not holding any amounts which are deemed to be deposits during the year. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for maintenance of cost records under section 148 of the Act, and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- (a) The company has been generally regular in depositing undisputed statutory dues including Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to it with the appropriate authorities. We have been informed that the provisions of the Employees' State Insurance Act, 1948 are not applicable to the Company. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2023 on account of any dispute, except the following:-

Name of the Status	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise	6.28	FY 2002-03 to FY 2005-6	CESTAT

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) The Company has not defaulted in the repayment of loans and other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- x. (a) The company did not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause x(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or convertible debentures (fully, partly or optionally convertible) during the year under review and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

BHAGWATI AUTOCAST LIMITED

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with its directors during the year. Hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion and according to information and explanations given to us, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.
(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(b) of the Order are not applicable to the Company
(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3(xvi)(d) of the order are not applicable to the company.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

Mahendra N. Shah & Co.

Chartered Accountants

Firm's registration No. : 105775W

CA Chirag M. Shah

Partner

Membership No. : 045706

UDIN: 23045706BGUVQP9259

Date : 30/05/2023

Place : Ahmedabad

BALANCE SHEET AS AT 31ST MARCH, 2023

			(Rs. in Lakhs)
	Note Nos.	As at 31 st March, 2023	As at 31 st March, 2022
I ASSETS			
1) Non-current assets			
(a) Property, Plant and Equipment	3	3,134.04	3,384.66
(b) Intangible assets	4	0.79	1.17
(c) Financial Assets			
(i) Other Financial Assets	5	1.34	9.50
(d) Other non-current assets	6	19.83	24.01
Total Non-current Assets		3,156.00	3,419.34
2) Current assets			
(a) Inventories	7	623.26	634.85
(b) Financial Assets			
(i) Trade receivables	8	2,640.25	2,114.41
(ii) Cash and cash equivalents	9	280.16	2.63
(iii) Other Balances with Bank	10	25.75	18.97
(iv) Loans	11	0.09	0.45
(v) Other Financial Assets	12	33.31	1.23
(c) Current Tax Assets (Net)		0.00	54.07
(d) Other Current Assets	13	50.69	161.19
Total Current Assets		3,653.51	2,987.80
TOTAL ASSETS		6,809.51	6,407.14
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity Share capital	14	288.07	288.07
(b) Other Equity	15	3,154.21	2,412.52
Total Equity		3,442.28	2,700.59
2) LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	840.00	1,080.00
(b) Provisions	17	30.73	37.59
(c) Deferred tax liabilities (Net)	18	192.25	69.77
Total Non-current Liabilities		1,062.98	1,187.36
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	240.00	760.05
(ii) Trade payables	20		
- Total outstanding dues of micro and small enterprise		16.20	37.36
- Total outstanding dues of creditors other than micro and small enterprises		1,784.44	1,561.07
(iii) Other financial liabilities	21	113.86	104.00
(b) Other current liabilities	22	96.67	17.02
(c) Provisions	23	39.98	39.69
(d) Current Tax Liabilities (Net)		13.10	0.00
Total Current Liabilities		2,304.25	2,519.19
TOTAL EQUITY AND LIABILITIES		6,809.51	6,407.14
Notes forming part of the financial statements	1-56		

As per our report of even date attached

For Mahendra N. Shah & Co.

Chartered Accountants
Firm Regn. No. 105775W

Chirag M. Shah

Partner
Membership No. 045706

Dr. P. N. Bhagwati

Chairman
(DIN : 00096799)

Reena P. Bhagwati

Managing Director
(DIN : 00096280)

D. K. Sheth
Chief Financial Officer

Mehul Naliyadhara
Company Secretary

P. H. Buch (Director)
(DIN : 03411816)

R. J. Shah (Director)
(DIN : 01982424)

V. R. Ambani (Director)
(DIN : 00351512)

S. C. Mehta (Director)
(DIN : 08930872)

Place : Ahmedabad
Date : 30/05/2023

Place : Ahmedabad
Date : 30/05/2023

BHAGWATI AUTOCAST LIMITED

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

		(Rs. in Lakhs)
	Note No.	2022-23 2021-22
I INCOME		
Revenue from operations	24	15,435.07 11,217.19
II Other Income	25	7.02 9.41
III Total Income (I+II)		15,442.09 11,226.60
IV EXPENSES		
Cost of materials consumed	26	8,234.99 6,047.37
Purchases of Stock-in-Trade		31.81 14.20
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	27	(42.25) (64.72)
Employee benefit expenses	28	1,225.31 1,141.18
Finance costs	29	123.24 59.92
Depreciation and amortization expense	30	274.81 237.12
Other expenses	31	4,511.08 3,925.17
Total Expenses (IV)		14,358.99 11,360.24
V Profit / (Loss) before exceptional items and tax		1,083.10 (133.64)
VI Exceptional Items		0.00 0.00
VII Profit / (Loss) before tax (V - VI)		1,083.10 (133.64)
VIII Tax Expense		
(1) Current Tax		189.31 0.00
(2) Deferred Tax Provision / (Reversal)		123.09 (32.62)
(3) Short/(Excess) Provision of tax for earlier years		(1.39) (5.28)
Total Tax Expenses		311.01 (37.90)
IX Profit / (Loss) for the year (VII - VIII)		772.09 (95.74)
X Other Comprehensive Income		
(A) Items that will not be reclassified to profit or loss		
(i) Remeasurement of defined benefit plans		(2.20) (2.43)
(ii) Tax impact on above items		0.61 0.68
Total Other Comprehensive Income/(Loss) for the year		(1.59) (1.75)
XI Total Comprehensive Income for the Year (IX + X)		770.50 (97.49)
XII Earning per Equity Shares of Rs. 10 each		
(1) Basic	32	26.80 (3.32)
(2) Diluted	32	26.80 (3.32)
Notes forming part of the financial statements	1 - 56	

As per our report of even date attached

For Mahendra N. Shah & Co.

Chartered Accountants
Firm Regn. No. 105775W

Chirag M. Shah

Partner
Membership No. 045706

Dr. P. N. Bhagwati

Chairman
(DIN : 00096799)

Reena P. Bhagwati

Managing Director
(DIN : 00096280)

D. K. Sheth
Chief Financial Officer

Mehul Naliyadhara
Company Secretary

P. H. Buch (Director)
(DIN : 03411816)

R. J. Shah (Director)
(DIN : 01982424)

V. R. Ambani (Director)
(DIN : 00351512)

S. C. Mehta (Director)
(DIN : 08930872)

Place : Ahmedabad
Date : 30/05/2023

Place : Ahmedabad
Date : 30/05/2023

CASHFLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023
(Rs. in Lakhs)

Particulars	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per Statement of Profit & Loss	1,083.10	(133.64)
Adjustments for :		
Depreciation and Amortization	274.81	237.12
Interest Income	(3.89)	(2.84)
Actuarial gains/ (losses) on post employment defined benefit plans	(2.20)	(2.43)
Loss/(Gain) on Sale / Discard of property plant & Equipment	1.97	(2.85)
Finance Costs	123.24	59.92
Provision for Expected Credit Loss (ECL)	2.61	(0.32)
Bad debts & Sundry Balance written off/(Written back)	90.82	(0.99)
Operating Profit before working capital	1,570.46	153.97
Adjusted for :		
Trade & other Receivables	(543.81)	1,101.66
Inventories	11.59	(66.29)
Trade Payable & other liabilities	285.52	(412.61)
	(246.70)	622.76
Cash generated from operations	1,323.76	776.73
Income Tax Paid (Net of Refund)	(120.75)	(27.27)
NET CASH FROM OPERATING ACTIVITIES (A)	1,203.01	749.46
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & Equipment and Intangible assets	(28.08)	(1,987.95)
(Investment) in/Maturity of Fixed Deposits (Net)	1.23	(1.38)
Interest Income	3.90	2.99
Proceeds from sale of property, plant & Equipment	2.31	9.60
NET CASH USED IN INVESTING ACTIVITIES (B)	(20.64)	(1,976.74)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayment) from Long Term Borrowings (Net)	(147.15)	1,125.15
Proceeds / (Repayment) from Short Term Borrowings (Net)	(612.90)	227.98
Interest Paid	(115.84)	(101.03)
Dividend paid	(28.95)	(29.38)
NET CASH FROM FINANCING ACTIVITIES (C)	(904.84)	1,222.72
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	277.53	(4.56)
Cash and Cash Equivalents at the beginning of the year	2.63	7.19
Cash and Cash Equivalents at the end of the year	280.16	2.63
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	277.53	(4.56)

As per our report of even date attached

For Mahendra N. Shah & Co.
Chartered Accountants
Firm Regn. No. 105775W

Chirag M. Shah
Partner
Membership No. 045706

Dr. P. N. Bhagwati
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S. C. Mehta (Director)
(DIN : 08930872)

Place : Ahmedabad
Date : 30/05/2023

Place : Ahmedabad
Date : 30/05/2023

BHAGWATI AUTOCAST LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A. Equity Share Capital

(Rs. in Lakhs)

Balance as at 31st March, 2021	288.07
Add : Shares issued during the year	-
Balance as at 31st March, 2022	288.07
Add : Shares issued during the year	-
Balance as at 31st March, 2023	288.07

B. Other Equity

Reserve and Surplus

(Rs. in Lakhs)

	Securities Premium	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2021	249.71	795.25	1,493.87	2,538.82
Profit / (Loss) for the year	0.00	0.00	(95.74)	(95.74)
Other Comprehensive Income / (Loss) for the year	0.00	0.00	(1.75)	(1.75)
Total Comprehensive income / (Loss) for the year	0.00	0.00	(97.49)	(97.49)
Dividend	0.00	0.00	(28.81)	(28.81)
Balance as at 31st March, 2022	249.71	795.25	1,367.56	2,412.52
Balance as at 1st April, 2022	249.71	795.25	1,367.56	2,412.52
Profit / (Loss) for the year	0.00	0.00	772.09	772.09
Other Comprehensive Income / (Loss) for the Year	0.00	0.00	(1.59)	(1.59)
Total Comprehensive income / (Loss) for the year	0.00	0.00	770.50	770.50
Dividend	0.00	0.00	(28.81)	(28.81)
Balance as at 31st March, 2023	249.71	795.25	2,109.25	3,154.21

Loss of Rs. 1.59 Lakh and Rs. 1.75 Lakh on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the years ended 31/03/2023 and 31/03/2022 respectively.

As per our report of even date attached
For Mahendra N. Shah & Co.
Chartered Accountants
Firm Regn. No. 105775W

Chirag M. Shah
Partner
Membership No. 045706

Dr. P. N. Bhagwati
Chairman
(DIN : 00096799)

Reena P. Bhagwati
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(DIN : 00351512)

S. C. Mehta (Director)
(DIN : 08930872)

Place : Ahmedabad
Date : 30/05/2023

Place : Ahmedabad
Date : 30/05/2023

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

NOTE NO. 1 - Corporate Information:

Bhagwati Autocast Limited ("The Company") is a public company domiciled in India and is incorporated under the provisions of Companies Act applicable in India. The Company is listed on BSE Limited (BSE). The registered office and plant of the Company is located at Survey No. 816, Village Rajoda, Near Bavla, Ahmedabad – 382220, India.

The Company is a leading producer of CI & SGI Castings in Gujarat. The Company is an ISO 9002 unit, having manufacturing capacity of 18000 MT p.a. of highly specialized Cast Iron(SI) & Spheroidal Graphitelron (SGI) Castings. The wide range of castings is from 40 kg. to 140 kg. for the automobile and tractor OEM in the country. At present, the Company caters to domestic market only.

The financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2023.

NOTE NO. 2 – Significant Accounting Policies

2.1 Basis of Preparation:

Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time). The financial statements have been prepared on an accrual and going concern basis.

Historical cost convention

The financial statements have been prepared under the historical cost basis, except for the following:-

- certain financial assets and liabilities which are measured at its fair values;
- defined benefit plans – plan assets measured at fair value.

Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

Functional currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Rounding of amounts

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

2.2 Use of estimates and critical accounting judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

2.3 Property, Plant & Equipment and Capital Work-in Progress

Property, plant and equipment are stated at cost, net of recoverable taxes, less depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and other cost directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Capital work in progress is stated at cost incurred during the construction/installation period relating to items or projects in progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a Straight Line Method over the estimated useful lives of assets as follows:-

Class of Assets	Estimated useful life
Buildings	5-60 years
Plant & Equipment	15 years
Solar Plant	25 years
Electric Installation	10 years
Furniture & Fixtures	10 years
Office Equipment	3-6 years
Vehicles	8-10 years

The useful life as estimated above is aligned to the prescribed useful life specified under Schedule II or is based on technical evaluation done by the management's expert in order to reflect the actual usage of the asset.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

2.4 Intangible Assets

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method and useful life

The Company amortizes computer software using the straight-line method over the period of 6 years.

2.5 Inventories:

Items of inventories of Raw Material, Finished goods, Spares and Stores, Packing Material, etc. are valued at lower of cost or net realizable value except waste which is valued at estimated net realizable value. Cost is determined on weighted average/FIFO basis, as considered appropriate by the Company. Cost of inventories comprise of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. The net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

2.6 Financial Instruments

i. Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under Ind AS 115.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value Through Profit and Loss (FVTPL)

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

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

De-recognition

Financial assets

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in

which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expired. The company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Off-setting

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

2.7 Revenue recognition

Revenue is measured at the value of the consideration received or receivable, after deduction of any trade discount, volume rebates and any taxes or duties collected on behalf of Government such as Goods and Services Tax, etc.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Other revenue

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Revenue in respect of insurance/other claims etc, is recognized only when it is reasonably certain that the ultimate collection will be made.

2.8 Income tax

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

(a) Current Tax

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

(b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(c) Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence, it is presented as Deferred Tax Asset.

2.09 Provisions, contingent liabilities and contingent assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present

obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However the same are disclosed in the financial statements where an inflow of economic benefit is possible.

2.10 Employee benefits :
Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefit obligations

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

Gratuity obligations

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

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

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

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Gratuity liability of employees is funded with the approved gratuity trusts.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund, etc., are charged to the Statement of Profit and Loss as incurred.

2.11 Borrowing costs :

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

2.12 Earnings Per Share :

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

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

2.13 Impairment of Assets :

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable Value. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.14 Cash and cash equivalents

Cash and cash equivalent comprise cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents include balances with banks which are unrestricted for withdrawal and usage.

2.15 Cash flow statements:

The Cash Flow statement is prepared by the "Indirect method" set out in Ind AS-7 on "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the Company.

2.15 Foreign currency transactions :

Foreign currency transactions are translated into the functional currency using exchange rate at the date of the transaction. Foreign exchange gains and losses from the settlement of these transactions are recognized in the statement of profit and loss. Foreign currency

denominated monetary assets and liabilities are translated into functional currency at the exchange rates in effect at the balance sheet date, the gain or loss arising on such translations are recognized in the statement of profit and loss.

2.16 Segment Reporting:

The Company's Chief Operating Decision Maker (CODM) examines the Company's performance from business and geographic perspective. In accordance with Ind AS-108 – "Operating Segments", evaluation by the CODM and based on the nature of activities performed by the Company, which primarily relate to manufacturing of castings, the Company does not operate in more than one business segment.

2.17 Exceptional items:

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These are material items of income or expense that have to be shown separately due to their nature or incidence.

2.18 Events occurring after the balance sheet date:

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

2.19 Recent Pronouncement:

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 1, 2023. The Rules predominantly amends Ind AS 1 – "Presentation of financial statements" and Ind AS 12 – "Income taxes", whereas the other amendments notified by these rules are primarily in the nature of clarifications. As per the Management's assessment, these amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023
Note No. 3 Property, Plant and equipment

Particulars	Freehold Land	Building	Plant and Equipment	Electric Installation	Furniture and fixtures	Vehicle	Office equipment	Computer	Total
Gross Carrying Value									
Balance as at 1st April, 2021	16.54	580.51	3,149.28	180.29	80.68	68.55	29.08	40.95	4,145.88
Additions	210.22	234.96	1,579.19	66.97	0.00	0.00	0.82	0.59	2,092.74
Disposals/Adjustments	0.00	9.16	56.75	1.14	0.00	17.17	0.00	0.00	84.22
Balance as at 31st March, 2022	226.76	806.31	4,671.72	246.12	80.68	51.38	29.90	41.54	6,154.40
Additions	0.00	0.33	25.94	0.00	0.27	0.00	1.37	0.17	28.08
Disposals/Adjustment	0.00	0.00	22.65	17.57	1.68	2.84	2.48	7.95	55.17
Balance as at 31st March, 2023	226.76	806.64	4,675.01	228.55	79.27	48.54	28.79	33.76	6,127.31
Accumulated Depreciation									
Balance as at 1st April, 2021	0.00	278.57	2,081.12	102.08	61.08	29.97	21.72	36.06	2,610.60
Disposals/Adjustments	0.00	8.70	53.65	1.09	0.20	13.84	0.00	0.00	77.48
Depreciation for the year	0.00	22.01	183.71	16.92	4.82	5.94	1.75	1.51	236.66
Balance as at 31st March, 2022	0.00	291.88	2,211.18	117.91	65.70	22.07	23.47	37.57	2,769.78
Deduction & Adjustment	0.00	23.56	220.99	17.23	4.55	4.96	1.84	1.30	274.43
Disposals/Adjustments	0.00	0.00	21.29	16.69	1.60	1.41	2.36	7.56	50.91
Balance as at 31st March, 2023	0.00	315.44	2,410.88	118.45	68.65	25.62	22.95	31.31	2,993.30
Net Carrying amount									
Balance as at 31st March, 2022	226.76	514.43	2,460.54	128.21	14.98	29.31	6.43	3.97	3,384.66
Balance as at 31st March, 2023	226.76	491.20	2,264.13	110.10	10.62	22.92	5.84	2.45	3,134.04

Note No. 3.1

All the title deeds for the Immovable properties are in the name of the Company.

Note No. 3.2

The Company has not done revaluation of Property, Plant & Equipment / Intangible assets.

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

Note No. 4 - Intangible Assets - Computer Software

(Rs. in Lakhs)

Particulars	Gross Amount		Amortization		Net Carrying amount	
	22-23	21-22	22-23	21-22		
Opening Balance	35.88	35.88	34.71	34.24	Balance as at 31/03/22	1.17
Additions	0.00	0.00	0.38	0.47	Balance as at 31/03/23	0.79
Deduction & Adjustment	8.95	0.00	8.95	0.00		
Closing Balance	26.93	35.88	26.14	34.71		

NOTE NO. 5

Other Financial Assets (Non Current)

(Unsecured, Considered Good)

Security Deposits

Fixed Deposits with Banks*

TOTAL . . .

As at 31/03/2023	As at 31/03/2022
1.34	1.34
0.00	8.16
1.34	9.50

* held as lien by bank against bank guarantees / LC.

NOTE NO. 6

Other Non Current Assets

(unsecured, considered good)

Balance with Government Authorities

Prepaid Expenses

TOTAL . . .

13.37	13.37
6.46	10.64
19.83	24.01

NOTE NO. 7

Inventories

Raw Materials

Work-in-Process

Finished Goods

Stock in Trade

Stores & Spares

TOTAL . . .

71.25	123.00
86.65	56.95
146.81	138.47
18.41	14.20
300.14	302.23
623.26	634.85

NOTE NO. 8

Trade receivables (current)

(Unsecured, Considered Goods)

Trade Receivables

Less : Allowance for expected credit loss

TOTAL . . .

2,650.47	2,122.02
(10.22)	(7.61)
2,640.25	2,114.41

(Refer Note No. 43 for ageing of trade receivables)

NOTE NO. 9

Cash and cash equivalents

Balance with banks - In Current / Cash Credit Accounts

Cash on hand

TOTAL . . .

278.93	2.42
1.23	0.21
280.16	2.63

NOTE NO. 10

Other Balance with Banks

Earmarked Balance - Unpaid Dividend Accounts

Fixed Deposits with Banks*

TOTAL . . .

7.10	7.24
18.65	11.73
25.75	18.97

*held as lien by bank against bank guarantees / LC.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	(Rs. in Lakhs)	
	As at <u>31/03/2023</u>	As at <u>31/03/2022</u>
NOTE NO. 11		
Loans (Current)		
(Unsecured, Considered Good)		
Loans & Advance to Employees	0.09	0.45
TOTAL ...	0.09	0.45
NOTE NO. 12		
Other financial assets (Current)		
(Unsecured, Considered Good)		
Interest accrued on deposits	0.02	0.03
Others	33.29	1.20
TOTAL ...	33.31	1.23
NOTE NO. 13		
Other Current Assets		
(Unsecured, Considered Good)		
Advance to suppliers (other than capital advances)	0.55	8.48
Prepaid Expenses	9.63	12.77
Balance with Govt. Authorities	25.23	116.99
Gratuity Fund	14.20	21.79
Others	1.08	1.16
TOTAL ...	50.69	161.19
NOTE NO. 14		
Share Capital		
Authorised Share Capital :		
Equity Shares of Rs. 10 each - Nos.	3,000,000	3,000,000
Equity Shares of Rs. 10 each Rupees	300.00	300.00
Issued :		
Equity Shares of Rs. 10 each - Nos.	2,933,637	2,933,637
Equity Shares of Rs. 10 each Rupees	293.36	293.36
Subscribed & Paid Up :		
Fully paid up - Nos.	2,880,684	2,880,684
Fully paid up Rupees	288.07	288.07
TOTAL ...	288.07	288.07
NOTE NO. 14.1		
The reconciliation of the no. of shares outstanding is set out below :		
Equity shares	Nos.	Nos.
At the beginning of the year	2,880,684	2,880,684
Add : Issued during the year	0	0
TOTAL ...	2,880,684	2,880,684
NOTE NO. 14.2		
Details of shareholders holding more than 5% shares		
Ms. Reena P. Bhagwati		
- No. of Shares	980,158	980,158
- % of holding	34.03%	34.03%
Dr. Pravin N. Bhagwati		
- No. of Shares	450,862	450,862
- % of holding	15.65%	15.65%
M/s. Bhagwati Spherocast Pvt. Ltd.		
- No. of Shares	574,746	574,746
- % of holding	19.95%	19.95%

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	Nos. As at <u>31/03/2023</u>	Nos. As at <u>31/03/2022</u>
NOTE NO. 14.3		
Disclosure of Shareholding of Promoters		
Disclosure of shareholding of promoters as on 31/3/2023 is as follows:		
Ms. Reena P. Bhagwati		
- No. of Shares	980,158	980,158
- % of holding	34.03 %	34.03%
Dr. Pravin N. Bhagwati		
- No. of Shares	450,862	450,862
- % of holding	15.65 %	15.65%
M/s. Bhagwati Spherocast Pvt. Ltd.		
- No. of Shares	574,746	574,746
- % of holding	19.95 %	19.95%
Ms. Aanal Pravin Bhagwati		
- No. of Shares	104,231	86,644
- % of holding	3.62 %	3.01%
- % Change during the year	0.61 %	
M/s. Bhagwati Filters Private Limited		
- No. of Shares	14,569	14,569
- % of holding	0.51 %	0.51%
	As at <u>31/03/2022</u>	As at <u>31/03/2021</u>
Disclosure of shareholding of promoters as on 31/3/2022 is as follows:		
Ms. Reena P. Bhagwati		
- No. of Shares	980,158	980,158
- % of holding	34.03%	34.03%
Dr. Pravin N. Bhagwati		
- No. of Shares	450,862	450,862
- % of holding	15.65%	15.65%
M/s. Bhagwati Spherocast Pvt. Ltd.		
- No. of Shares	574,746	574,746
- % of holding	19.95%	19.95%
Ms. Aanal Pravin Bhagwati		
- No. of Shares	86,644	80,571
- % of holding	3.01%	2.80%
- % Change during the year	0.21%	
M/s. Bhagwati Filters Private Limited		
- No. of Shares	14,569	14,569
- % of holding	0.51%	0.51%

Note No. 14.4

The Company has only one class of shares i.e. equity shares. All equity shares carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.

Note No. 14.5

Subsequent to Balance Sheet date, the Board of Directors has recommended a dividend of Rs. 2 per share to be paid on fully paid equity shares in respect of the Financial year ended on March 31, 2023. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these financial statements.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	(Rs. in Lakhs)
As at	As at
<u>31/03/2023</u>	<u>31/03/2022</u>
NOTE NO. 15	
Other Equity	
Securities Premium	249.71
General Reserve	795.25
Retained Earnings	
Balance at the beginning of the year	1,493.87
Add : Total comprehensive income for the Year	770.50
Amount available for Appropriation	2,138.06
<u>Less : Appropriations</u>	
Dividend	28.81
Total Appropriation	28.81
Balance at the end of the Year	2,109.25
T O T A L . . .	3,154.21

NOTE NO. 15.1
Nature and purpose of reserves
(a) Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the specific provisions of the Companies Act, 2013.

(b) General Reserve

General Reserve has been created by transfer out of profit generated by the Company and is available for distribution to shareholders. Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

(c) Retained Earnings

Retained earnings are the profits that the Company has earned till date including effect of remeasurement of defined benefit obligations less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company.

NOTE NO. 16
Borrowings (Non Current)
Secured

Term Loan from Bank	840.00	1,080.00
T O T A L . . .	840.00	1,080.00

NOTE NO. 16.1
Details of Security and Repayment Terms
Nature of Security

Term loans from Kotak Mahindra Bank Ltd. having outstanding balance as on 31st March, 2023 amounting to Rs. 1080 Lakhs and Rs. Nil (31st March, 2022 - Rs. 1200 Lakhs and Rs. 27.15 Lakhs respectively) are secured by way of first and exclusive charge on all existing and future current and movable fixed assets and equitable mortgage of immovable properties being land and building situated at Survey no. 816, Village Rajoda, Taluka Bavla, Dist. Ahmedabad.

Terms of Repayment & Interest

Term loan having outstanding balance of Rs. 1080 Lakhs as on 31st March, 2023 is repayable in 60 monthly installments starting from October 2022. Other term loan was repayable in 36 monthly installments starting from August 2019, which is fully repaid in financial year 2022-23.

Rate of interest :-

term loan of Rs. 1080

Lakhs - Repo Rate plus 2.50% p.a.

Other term loans - MCLR (3 Months) plus 1.50%

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	(Rs. in Lakhs)	
	As at	As at
	31/03/2023	31/03/2022
NOTE NO. 17		
Provisions (Non Current)		
Provision for employee benefits		
- Provision for leave encashment (unfunded)	30.73	37.59
TOTAL . . .	30.73	37.59
NOTE NO. 18		
Deferred Tax Liabilities (Net)		
Liability Relating to earlier years	69.77	103.07
Add/(Less): Liability/(Assets) for the year		
- Charged/(Credited) to P & L	123.09	(32.62)
- Charged/(Credited) to OCI	(0.61)	(0.68)
TOTAL . . .	192.25	69.77
NOTE NO. 18.1		
Component of Deferred Tax Liabilities (Net)		
Depreciation	367.09	224.85
Employee Benefits and Other Timing Differences	(14.71)	(13.81)
Carried forward depreciation and losses	0.00	(141.27)
MAT Credit Entitlement	(160.13)	0.00
TOTAL . . .	192.25	69.77
NOTE NO. 19		
Borrowings (Current)		
Secured		
- Working capital facilities from banks	0.00	539.20
- Current maturities of long-term debt (Refer Note No. 16.1)	240.00	147.15
Unsecured (Fixed deposits)		
- From Directors	0.00	73.70
TOTAL . . .	240.00	760.05
NOTE NO. 19.1		
Details of Security and Interest of working capital facilities from banks		
Nature of Security		
Working capital facilities from Kotak Mahindra Bank Limited is secured by first and exclusive charge on all existing and future current and movable fixed assets and equitable mortgage of immovable properties being land and building situated at Survey no. 816, Village Rajoda, Taluka Bavla, Dist. Ahmedabad.		
Terms of Interest		
Rate of interest - Repo Rate plus 2.50%		
NOTE NO. 19.2		
Rate of interest for deposits from directors and companies - 9.50% p.a.		
NOTE NO. 20		
Trade Payables (Current)		
Total outstanding dues of micro & small Enterprises (Refer Note No. 36)	16.20	37.36
Total outstanding dues of creditors other than micro & small enterprises	1,784.44	1,561.07
TOTAL . . .	1,800.64	1,598.43
(Refer Note No. 44 For ageing of trade payables)		
NOTE NO. 21		
Other Financial Liabilities (Current)		
Interest accrued but not due on borrowings	2.93	2.38
Capital creditors	1.60	9.45
Dues to employees and others	87.23	84.93
Security Deposits	15.00	0.00
Unpaid Dividends	7.10	7.24
TOTAL . . .	113.86	104.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	(Rs. in Lakhs)	
	As at	As at
	31/03/2023	31/03/2022
NOTE 22		
Other Current Liabilities		
Credit balance of Trade Receivable	6.99	0.00
Statutory Dues	87.02	14.66
Other Payables	2.66	2.36
TOTAL ...	96.67	17.02
NOTE NO. 23		
Provisions (Current)		
Provision for employee benefits		
- Provision for leave encashment (unfunded)	3.27	4.46
- Provision for Bonus	21.73	22.20
Others		
- Interest under MSMED Act	14.98	13.03
TOTAL ...	39.98	39.69
NOTE NO. 24	2022-23	2021-22
Revenue from operations		
Sale of products	15,095.86	11,216.00
Other Operating Revenue		
- Income From Solar Project	339.21	1.19
TOTAL ...	15,435.07	11,217.19
NOTE NO. 24.1		
Sale of Products		
Name of Products		
CI Castings	15,059.36	11,216.00
Patterns	36.50	0.00
TOTAL ...	15,095.86	11,216.00
NOTE NO. 25		
Other income		
Interest income	3.89	2.84
Gain on Sale of Property, Plant & Equipment	0.40	3.80
Sundry balances written back	2.73	1.33
Reversal of Provision for Expected Credit Loss (ECL)	0.00	0.32
Miscellaneous Income	0.00	1.12
TOTAL ...	7.02	9.41
NOTE NO. 26		
Cost of materials consumed		
Opening Stock	123.00	116.06
Add : Purchases	8,183.24	6,054.31
Less : Closing Stock	71.25	123.00
TOTAL ...	8,234.99	6,047.37
NOTE NO. 27		
Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-Progress		
Inventories at the beginning of the year		
Finished Goods	138.47	69.41
Work in Progress	56.95	75.49
Stock-in-trade	14.20	0.00
Sub Total	209.62	144.90
Less : Inventories at the end of the year		
Finished Goods	146.81	138.47
Work in Progress	86.65	56.95
Stock-in-trade	18.41	14.20
Sub Total	251.87	209.62
Total (Increase) / Decrease In Inventories	(42.25)	(64.72)

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

	<u>2022-23</u>	<u>2021-22</u>
NOTE NO. 28		
Employee benefit expense		
Salaries and wages	1,148.32	1,071.53
Contribution to provident and other funds	37.65	35.52
Gratuity (Refer Note No. 37)	13.39	13.05
Staff welfare expenses	25.95	21.08
TOTAL . . .	<u>1,225.31</u>	<u>1,141.18</u>
NOTE NO. 29		
Finance Costs		
Interest Expenses	110.95	51.42
Other Borrowing Costs	12.29	8.50
TOTAL . . .	<u>123.24</u>	<u>59.92</u>
NOTE NO. 30		
Depreciation and Amortisation expense		
Depreciation on Tangible Assets	274.43	236.65
Amortization of Intangible Assets	0.38	0.47
TOTAL . . .	<u>274.81</u>	<u>237.12</u>
NOTE NO. 31		
Other expenses		
Consumption of Stores and Spares	1,939.57	1,713.51
Power and Fuel	1,565.93	1,351.34
Processing Charges	646.66	616.50
Repairs & Maintenance		
- Plant & Machinery	25.54	30.82
- Buildings	24.91	12.37
- Others	48.13	40.85
Insurance	5.51	5.32
Legal & Professional Fees	30.93	28.87
Sales and Distribution Expenses	47.45	58.35
Travelling and conveyance	10.72	8.86
Directors' Sitting Fees	1.67	2.00
Auditors' Remuneration (Refer Note No. 31.1)	2.36	2.38
Forecasting & SLDC Expense for solar project	5.09	0.00
Loss on Sale/Discard of Property, Plant & Equipments	2.36	0.95
Provision for Expected Credit Loss (ECL)	2.61	0.00
Bad Debts/Sundry Balances written off	93.56	0.34
Miscellaneous Expenses	58.08	52.71
TOTAL . . .	<u>4,511.08</u>	<u>3,925.17</u>
NOTE NO. 31.1		
Auditor's Remuneration		
Audit fees*	1.95	1.95
Tax audit fees*	0.30	0.30
Reimbursement of expenses	0.11	0.13
TOTAL . . .	<u>2.36</u>	<u>2.38</u>
*Net of GST		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	(Rs. in Lakhs)	
	2022-23	2021-22
NOTE NO. 32 - Earning per Share		
Earning Per share is calculated by dividing the Profit / (Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:		
Particulars		
Profit for the year	772.09	(95.74)
Net Profit attributable to Equity Shareholders	772.09	(95.74)
Number of Equity Shares for Basic EPS	2,880,684	2,880,684
Add : Diluted Potential Equity Shares	0.00	0.00
Number of Equity Shares for Diluted EPS	2,880,684	2,880,684
Basic Earning Per Share in Rupees	26.80	(3.32)
Diluted Earning Per Share in Rupees	26.80	(3.32)
Nominal Value Per Share in Rupees	10.00	10.00

NOTE NO. 33
Income Tax Expense
(a) Amounts recognised in Statement of Profit & Loss
Current Tax

Provision for current income tax	189.31	0.00
Short/(excess) provision of tax for earlier years	(1.39)	(5.28)

Deferred Tax

Depreciation	142.24	105.58
Employee Benefits and Other Timing Difference (including OCI)	(0.29)	3.07
Carried forward depreciation and losses	141.27	(141.27)
MAT Credit Entitlement	(160.13)	0.00
	123.09	(32.62)

Total Tax Expenses

	311.01	(37.90)
(b) Amounts recognised in Other Comprehensive Income		
Deferred tax on remeasurement of defined benefit plans	(0.61)	(0.68)

NOTE NO. 33.1
Reconciliation of income tax expense for the year with accounting profit

Profit before tax	1,083.10	(133.64)
Enacted income tax rate in India applicable to the company	27.82%	26.00%
Current tax expenses on profit at the enacted income tax rate in India	301.32	(34.75)
Adjustments for :		
Permanent disallowances	0.54	0.57
Short/(Excess) provision for current tax of earlier years	(1.39)	(5.28)
Effect of change in tax rate	1.27	(1.88)
Others	9.28	3.43
Tax Expenses recognised in Statement of Profit & Loss	311.01	(37.90)

NOTE NO. 34
Contingent Liabilities and Commitments
Contingent Liabilities

Demands for excise duty in respect of different years against which company has preferred appeals before appropriate authorities [Refer Note No. 35.1]	6.28	11.53
Outstanding bank guarantees & letter of credit	180.00	195.75

Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	0.00	0.00
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NOTE NO. 34.1

The Company had received demand for excise duty on sale of patterns & moulding boxes for financial years 2001-02, 2002-03, 2003-04, 2004-05 & 2005-06 against which the Company had preferred appeals before Commissioner of excise as well as CESTAT and also paid Rs. 11.53 lakhs under protest which has been shown as balance with excise department in the accounts. During the FY 2022-23, the Company had received orders for Rs. 5.26 Lakh from Assistant Commissioner, Central GST in its favour.

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

2022-23 2021-22

NOTE NO. 35 - Segment Information

The company manufactures and deals in single product, i.e. manufacturing of casting and therefore, no separate disclosure as per IND AS 108 "Operating Segments" is given.

Geographical Information of Revenue from external customers :

Particulars

India	15,435.07	11,217.19
Others	0.00	0.00
T O T A L . . .	15,435.07	11,217.19

There are no non-current assets other than in India.

NOTE NO. 36 - Details as required under MSMED Act are given below :

Particulars	As at 31/03/2023	As at 31/03/2022
The principal amount remaining unpaid to any supplier as at the end of each accounting year;	16.20	37.36
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	0.00	0.00
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 Micro, Small and Medium Enterprise Development Act, 2006;	1.95	2.11
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.00	0.08
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	14.98	13.03

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company.

NOTE NO. 37 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 "EMPLOYEE BENEFITS"

2022-23 2021-22

(a) Defined contribution plans

Contribution to defined contribution plans, recognised as expense for the year is as under :

Particulars

Employee's contribution to Provident Fund	37.65	35.52
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(b) Defined benefit plan

Details of defined benefit obligation and plan assets in respect of retiring gratuity are given below :

i) Reconciliation of opening and closing balances of defined benefit obligation

Particulars		
Present value of obligation as at the beginning of the year	356.34	353.63
Interest Cost	21.02	19.45
Current Service Cost	11.13	13.81
Benefits Paid	(126.46)	(29.05)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(12.80)	(5.43)
Actuarial (Gain)/Loss on arising from Experience Adjustment	5.40	3.93
Present value of obligation as at the end of the year	254.63	356.34

ii) Reconciliation of opening and closing balances of fair value of plan assets

Particulars		
Fair Value of plan assets at the beginning of the year	378.13	374.90
Interest Income	18.76	20.21
Contributions by the employer	8.00	16.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

	As at 31-3-2023	(Rs. in Lakhs) As at 31-3-2022
Benefits paid	(126.46)	(29.05)
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets)	(9.60)	(3.93)
Fair Value of plan assets at the end of the year	268.83	378.13
iii) Reconciliation of fair value of assets and obligations		
Particulars		
Fair Value of plan assets	268.83	378.13
Present value of obligation	254.63	356.34
Amount recognised in Balance Sheet [Surplus/(Deficit)]	14.20	21.79
iv) Expenses recognised during the year		
Particulars		
(A) In the Statement of Profit & Loss		
Current Service Cost	11.13	13.81
Net interest on the net defined benefit liability/(assets)	2.26	(0.76)
Net Cost	13.39	13.05
(B) In Other Comprehensive Income		
Actuarial (Gain)/Loss	5.40	3.93
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets)	9.60	3.93
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(12.80)	(5.43)
Net Expense/(Income) recognized in Other Comprehensive Income	2.20	2.43
v) Investment Details :		
Particulars		
GOI Securities	68%	42%
Bank Balance & Fixed Deposits	32%	51%
Others	0.00	7%
vi) Actuarial Assumptions		
Particulars	IALM 2012-14 Ult.	IALM 2012-14 Ult.
Mortality Table		
Discount Rate	7.10%	5.90%
Expected rate of return on plan assets	7.10%	5.90%
Withdrawal Rate	1.00%	1.00%
Rate of escalation in salary	6.00%	6.00%
vii) Sensitivity Analysis		
Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis on defined benefit obligation is given below:		
Particulars		
Sensitivity Level - Discount Rate		
1% Increase	(9.53)	(12.69)
1% Decrease	10.55	14.00
Sensitivity Level - Salary Escalation		
1% Increase	10.56	13.85
1% Decrease	(9.71)	(12.79)
Sensitivity Level - Employee Turnover		
1% Increase	0.42	(0.13)
1% Decrease	(0.48)	0.14
viii) Expected contribution to the defined benefit plan for the next reporting period - Nil		
ix) Weighted average duration of defined benefit obligation - 4 Years.		

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

NOTE NO. 38 - Related Party Disclosures as per indian Accounting Standard-24

(a) Related Parties

Entities controlled by Directors or their relatives

Bhagwati Spherocast Pvt. Ltd.

Bhagwati Filters Pvt. Ltd.

Key Management Personnel

Dr. P. N. Bhagwati (Chairman - w.e.f. 1/10/2022)

(Chairman and Jt. Managing Director - upto 30/9/2022)

Ms. Reena P Bhagwati (Managing Director)

Mr. D. K. Sheth (Chief Financial Officer)

Mr. Mehul Naliyadhara (Company Secretary)

Independent Directors

Mr. Rajendraprasad J Shah

Mr. Vimal R. Ambani

Mr. Padmin H. Buch

Mr. Shantanu C. Mehta

(Rs. in Lakhs)

(b) Transactions with related parties :

Sr. Particulars No.	Key Management Personnel and their relatives		Entities Controlled by Directors or their relatives		Independent Directors	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
A Transactions during the year						
i. Purchase of services (net of GST)						
-Bhagwati Spherocast Pvt. Ltd.	0.00	0.00	212.24	207.68	0.00	0.00
ii. Purchase of material / capital goods (net of GST)						
-Bhagwati Spherocast Pvt. Ltd.	0.00	0.00	0.00	2.50	0.00	0.00
-Bhagwati Filters Pvt. Ltd.	0.00	0.00	0.95	0.77	0.00	0.00
iii. Interest on Fixed Deposits						
-Dr. Pravin N Bhagwati	0.56	2.25	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	3.96	4.75	0.00	0.00	0.00	0.00
iv. Managerial Remuneration (MD & Jt. MD)						
-Dr. Pravin N Bhagwati	19.57	7.17	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	69.55	69.46	0.00	0.00	0.00	0.00
v. Remuneration to KMP (other than MD & Jt. MD)*						
-Mr. D K Sheth	52.13	46.00	0.00	0.00	0.00	0.00
-Mr. Mehul Naliyadhara	6.34	5.58	0.00	0.00	0.00	0.00
vi. Fixed Deposits received/renewed						
-Dr. Pravin N. Bhagwati	0.00	23.70	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	0.00	50.00	0.00	0.00	0.00	0.00
vii. Fixed Deposits repaid						
-Dr. Pravin N. Bhagwati	23.70	0.00	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	50.00	0.00	0.00	0.00	0.00	0.00
viii. Sitting Fees						
-Rajendraprasad J Shah	0.00	0.00	0.00	0.00	0.44	0.53
-Mr. Vimal R Ambani	0.00	0.00	0.00	0.00	0.33	0.42
-Mr. Padmin H Buch	0.00	0.00	0.00	0.00	0.44	0.53
-Mr. Shantanu C Mehta	0.00	0.00	0.00	0.00	0.44	0.53
ix Dividend Paid						
-Dr. Pravin N Bhagwati	4.51	4.51	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	9.80	9.80	0.00	0.00	0.00	0.00
-Mr. D. K. Sheth	**	**	0.00	0.00	0.00	0.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023
(Rs. in Lakhs)
B Outstanding balance
i. Payable

-Bhagwati Spherocast Pvt. Ltd.	0.00	0.00	75.56	147.07	0.00	0.00
-Bhagwati Filters Pvt. Ltd.	0.00	0.00	0.45	0.00	0.00	0.00
-Dr. Pravin N Bhagwati	0.00	0.44	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	3.75	3.75	0.00	0.00	0.00	0.00
-Mr. D K Sheth	2.18	2.81	0.00	0.00	0.00	0.00
-Mr. Mehul Naliyadhara	0.47	0.43	0.00	0.00	0.00	0.00

ii. Fixed Deposits

-Dr. Pravin N Bhagwati	0.00	23.70	0.00	0.00	0.00	0.00
-Ms. Reena P Bhagwati	0.00	50.00	0.00	0.00	0.00	0.00

* Post employment benefits are actuarially determined on overall basis and hence not separately provided.

** Amounts less than Rs. 0.01 Lakh

The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

Note No. 39 - Financial Instruments - Fair Values & Risk Management
Note No. 39.1 - Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below :

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Input that is significant to the fair value measurement is unobservable.

I Figures as at March 31, 2023

	Carrying Amount	Level 1	Fair value Level 2	Level 3
Financial assets at amortised cost:				
Trade Receivables	2,640.25	0.00	0.00	0.00
Cash and Cash Equivalents	280.16	0.00	0.00	0.00
Bank Balances Other than Cash and Cash Equivalents	25.75	0.00	0.00	0.00
Other Current & Non Current Financial Assets	34.74	0.00	0.00	0.00
Sub-total	2,980.90	0.00	0.00	0.00
Financial assets at fair value through profit or loss	0.00	0.00	0.00	0.00
Financial assets at fair value through OCI	0.00	0.00	0.00	0.00
Total	2,980.90	0.00	0.00	0.00
Financial liabilities at amortised cost:				
Borrowings	1,080.00	0.00	0.00	0.00
Trade Payables	1,800.64	0.00	0.00	0.00
Other financial liabilities	113.86	0.00	0.00	0.00
Sub-total	2,994.50	0.00	0.00	0.00
Financial liabilities at fair value through profit or loss	0.00	0.00	0.00	0.00
Financial liabilities at fair value through OCI	0.00	0.00	0.00	0.00
Total	2,994.50	0.00	0.00	0.00

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

II Figures as at March 31, 2023

	Carrying Amount	Level 1	Fair value Level 2	Level 3
Financial assets at amortised cost:				
Trade Receivables	2,114.41	0.00	0.00	0.00
Cash and Cash Equivalents	2.63	0.00	0.00	0.00
Bank Balances Other than Cash and Cash Equivalents	18.97	0.00	0.00	0.00
Other Current & Non Current Financial Assets	11.18	0.00	0.00	0.00
Sub-total	2,147.19	0.00	0.00	0.00
Financial assets at fair value through profit or loss	0.00	0.00	0.00	0.00
Financial assets at fair value through OCI	0.00	0.00	0.00	0.00
Total	2,147.19	0.00	0.00	0.00
Financial liabilities at amortised cost:				
Borrowings	1,840.05	0.00	0.00	0.00
Trade Payables	1,598.43	0.00	0.00	0.00
Other financial liabilities	104.00	0.00	0.00	0.00
Sub-total	3,542.48	0.00	0.00	0.00
Financial liabilities at fair value through profit or loss	0.00	0.00	0.00	0.00
Financial liabilities at fair value through OCI	0.00	0.00	0.00	0.00
Total	3,542.48	0.00	0.00	0.00

There has been no transfer between level 1 & level 2 during the year ended March 31, 2023 and March 31, 2022.

Note No. 39.2 - Financial Risk Management

The company's Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

Note No. 39.2.1 - Credit Risk Management

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The carrying amount of following financial assets represents the maximum credit exposure.

Trade Receivables

The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable. Individual risk limits are set accordingly. Trade receivables are non-interest bearing and are normally 30 to 60 days credit term. The Company performs impairment analysis at each reporting date using expected credit loss model. The Company does not hold collateral as security.

Details of single customer accounted for more than 10% of the accounts receivable as at 31st March 2023 and 31st March 2022 :

Name of Customer	As at 31-03-2023	As at 31-03-2022
Swaraj Engines Ltd.	1,026.13	895.25
Escorts Ltd.	846.41	658.85
Mahindra & Mahindra Limited	294.02	283.45
Mita India Pvt. Ltd.	483.91	284.46

Details of single customer accounted for more than 10% of revenue for the year ended at 31st March 2023 and 31st March 2022 :

Name of Customer	2022-23	2021-22
Escorts Ltd.	4,510.93	3,372.56
Swaraj Engines Ltd.	7,857.42	5,390.53
Mahindra & Mahindra Ltd.	1,110.43	1,434.14
Mita India Private Limited	1,427.68	912.50

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023
(Rs. in Lakhs)

Based on historic default rates and overall credit worthiness of customers, the company adopted a policy for assessing credit risk as per expected credit loss model for outstanding balances as on balance sheet date as per their ageing bucket :

Movement in the expected credit allowance

Particulars	2022-23	2021-22
Balance at the beginning of the year	7.61	7.92
Net charge/(reversal) during the year	2.61	(0.32)
Balance at the end of the year	10.22	7.61

Note No. 39.2.2 - Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	Borrowings including interest obligations	Trade Payables	Other Financial Liabilities	Total
As at 31-03-2023				
Less than 1 year	242.93	1,800.64	110.93	2,154.50
1 to 5 years	840.00	0.00	0.00	840.00
Total	1,082.93	1,800.64	110.93	2,994.50
As at 31-03-2022				
Less than 1 year	762.43	1,598.43	101.62	2,462.48
1 to 5 years	1,080.00	0.00	0.00	1,080.00
Total	1,842.43	1,598.43	101.62	3,542.48

Note No. 39.2.3 - Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

a) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on floating rate portion of loans and borrowings and excluding loans on which interest rate swaps are taken.

Nature of Borrowing	Change in basis points	Impact on PAT	
		As at	As at
		31-03-2023	31-03-2022
Working Capital & Term Loan	(0.50)	3.90	6.54
Facilities from Bank	0.50	(3.90)	(6.54)

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

b) Foreign currency risk

The company does not operate internationally and hence not exposed to currency risk on account of its receivables or payables in foreign currency.

c) Commodity Price Risk

Principal Raw Material for company's products is scrap and pig iron. Company sources its raw material requirements from domestic markets. Domestic market price generally remains in line with international market prices. Volatility in metal prices, currency fluctuation of rupee vis a vis other prominent currencies coupled with demand-supply scenario in the world market affect the effective price of scrap and pig iron. Company effectively manages availability of material as well as price volatility through well planned procurement and inventory strategy and also through appropriate contracts and commitments.

Sensitivity Analysis

The table below summarises the impact of increase/(decrease) in prices of scrap and pig iron by Rs. 0.50 per kg on profit for the period.

Particulars

	Impact on PAT	
	<u>2022-23</u>	<u>2021-22</u>
Rs. 0.50 increase in price of scrap	(49.58)	(41.54)
Rs. 0.50 decrease in price of scrap	49.58	41.54
Rs. 0.50 increase in price of pig iron	(4.06)	(4.48)
Rs. 0.50 decrease in price of pig iron	4.06	4.48

Note No. 40 - Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is net debt divided by total equity plus debt.

Particulars	<u>As at 31-03-2023</u>	<u>As at 31-03-2022</u>
Borrowings	1,080.00	1,840.05
Less : Cash & Cash Equivalents	280.16	2.63
Net Debt (A)	799.84	1,837.42
Total Equity	3,442.28	2,700.59
Equity and Net Debt (B)	4,242.12	4,538.01
Gearing Ratio (A/B)	0.19	0.40

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023
Note No. 41 - Key Ratio

Sr. No.	Ratio	(Rs in Lakhs)			
		Ratio as on 31st March, 2023	Ratio as on 31st March, 2022	% Variance	Reason for Variance
1	Current Ratio Current Assets Current Liabilities	1.59	1.19	33.69%	Positive Liquidity due to faster collection & increase in volume as also getting buying cost advantage from reducing credit term with vendor resulted in increase in current ratio
2	Debt-to-equity Ratio Borrowings Shareholder's Equity	0.31	0.68	-53.95%	No utilisation of CC due to positive liquidity, and repaying of unsecured loan including of term loan
3	Debt Service Coverage Ratio Net profit after tax + Finance Costs + Non-cash Operating Expenses, Interest and Principal Repayments	4.34	1.47	195.54%	Due to good capacity utilisation and lower utilisation of working capital limits.
4	Return on Equity Ratio Net Profit After Tax Average Shareholder's Equity	25.14%	-3.46%	825.65%	Good Capacity Utilisation due to favourable demand from Customer.
5	Inventory Turnover Ratio Sales Average Inventory	24.00	18.64	28.74%	Due to increase in Volume and strict control over Inventory Management
6	Receivables Turnover Ratio Net Credit Sales Average Accounts Receivable	6.35	4.15	53.13%	Increased due to increase in Volume by 37% and faster realisation from Customer.
7	Payables Turnover Ratio Net Credit Purchases + Other Expenses Average Trade Payables	7.43	5.76	28.90%	Increase in Volume, and promptly paying vendor to get buying cost advantage by reducing credit terms with Vendor.
8	Net Capital Turnover Ratio Net Sales Working Capital	11.19	23.93	-53.26%	Increase in Net Current Assets have increased significantly as compared to increase in sales.
9	Net Profit Ratio Profit After Tax Net Sales	5.11%	-0.85%	699.17%	Due to good capacity utilisation on account of good Tractor demand
10	Return on Capital employed Ratio EBIT Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)	25.59%	-1.60%	1700.01%	Due to good capacity utilisation on account of good Tractor demand
11	Return on investment Ratio Current Value of Investment-Cost of Investment Cost of Investment	N.A.	N.A.	N.A.	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023**Note No. 42 - Borrowing based on security of current assets**

Details of quarterly returns or statements of current assets filed by the Company with bank :

(Rs in Lakhs)

Name of Bank	Quarter	Particulars of securities provided	Amount as per books of accounts	Amount as reported in quarterly return/ statement	Amount of difference	Reason for material discrepancies
Kotak Mahindra Bank	June'22	Inventory	652.38	599.31	53.07	Trade Payables: Payables (including provision) for expenses which are not being considered in statements submitted to bank.
Kotak Mahindra Bank	June'22	Trade Payable	2,716.08	1,702.53	1,013.55	
Kotak Mahindra Bank	June'22	Trade Receivable	3,440.58	3,327.33	113.25	
Kotak Mahindra Bank	September'22	Inventory	627.68	533.29	94.39	Trade Receivables: Rate variation for on accrual basis in quarterly results, which is not considered in statements submitted to bank.
Kotak Mahindra Bank	September'22	Trade Payable	2,457.71	1,857.04	600.67	
Kotak Mahindra Bank	September'22	Trade Receivable	3,140.57	3,507.08	(366.51)	
Kotak Mahindra Bank	December'22	Inventory	549.09	448.91	100.18	Inventory: Due to changes in valuation workings during the course of limited review / audit.
Kotak Mahindra Bank	December'22	Trade Payable	1,382.74	1,395.90	(13.16)	
Kotak Mahindra Bank	December'22	Trade Receivable	2,333.62	2,569.45	(235.83)	
Kotak Mahindra Bank	March'23	Inventory	623.26	592.51	30.75	
Kotak Mahindra Bank	March'23	Trade Payable	1,800.64	1,642.31	158.33	
Kotak Mahindra Bank	March'23	Trade Receivable	2,640.25	2,859.54	(219.29)	

Note No. 43 - Ageing of trade receivables

Ageing of trade receivables outstanding as at 31/03/2023 is as follows :

Particulars	Outstanding for following periods from date of transactions						Total
	Unbilled	Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivable - considered good	-	2,606.29	17.21	8.02	-	18.95	2,650.47
Undisputed trade receivable - significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit Impaired	-	-	-	-	-	-	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-
Disputed trade receivable - significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-
	-	2,606.29	17.21	8.02	-	18.95	2,650.47
Less : Allowance for expected credit loss							10.22
Trade Receivables							2,640.25

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

Ageing of trade receivables outstanding as at 31/03/2022 is as follows :

Particulars	Outstanding for following periods from date of transactions						Total
	Unbilled	Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivable - considered good	161.04	1,795.31	7.24	24.81	23.05	43.70	2,055.15
Undisputed trade receivable - significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit Impaired	-	-	-	-	-	-	-
Disputed trade receivable - considered good	-	-	-	-	-	66.87	66.87
Disputed trade receivable - significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-
	161.04	1,795.31	7.24	24.81	23.05	110.57	2,122.02
Less : Allowance for expected credit loss							7.61
Trade Receivables							2,114.41

Note No. 44 Details of ageing of trade payables

Ageing of trade payables outstanding as at 31/03/2023 is as follows :

Particulars	Outstanding for following periods from date of transactions					Total
	Unbilled	Less than 1 Year	1 - 2 Year	2-3 Years	More than 3 Year	
MSME	-	16.18	0.02	-	-	16.20
Others	15.10	1,768.03	0.35	0.96	-	1,784.44
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	15.10	1,784.21	0.37	0.96	-	1,800.64

Ageing of trade payables outstanding as at 31/03/2022 is as follows :

Particulars	Outstanding for following periods from date of transactions					Total
	Unbilled	Less than 1 Year	1 - 2 Year	2-3 Years	More than 3 Year	
MSME	-	37.36	-	-	-	37.36
Others	-	1,553.74	3.10	-	-	1,556.84
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	4.23	-	4.23
	-	1,591.10	3.10	4.23	-	1,598.43

BHAGWATI AUTOCAST LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

Note No. 45

Balances of trade receivables, creditors, advances, etc. are subject to confirmation / reconciliation and consequential adjustments thereof. Adjustments in this respect, if any required, would be accounted for as and when ascertained.

Note No. 46

In the opinion of the Management, there are no indications, internal or external, which could have the effect of impairing the value of assets to any material extent as at the balance sheet date requiring recognition in terms of AS-36.

Note No. 47

The Parliament of India has approved the Code on Social Security, 2020 (the Code) which may impact the contributions by the Company towards provident fund, gratuity and ESIC. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. Final rules are yet to be notified. The Company will assess the impact of the Code when it comes into effect and will record related impact, if any.

Note No. 48

The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has 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.

Note No. 49

The Company does not have any transactions with companies struck off.

Note No. 50

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

Note No. 51

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

Note No. 52

As on 31/03/2023, there is no unutilised amounts in respect of long term borrowings from banks and the borrowed funds have been utilised for the specific purpose for which the funds were raised.

Note No. 53

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note No. 54

"The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: "(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or "(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries."

Note No. 55

"The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: "(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or "(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

Note No. 56

Previous year's figures have been re-grouped/re-arranged/re-casted, wherever necessary, so as to make them comparable with current year's figures.

As per our report of even date attached

For Mahendra N. Shah & Co.

Chartered Accountants
Firm Regn. No. 105775W

Chirag M. Shah

Partner
Membership No. 045706

Dr. P. N. Bhagwati

Chairman
(DIN : 00096799)

Reena P. Bhagwati

Managing Director
(DIN : 00096280)

D. K. Sheth

Chief Financial Officer

Mehul Naliyadhara

Company Secretary

P. H. Buch (Director)

(DIN : 03411816)

R. J. Shah (Director)

(DIN : 01982424)

V. R. Ambani (Director)

(DIN : 00351512)

S. C. Mehta (Director)

(DIN : 08930872)

Place : Ahmedabad

Date : 30/05/2023

Place : Ahmedabad

Date : 30/05/2023

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