



**ANNUAL REPORT**  
*2022-23*

**INDIA CARBON LIMITED**

**India Carbon Limited**  
ANNUAL REPORT 2022-2023

<b>CONTENTS</b>	<b>Page No</b>
Notice	2-11
Directors' Report	12-38
Management Discussion & Analysis Report	39-42
Corporate Governance Report	43-53
Independent Auditors' Report	54-61
Balance Sheet	62
Statement of Profit and Loss	63
Statement of Changes in Equity	64
Cash Flow Statement	65-66
Notes to Financial Statements	67-105

**BOARD OF DIRECTORS**

Mr. Rakesh Himatsingka  
(Chairman and Managing Director)  
Mr. Shaurya Veer Himatsingka  
(Deputy Managing Director & CEO)  
Mr. Gordon Kenneth Mcintosh  
Mr. Tony William Grims  
Mr. Mark Russell Jones  
(Alternate to Mr. Tony William Grims)  
Mr. Alvaro Emilio Martinez  
(Alternate to Mr. Gordon K Mcintosh)  
Mr. Hemant Kumar Khaitan  
(Independent Director)  
Mr. Manoj Mohanka  
(Independent Director)  
Mr. Soumendra Mohan Basu  
(Independent Director)  
Mr. Sunirmal Talukdar  
(Independent Director)  
Ms. Susmita Ghose  
(Independent Director)

**CHIEF FINANCIAL OFFICER**

Mr. Vinod Kumar Agarwal

**COMPANY SECRETARY**

Mr. Bhaskar Rakshit  
(From 23rd November, 2022)

**STATUTORY AUDITORS**

M/s. S. Samanta & CO.  
Chartered Accountants

**BANKERS**

UCO Bank  
AXIS Bank Limited  
ICICI Bank Limited  
HDFC Bank

**REGISTERED OFFICE & WORKS**

Noonmati, Guwahati – 781020, Assam

**CENTRAL OFFICE**

'Temple Chambers', 4<sup>th</sup> Floor  
6, Old Post Office Street, Kolkata – 700001

**BUDGE BUDGE WORKS**

35, Deshbandhu Chittaranjan Road, Budge Budge  
24, Parganas (South), Kolkata -700137

**REGISTRAR & SHARE TRANSFER AGENT**

C B Management Services (P) Limited  
P-22, Bondel Road, Kolkata 700 019  
Phone No. 40116700/11/18/23, 2280-6692/93/94,

**INDIA CARBON LIMITED**

Regd. Office: Noonmati, Guwahati -781020, Assam

CIN: L23101AS1961PLC001173

Tel: (033)22487856/9; Fax: 91-33-2230-7507

Email: icl@indiacarbonltd.com • Website: www.indiacarbonltd.com

**NOTICE**

NOTICE is hereby given that the 61st Annual General Meeting (AGM) of the Members of INDIA CARBON LIMITED will be held on **Monday, 18th September, 2023 at 11.00 A.M. (IST)** through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM") to transact the following business: -

**ORDINARY BUSINESS:****1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2023, the Profit & Loss Statement and Cash Flow Statement for the year ended 31st March, 2023 & notes on financial statements together with the Reports of the Board of Directors and Auditors thereon.

**2. To declare dividend on the equity shares:**

To declare dividend on the equity shares of the Company for the financial year ended 31st March, 2023.

**3. Appointment of Mr. Gordon Kenneth Mcintosh as a Director, liable to retire by rotation:**

To appoint Mr. Gordon Kenneth Mcintosh (DIN: 02244237), who retires by rotation and being eligible, offers himself for re-appointment.

**4. Appointment of Mr. Tony William Grims as a Director, liable to retire by rotation:**

To appoint Mr. Tony William Grims (DIN: 07590220), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****5. To ratify the remuneration of Cost Auditor for the Financial Year ending 31st March, 2024:**

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

"**RESOLVED THAT** pursuant to Section 148 and read with Section 141 of the Companies Act, 2013, M/s BSS & Associates (Firm Regd. No - 001066), Cost Accountants, be and is hereby appointed as the Cost Auditors of the Company to conduct audit of cost accounting records maintained by the Company for products(s) /services(s) for the financial year ending on 31st March, 2024, at a remuneration of Rs.27,000/- plus applicable taxes and out of pocket expenses, if any."

"**FURTHER RESOLVED THAT** Mr. Rakesh Himatsingka (DIN: 00632156) and/ or Mr. Shaurya Veer Himatsingka (DIN: 01200202) be and are hereby severally authorized to sign and submit the necessary application and file forms and to do all such acts as may be necessary and also to issue a certified copy of the resolution to anyone concerned or interested in the matter."

By Order of the Board of Directors,

Kolkata, 2nd May, 2023

**Registered Office:**

Noonmati, Guwahati 781 020, Assam

CIN: L23101AS1961PLC001173

Email: icl@indiacarbonltd.com

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman &amp; Managing Director

**NOTES: (Forming part of Notice convening the said 61st Annual General Meeting):**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic in last couple of years and still continuing, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No 02/2021 dated January 13,2021 and circular no. 02/2022 dated May 05,2022 and latest Circular No 10/2022 dated December 28, 2022 MCA has extended the Time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through "**Video Conferencing**" till **30th September 2023**. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

**NOTICE** (Contd.)

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. The Calcutta Stock Exchange Ltd at [www.cse-india.com](http://www.cse-india.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2022 dated May 05, 2022 and Circular No 10/2022 dated December 28, 2022.
8. In accordance with the latest being circular no. 10/2022 dated 28th December, 2022, which allowed companies whose AGMs were due in the year 2023, to conduct their AGMs through video conferencing till 30th September, 2023. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circulars) had provided the relaxation up to 31st December, 2022 and which have been further extended up to 30th September, 2023 vide its latest Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 from compliance of Regulation 36(1)(b) and Regulation 44(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 61st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The Members can attend and participate in the AGM through VC/OAVM only. Hence, kindly note that no physical copy of Annual Report 2022-23 will be sent to the members/ shareholders.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **15th September, 2023 at 9:00 a.m. (IST)** and ends on **17th September, 2023 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **11th September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**NOTICE** (Contd.)

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

**NOTICE** (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<ol style="list-style-type: none"> <li>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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

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

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

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.

**NOTICE** (Contd.)

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant India Carbon Ltd on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only**
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**NOTICE** (Contd.)

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. 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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

**NOTICE** (Contd.)

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

**Other Information:**

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e., Monday, 11 September, 2023 shall view the Notice of the 61st AGM on the Company's website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, 11 September, 2023. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

**Scrutinizer's Report and Declaration of results**

1. M/s. Mahata Agarwal & Associates (Unique No.-P2021WB088100), Company Secretaries of Kolkata, have been appointed as Scrutinizer for conducting the process of e-voting of the 61st Annual General Meeting of the Company in a fair and transparent manner. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, not later than 2 (two) working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indiacarbonltd.com](http://www.indiacarbonltd.com) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

**Dividend**

1. The Board of Directors has recommended for consideration of the Shareholders a dividend of 40% i.e., Rs. 4.00 per Equity share of the nominal value of ₹Rs. 10/- each for the year ended 31 March, 2023.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Tuesday, 12 September, 2023 to Monday, 18 September, 2023** (both days inclusive), for the purpose of AGM and Dividend. The Dividend, if declared, will be payable on or after **Monday, 18 September, 2023**, to those Shareholders whose names are registered as such in the Register of Members of the Company as on **Monday, 11 September, 2023** and to the beneficiary holders as per the beneficiary list as on **Monday, 11 September, 2023** provided by the NSDL and CDSL, subject to deduction of tax at source where applicable.

**Payment of Dividend through electronic means:**

- (a) The Company provides the facility to the Shareholders for remittance of dividend directly in electronic mode\ through National Automated Clearing House (NACH). Shareholders holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core

**NOTICE** (Contd.)

Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), along with their Folio Number, to the Company. Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.

- (b) In line with the General Circular No. 20/ 2020 dated 5 May, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), the Company/ RTA shall dispatch the dividend warrant/ cheque to such shareholder by post.
  - (c) Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company/ RTA for payment of dividend. The Company/ RTA can't act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
3. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1 April, 2020 and the Company is required to deduct tax at source from dividend paid to the Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and their respective Depository Participants (in case of shares held in dematerialized form). 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 email to [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com) by 11 September, 2023. Effective 1 April, 2020, as per the Income Tax Act, 1961, the dividend income is taxable in the hands of shareholders. Accordingly, if any resident individual shareholder is in receipt of dividend exceeding Rs. 5,000/- in a fiscal year, entire dividend will be subject to TDS @ 10%. The rate of 10% is applicable provided the shareholder has updated his/ her Permanent Account Number (PAN) with the depository/ Registrar and Transfer Agent (RTA). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Resident shareholders who are eligible for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961, can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source by Email to [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com) by 10th September, 2023. 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 Email to [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com). The aforesaid declarations and documents need to be submitted by the Shareholders by 10th September, 2023.
4. In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. All equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time. Details of unpaid / unclaimed dividend and equity shares transferred to IEPF are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"), if any. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
  - In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since 1 April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.

**NOTICE** (Contd.)

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.
- Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA, in case the shares are held by them in physical form.
- In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RTA.
- Shareholders are requested to quote their Folio No. or DP ID – Client ID, as the case may be, in all correspondence with the Company or the RTA.
- Since the AGM will be held through Video Conferencing or Other Audio-Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 5**

As per Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014 and any changes/ modifications in the Act, Rules, Circulars, Notifications thereafter the Audit Committee has made a recommendation to the Board for appointment of M/s BSS & Associates (Firm Regd. No- 001066), Cost Accountants as Cost Auditor of the Company for the financial year ending 31st March 2024 at a remuneration of Rs. 27,000/- plus applicable taxes and out of pocket expenses, if any. The Board based on the recommendation of the Audit Committee appointed M/s BSS & Associates (Firm Regd. No- 001066), Cost Accountants as Cost Auditor of the Company for the financial year ending 31st March 2024. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration recommended by the Audit Committee which was considered and approved by the Board of Directors needs to be subsequently ratified by the shareholders.

Your Board proposes the resolution for approval of the Members as an Ordinary Resolution.

**Memorandum of Interest:**

None of the Directors of the Company and Key Managerial Personnel and their relatives are concerned or interested in the above resolution financial or otherwise.

**NOTICE** (Contd.)**ANNEXURE TO NOTICE OF AGM****BRIEF PARTICULARS OF DIRECTORS PROPOSED FOR APPOINTMENT/ REAPPOINTMENT**

The details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

<b>Name of the Director</b>	<b>Mr. Tony William Grims (DIN: 07590220)</b>	<b>Mr. Gordon McIntosh (DIN: 02244237)</b>
Date of Birth	29th June, 1973	9th August, 1967
Date of Appointment	11.11.2016	29.06.2007
Expertise in specific functional areas	Accounting & Management	Marketing
Qualifications	Bachelor's degree (4- year college degree) in Accounting from Lamar University in Texas.	B.A. Industrial Relations & Economics
List of outside Directorship held	Nil	Nil
Chairman/Member of the Committee of other Companies in which he is a Director		
a. Audit Committee	Nil	Nil
b. Shareholders / Stakeholders relationship Committee	Nil	Nil
c. Nomination and Remuneration Committee	Nil	Nil
Shareholding in the Company as on 31.03.2023	Nil	Nil
Disclosure of relationship between Directors inter-se	None	None

**Note:**

- Directorship in Pvt. Ltd. Co.'s, Foreign Co.'s & Companies U/s 8 of the Companies Act, 2013 are excluded.
- Chairmanship/Membership of the Audit Committee, Stakeholder relationship Committee and Nomination & Remuneration Committee alone has been considered.

Kolkata, 2<sup>nd</sup> May, 2023

**Registered Office:**

Noonmati, Guwahati-781 020, Assam

By Order of the Board of Directors

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman & Managing Director

**REPORT OF THE DIRECTORS****FOR THE YEAR ENDED 31ST MARCH, 2023****To The Members,**

Your directors are pleased to present the 61st Annual Report on the business and operations of the Company and Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 as follows:

**1. FINANCIAL SUMMARY OF THE COMPANY:**

<b>FINANCIAL RESULTS</b>	<b>YEAR ENDED 31.03.2023 (₹ in Lacs)</b>	<b>YEAR ENDED 31.03.2022 (₹ in Lacs)</b>
<b>Revenue from Operations</b>	<b>56,571.86</b>	<b>45,612.37</b>
<b>Other Income</b>	<b>1,055.16</b>	<b>1,971.89</b>
<b>TOTAL INCOME</b>	<b>57,627.02</b>	<b>47,584.25</b>
<b>TOTAL EXPENSES</b>	<b>54,188.36</b>	<b>35,957.22</b>
<b>Profit / (Loss) Before Tax</b>	<b>3,438.66</b>	<b>11,627.03</b>
<b>Less: Tax Expenses (including Deferred Tax)</b>	<b>1,046.26</b>	<b>3,492.2</b>
<b>Profit / (Loss) After Tax</b>	<b>2,392.39</b>	<b>8,134.83</b>
<b>Other Comprehensive Income, Net of Tax</b>	<b>-2,442.33</b>	<b>2,179.77</b>
<b>Total Comprehensive Income for the year</b>	<b>-49.94</b>	<b>10,314.60</b>

**2. STATE OF COMPANY'S AFFAIRS**

During the Financial Year ended 31.03.2023, your Company has achieved gross revenue from operations amounting to Rs.56,571.86 Lakh, as against Rs. 45,612.37 Lakh in the previous financial year. This shows an increase in the sales by 24.03 %, as compared to the previous financial year, majorly due to rise in sales realization.

Production of Calcined Petroleum Coke (CPC) & Electrode Carbon Paste (ECP) during the Financial Year under review is 88,661 MT & 3751 MT, as against 79,913 MT & 3674 MT respectively in the Previous Financial Year, which exhibits an increase in the productions of CPC by 10.95% and ECP by 2.09%.

Sales of CPC & ECP during the Financial Year under review are 75,470 MT & 3,995 MT, as compared to 75,093 MT & 3,727 MT respectively in the Previous Financial Year, which exhibits a surge in sales by 0.50% in CPC and 7.19% in ECP.

The Profit after tax for the financial year 2022-23 was Rs. 2,392.39 Lakh as compared to the previous financial year 2021-22 of Rs. 8,134.83 Lakh, which shows a decrease by 70.59%. The significant decline in the profit for the year under review inter alia includes the following reasons:

- Increase in the cost of raw petroleum coke by 40% at Guwahati plant and by 54% at Budge Budge plant.
- Increase in the CPC blending cost by 27% at Budge Budge plant.
- Lower sales of Graphite Grade CPC at Guwahati plant.
- Increase in the finance cost by Rs. 5.63 Crores during the financial year under review for utilizing working capital limit.

All of the above has resulted in a disappointing financial performance by your Company during the Financial Year ending on 31.03.2023.

**3. OPERATION & FUTURE OUTLOOK**

Your directors are pleased to inform that both of the Company's plant operated smoothly during the financial year ended 31.03.2023. Guwahati plant operated for 279 days during the financial year 2022-2023, as against 257 days in the previous financial year, whereas Budge Budge plant operated for 303 days during the year under review as against 352 days in the previous financial year.

The Global Petroleum Coke Market is projected to reach a value of USD 64.26 Billion by 2030 at a CAGR of 7.2% over the forecast period 2023-2030. The key factors driving the Petroleum Coke Market growth includes rising demand by the steel industry as a carbon additive, by the Lithium- Ion Battery manufacturing, by the Graphite Electrode Industries and increased use by

## REPORT OF THE DIRECTORS (Contd.)

the cement and power generation industries. As the world's electricity consumption rises, the market for Petroleum Coke is expanding, due to its high calorific value and very low ash content, thus Petroleum Coke is growing in use in Thermal Power generation. Further, the use of anode grade coke and needle coke during the production of steel and in graphite electrodes, respectively is expected to drive the market growth.

India's economy showcased significant growth in the January-March quarter of 2022-23, with a GDP growth rate of around 6.1%. This surge, primarily driven by improved performance in agriculture, manufacturing, mining, and construction sectors is expected to contribute to an annual growth rate of around 6.2%, propelling the Indian economy to reach \$3.7 trillion and set the stage for achieving the ambitious \$5 trillion target in the next 2-3 years. The Government of India's strong infrastructure push under the Prime Minister's Gati Shakti (National Master Plan for Multimodal Connectivity) initiative, logistics development, and industrial corridor development will contribute significantly to raising industrial competitiveness and boosting future growth.

The world economy is expected to grow by around 2.3% in 2023 and is projected to grow at around 2.5% in 2024 whereas India is projected to grow at around 6.7% in 2024, the fastest-growing major economy in the world.

In view of the above, your directors are optimistic about the business and are confident about the growth of the Company going forward.

### 4. COMPLIANCE WITH INDIAN ACCOUNTING STANDARD

The Company has complied with all relevant Provisions of Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended, while preparing the Financial Statements.

### 5. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the F.Y. 2022-2023.

### 6. DIVIDEND

Your directors recommend for payment of a dividend @ 40% i.e., Rs.4/- per equity share of Rs.10/- each amounting to total of Rs.1,06,00,000/- and subject to approval by the shareholders at the forthcoming Annual General Meeting of the Company.

### 7. RESERVES

During the year no amount has been transferred to reserve.

### 8. CHANGE OF NAME

The Company has not changed its name during the financial year ended 31.03.2023.

### 9. CHANGES IN SHARE CAPITAL

There has been no change in share capital of the Company during the F.Y. 2022-2023.

### 10. DIRECTORS & KEY MANAGERIAL PERSON:

#### DIRECTORS

Mr. Gordon Kenneth Mcintosh (DIN: 02244237) & Mr. Tony William Grimes (DIN: 07590220) Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

#### KEY MANGERIAL PERSONNEL

The following employees were designated as whole –time key managerial personnel by the Board of Directors during the year 2022-2023, pursuant to Section 203 of Companies Act, 2013 and Rules made thereon:

- Mr. Bhaskar Rakshit as Company Secretary of the Company (w. e. f 23rd November, 2022).
- Mr. Vinod Kumar Agarwal as Chief Financial Officer of the Company.

### 11. PARTICULARS OF EMPLOYEES

Details of remuneration of Directors, KMPs and employees as per Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of Report as **Annexure IV**. However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members and others entitled thereto, excluding the information on employees' remuneration particulars as required under Rule 5 (2) & (3) of

**REPORT OF THE DIRECTORS** (Contd.)

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The disclosure is available for inspection by the Members at the Registered Office of your Company during business hours on all working days of the Company up to the date of the ensuing AGM. Any Member interested in obtaining a copy thereof, may write an email to [compliance@indiacarbonltd.com](mailto:compliance@indiacarbonltd.com).

**12. NUMBER OF BOARD MEETINGS**

During the Financial Year 2022-23, Six Board Meetings were held on 23rd Day of May, 2022, 24th Day of June, 2022, 4th August, 2023, 19th August, 2022, 14th November, 2022 & 9th Day of January, 2023.

**13. FORMAL ANNUAL EVALUATION:**

Pursuant to the provisions of Section 134 of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relationship Committee.

According to the SEBI Listing Regulation, 2015 and as per the provisions of the Companies Act, 2013 read with Rules and Schedules thereon, a meeting of the Independent Directors was held wherein the performance of Non-Independent Directors, including Chairman was evaluated and found satisfactory.

The Nomination & Remuneration Committee is of the view that the Board is versatile and diversified and all Members have vast exposures which enhances the integrity of the Company.

**14. DECLARATION BY THE INDEPENDENT DIRECTOR(S)**

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 & SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 & SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 making them eligible to act as Independent Directors.

**15. REMUNERATION POLICY**

The Board has framed a Policy on the recommendation of the Nomination & Remuneration Committee for selection and appointment of Directors, Senior Management and their remuneration. Remuneration Policy of the Nomination and Remuneration Committee is available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).

**16. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

During the year under review, the Company M/s. C & C Investments Ltd. (CIN: U67120AS1976PLC001654) ceased to be subsidiary of the Company. Further, your Company did not have any Joint Venture or Associate as defined by the Companies Act, 2013.

**17. CONSOLIDATED FINANCIAL STATEMENT**

Consolidation of Financial Statements is not applicable to your Company as the Company did not have any Subsidiary/Associate/ Joint venture Company as on 31.03.2023.

**18. ISSUE OF EMPLOYEE STOCK OPTIONS**

Your Company has not granted any Stock Option to its employee during the Financial Year under review, as provided in the Rule 12 (9) of The Companies (Share Capital and Debentures) Rules, 2014.

**19. STATUTORY AUDITORS & AUDITORS' REPORT**

M/s. S. Samanta & Co., Chartered Accountants of Kolkata (Firm Registration No. 305020E) have been appointed as statutory auditor of the Company at the last Annual General Meeting for a term of 5(Five) year.

The Report of the Statutory Auditor for the Financial Year ending on 31.03.2023, forming part of the Annual Report is Self-Explanatory in nature and does not call for any further comments.

## REPORT OF THE DIRECTORS (Contd.)

### 20. 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, your Company has appointed M/s. Mahata Agarwal & Associates (Unique No.- P2021WB088100), of Kolkata, Company Secretaries firm in whole time practice to undertake the Secretarial Audit of the Company for the year ended 31.03.2024.

The Report of the Secretarial Auditor for the financial Year ended 31.03.2023 is enclosed in the report as **Annexure –II** are Self-Explanatory in nature and does not call for any further comments.

### 21. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of The Companies Act, 2013 and The Companies (Accounts) Rules, 2014, your Company had appointed M/s. J Kumar Jain & Associates (Firm Registration Number- 330168E), Chartered Accountants of Kolkata, to undertake the Internal Audit of the Company for the F.Y. 2023-2024. There stood no serious adverse finding & reporting by the Internal Auditor in his Internal Audit Report for the Financial Year ending on 31.03.2023.

### 22. COST AUDITORS

M/s BSS & Associates (Firm Regd. No- 001066), Cost Accountants have been appointed as the Cost Auditor of your Company to conduct audit of Cost Accounting Records maintained by the Company for Products(s) / Services(s) for the Financial Year ending on 31st March, 2024. The remuneration of Cost Auditor is subject to approval by the Shareholders at the ensuing Annual General Meeting. Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the prescribed stipulated time period.

### 23. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of Internal Financial Controls and their adequacy are included in the Management Discussion and Analysis Report.

### 24. RISK AND AREA OF CONCERN

The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

### 25. VIGIL MECHANISM

In pursuance of the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com).

### 26. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all Employees in the course of day-to-day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code laid down by the Board is known as "Code of Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website . The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the Designated Employees in their business dealings and in particular on matters relating to integrity of the work place, in business practices and in dealing with Stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

### 27. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of Annual Return in the format prescribed MGT 9 as on 31st March 2023 is attached herein and marked as **Annexure - I**.

**REPORT OF THE DIRECTORS** (Contd.)**28. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the Financial Year to which this financial statement relates on the date of this report.

**29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

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

**30. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Board has adopted the Policy and Procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's Policies, safeguarding the assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of the reliable Financial Data.

**31. DEPOSITS**

The Company has not accepted any Deposit as covered under the Chapter V of Companies Act, 2013.

**32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

There were no materially significant transactions with related parties during the year under review which were in conflict with the interest of the Company. All the transactions entered into by the Company with Related Parties during the year under review were at arms-length basis and in ordinary course of business. Suitable disclosure required under the Accounting Standard (Ind AS) have been made in the notes to the Financial Statement.

As required under Regulation 23 of the Listing Regulations, the Company has formulated a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions which is available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)). The details of all the Related Parties are part of this Annual Report and attached herein as **Annexure III**.

**33. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion & Analysis Reports forms part of this Annual Report for the Financial Year ending on 31.03.2023.

**34. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent Sexual Harassment at work place, your Company has followed adequate Policy for prevention of Sexual Harassment of Women at Workplace and has set up a committee for implementation of the said Policy. During the Financial Year under review, your Company has not received any Complaints in connection with Sexual Harassment at work place.

**35. CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure V** of this Annual Report in the format prescribed in The Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Policy is available on the website of the Company at the [www.indiacarbonltd.com](http://www.indiacarbonltd.com).

**36. HUMAN RESOURCES**

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in retention and development of talents ongoing basis.

**REPORT OF THE DIRECTORS** (Contd.)**CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under

**Conservation of Energy:**

Steps taken for conservation	Constant efforts are on to conserve and reduce energy consumption. Energy consumption for each activity is recorded by individual meters and monitored by daily recording of the actual consumption and energy audit has also been introduced.  The Company is actively studying various proposals for installing Solar Power Panels and converting at least part of its energy requirement to Solar.
Steps taken for utilizing alternate sources of energy	Various studies have been made to examine usage of alternate energy sources, but regrettably no workable alternative could be identified till date. Efforts are on and the Company expects to move into some Solar Power Generation at its Guwahati Factory.
Capital Investment on Energy Conservation Equipments	NIL

**a) Technology Absorption:**

Efforts made for Technology Absorption	N/A
Benefits derived	N/A
Expenditure on Research & Development, if any	N/A
Details of technology imported, if any	N/A
Year of import	N/A
Whether imported technology fully absorbed	N/A
Areas where absorption of imported technology has not taken place, if any	N/A

**b) Foreign Exchange Earnings/ Outgo:**

Earnings	Rs. 1,98,217.54/-
Outgo	Rs. 1,49,04,28,385.76/-

**37. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act 2013 your Directors confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the Profit /Loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**REPORT OF THE DIRECTORS** (Contd.)**38. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION**

Pursuant to the applicable provisions of Companies Act, 2013, relevant amounts which remain unpaid or unclaimed for a period of Seven Years from the date of transfer to the unpaid dividend account have been transferred by your Company from time-to-time on due dates to the Investor Education and Protection Funds (IEPF).

**39. LISTING OF SHARES AT THE STOCK EXCHANGES AND TRADEABILITY IN DEMATERIALISATION FORM**

The Equity Shares of the Company continue to be listed with The Calcutta Stock Exchange Limited. The annual listing fees for the Financial Year 2022-23 has already been paid.

The Company is having connectivity with both the Depositories, i.e., National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository System, Members are requested to avail of the facility of Dematerialization of the Company's Equity Shares on either of the Depositories as aforesaid. The ISIN number allotted to the Company is **INE 743B01015**.

Presently, M/s. C B Management Services Pvt. Ltd is acting as Registrar and Share Transfer Agent of our Company. Members are requested to send their Communications/ Correspondences/ Queries regarding Share related matters at the following address:

**C B Management Services (P) Limited**

P-22, Bondel Road, Kolkata 700 019,

Phone No. 033-40116700/11/18/23/92/93/94

Fax No.: 033 2287 0263, E mail: rta@cbmsl.com

**40. COMMITTEES**

With a view to have a more focused attention on business and for better governance and accountability, and in accordance with The Companies Act 2013, your Board has constituted the following mandatory Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

In addition to that for better governance your Company has also constituted the Share Transfer Committee of the Board of Directors of the Company.

- **AUDIT COMMITTEE:**

The Audit Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring Financial Reporting processes, reviewing the Company's established systems and processes for Internal Financial Controls, Governance and reviewing the Company's Statutory and Internal Audit activities and disclosed in the Corporate Governance Report.

The Committee is governed by its terms of reference which is in line with the Regulatory requirements mandated by The Companies Act, 2013 and The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Further the Board has recorded all the recommendations of the Audit Committee and accordingly has proceeded with their recommendations.

- **NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to Section 178 of Companies Act 2013 and The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company has formed a Nomination & Remuneration Committee. The details of terms and the details of meetings held during the year are disclosed in the Corporate Governance report.

The Nomination & Remuneration committee has framed Remuneration Policy as per Section 178 (3) of Companies Act, 2013 and The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The summary of the Remuneration policy and appointment of Directors and Key Managerial Personnel is stated in the Corporate Governance Report.

The detailed criteria for Performance Evaluation as laid by the Nomination & Remuneration Committee are disclosed in the Corporate Governance Report, which forms parts of this Annual Report.

- **STAKEHOLDER RELATIONSHIP COMMITTEE:**

Pursuant to Section 178(5) of The Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company has formed a Stakeholder Relationship Committee. The detailed terms of the said Committee are disclosed in the Corporate Governance Report which forms parts of this Annual Report.

## REPORT OF THE DIRECTORS (Contd.)

### ▪ CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to Section 135 of Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee. The details of terms are disclosed in the Corporate Governance Report, which forms a part of this Annual Report.

### ▪ SHARE TRANSFER COMMITTEE:

Your Company has formed a Share Transfer Committee of the Board of Directors for facilitating smooth operation of the Share Transfer Process of the Company. The details of terms and meetings held during the Financial Year are disclosed in the Corporate Governance Report, which forms a part of this Annual report.

## 41. HEALTH AND SAFETY

Your Company is wholeheartedly committed to Health and Safety of its Employees and all Stakeholders. Safety measures have been designed and circulated at the plant site to the responsible person. Training is periodically organized for the employees in order to follow these safety measures. Senior Personnel of the Company have been deputed to enforce safety plans. Your Company has on its rolls qualified EHS officer whose primary responsibility is to look after:

- Developing measures to assure personnel safety.
- Correct unsafe acts or conditions through the regular line of authority.
- May exercise emergency authority to prevent or stop unsafe acts when immediate action is required.
- Maintain awareness of active and developing situations.
- Protect employees, customers and the environment at any cost.

Your Company has also taken group Personal Accident Policy for the employees and has on its rolls a well qualified full-time officer to monitor, control and advice and as well implements its Policy on Health, Safety and Environment.

## 42. ENVIRONMENT

The Company is continuing with its Floriculture Division and has identified a portion of a land in Guwahati unit as Green Area. The Company has a place at both of its Plants, State of the Art Pollution Control Systems which improves the emission norms further and enables a cleaner environment. Your Company continuously strives on Environmental Management.

## 43. INDUSTRIAL RELATIONS

The relation of the Company with the Employees and Workers continued to be cordial and peaceful during the Financial Year under review. Your directors record their sincere appreciation to the Employees & Workers at large for their continued cooperation for maintaining harmonious Industrial Relation in and around the Plants.

## 44. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Your Company undertakes a familiarization program for its independent directors of the Company to familiarize themselves with the code of conduct and working of the Company.

## 45. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans/Guarantees/Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statement.

## 46. CREDIT RATING

CARE assigns "CARE A-" ratings to the Long-Term Bank facilities and "CARE A1" rating to the Short-Term Bank facilities of India Carbon Limited.

## 47. PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in Securities by the Directors and Designated Employees of the Company. The Code requires Pre-Clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company's Shares by the Directors and the Designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of this Code. The Directors and the Designated Employees have confirmed compliance with the Code.

**REPORT OF THE DIRECTORS** (Contd.)**48. DISCLOSURE REQUIREMENTS**

In terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Corporate Governance Report with Auditors' Certificate thereon and Management Discussion and Analysis Reports are attached herein and forms parts of this Report.

- Policy for familiarization programme of the Independent Directors are available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Policy for Determining Material Subsidiaries of the Company is available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Policy on Dealing with Related Party Transactions is available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Policy for Whistle Blower Policy to provide Vigil Mechanism is available at Companies website ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Remuneration Policy of the Nomination and Remuneration Committee is available on the website of the Company ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 is available on the Company's website ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Policy framed for Risk Management have been uploaded on the Company's website ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Criteria for Evaluation of Independent Directors and Board are available on the Company's website ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).
- Policy for Prevention from Sexual Harassment at workplace is available on the Company's website ([www.indiacarbonltd.com](http://www.indiacarbonltd.com)).

**49. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

The Auditors have not reported any kind of such frauds during the year under review.

**50. ACKNOWLEDGEMENTS**

Your directors take the opportunity to thank the Regulators, Organizations and Agencies for their continued help and co-operation extended towards the Company. The Directors also gratefully acknowledge all Stakeholders of the Company viz. Customers, Members, Vendors, Banks and other Business Partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For & on behalf of the Board of Directors,**

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman and Managing Director

Date: 2nd May, 2023

Place: Kolkata

## REPORT OF THE DIRECTORS (Contd.)

## Annexure-I

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2023**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

CIN	L23101AS1961PLC001173
Registration Date	12/06/1961
Name of the Company	INDIA CARBON LIMITED
Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
Address of the Registered office & contact details	NOONMATI, GUWAHATI, ASSAM-781020
Whether listed Company	YES
Name, Address & contact details of the Registrar & Share Transfer Agent	C B Management Services (P) Limited P-22, Bondel Road, Kolkata-700019 Phone: 40116700/11/18/23, 2280-6692/93/94 Fax: 033 4011 6739 Email: rta@cbmsl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Calcined Petroleum Coke	NA	93.60
2.	Electrode Carbon Paste	NA	5.77
3.	Thermal Carbon (Tempering) Paste	NA	0.33
4.	Desiccated Petroleum Coke Powder	NA	0.30
5.	Raw Petroleum Coke	19109	NA
6.	Others	NA	NA

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S.NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NA	NA	NA	NA	NA	NA

**IV. A) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

## Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st -April-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	611818	0	611818	23.09	611818	0	611818	23.09	0
b) Central Govt		-	-	-	-	-	-	-	-

**REPORT OF THE DIRECTORS** (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st -April-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	699970	0	699970	26.41	699970	0	699970	26.41	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)(1)</b>	<b>1311788</b>	<b>0</b>	<b>1311788</b>	<b>49.50</b>	<b>1311788</b>	<b>0</b>	<b>1311788</b>	<b>49.50</b>	<b>0</b>
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
a) NRIs individuals	-	-	-	-	-	-	-	-	-
b) Other-individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FIs	-	-	-	-	-	-	-	-	-
e) Any others	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1311788</b>	<b>0</b>	<b>1311788</b>	<b>49.50</b>	<b>1311788</b>	<b>0</b>	<b>1311788</b>	<b>49.50</b>	<b>0</b>
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	231	183	414	0.02	231	183	414	0.02	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	14472	297	14769	0.56	14472	297	14769	0.56	0.00
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>14703</b>	<b>480</b>	<b>15183</b>	<b>0.58</b>	<b>14703</b>	<b>480</b>	<b>15183</b>	<b>0.58</b>	<b>0.00</b>
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	61384	2139	63523	2.40	52705	2139	54844	2.07	-0.33
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

## REPORT OF THE DIRECTORS (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st -April-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	197323	79095	276418	10.42	205887	74877	280764	10.59	0.17
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	63811	0	63811	2.41	63811	0	63811	2.41	0.00
c) Others (specify)									
Non Resident Indians/OCB	6349	30	6379	0.24	10968	30	10998	0.41	0.17
Trusts	133	0	133	0.01	133	0	133	0.01	0.00
LLP	122	0	122	0	112	0	112	0.00	0.00
HUF	7812	0	7812	0.29	7712	0	7712	0.29	0.00
Foreign Body Corporate	14517	797860	812377	30.66	14517	797860	812377	30.66	0.00
Investor Education & Protection Fund	92454	0	92454	3.49	92278	0	92278	3.48	-0.01
<b>Sub-total (B)(2):-</b>	<b>443905</b>	<b>879124</b>	<b>1323029</b>	<b>49.92</b>	<b>448123</b>	<b>874906</b>	<b>1323029</b>	<b>49.92</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>458608</b>	<b>879604</b>	<b>1338212</b>	<b>50.50</b>	<b>462826</b>	<b>875386</b>	<b>1338212</b>	<b>50.50</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1770396</b>	<b>879604</b>	<b>2650000</b>	<b>100.00</b>	<b>1774614</b>	<b>875386</b>	<b>2650000</b>	<b>100.00</b>	<b>0</b>

## B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ANITA HIMATSINGKA	209615	7.91%	0.00	209615	7.91%	0.00	No Change
2	SONAL H. MODI	36492	1.38%	0.00	36492	1.38%	0.00	No Change
3	SHAURYA VEER HIMATSINGKA	237431	8.96%	0.00	237431	8.96%	0.00	No Change
4	MAALIKA HIMATSINGKA	24975	0.94%	0.00	24975	0.94%	0.00	No Change

**REPORT OF THE DIRECTORS** (Contd.)

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
5	RAKESH HIMATSINGKA	10445	0.39%	0.00	10445	0.39%	0.00	No Change
6	RIDDHIMA SV HIMATSINGKA	92860	3.50%	0.00	92860	3.50%	0.00	No Change
7	SHREE SHYAM ORCHID ESTATES LTD	699970	26.41%	0.00	699970	26.41%	0.00	No Change

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	1311788	49.50%	1311788	49.50%
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g., allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0
3	At the end of the year	<b>1311788</b>	<b>49.50%</b>	<b>1311788</b>	<b>49.50%</b>

**D) Shareholding Pattern of Top Ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Shareholder	Shareholding at the beginning of the year		Change in shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	OXBOW CALCINING LLC	812377	30.66	No Change	No Change	812377	30.66
2.	AMISHA HIMATSINGKA	22167	0.84	No Change	No Change	22167	0.84
3.	PAYEL HIMATSINGKA	21500	0.81	No Change	No Change	21500	0.81
4.	MAHENDRA GIRDHARILAL	20144	0.76	No Change	No Change	20144	0.76
5.	3A FINANCIAL SERVICES LTD	16194	0.61	-2700	-0.10	13494	0.51
6.	DIPAK HIMATSINGKA	15213	0.57	-10000	-0.38	5213	0.19
7.	SPICEBULLS INVESTMENTS LIMITED	11815	0.45	No Change	No Change	11815	0.45
8.	THE ORIENTAL INSURANCE COMPANY LIMITED	11236	0.42	No Change	No Change	11236	0.42
9.	SUBARNA PLANTATION AND TRADING CO LTD	10958	0.41	No Change	No Change	10958	0.41
10.	MAHENDRA M GANDHI	6600	0.25	No Change	No Change	6600	0.25

**REPORT OF THE DIRECTORS** (Contd.)**E) Shareholding of Directors and Key Managerial Personnel:**

S.N	Name of the Director and KMP	Shareholding at the beginning of the year		Change in shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	RAKESH HIMATSINGKA	10445	0.39	No change	No change	10445	0.39
2.	SHAURYA VEER HIMATSINGKA	237431	8.96	No change	No change	237431	8.96
3.	HEMANT KUMAR KHAITAN	5200	0.20	No change	No change	5200	0.20

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits in Rs.	Unsecured Loans in Rs.	Deposits	Total Indebtness in Rs.
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	350000000	229605658	-	579605658
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>350000000</b>	<b>229605658</b>	-	<b>579605658</b>
<b>Change in Indebtness during the financial year</b>				
* Addition	1200000000	778258762	-	1978258762
* Reduction	400000000	1007864420	-	1407864420
<b>Net Change (increase)</b>	<b>800000000</b>	<b>229605658</b>	-	<b>570394342</b>
<b>Indebtness at the end of the financial year</b>				
i) Principal Amount	1150000000	-	-	1150000000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1150000000</b>	-	-	<b>1150000000</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(In Rs.)

S.N	Particulars of Remuneration	Name of MD	Name of DMD	Total Amount
		RAKESH HIMATSINGKA	SHAURYA VEER HIMATSINGKA	
1	Gross Salary			
	(a) Salary as per Provisions contained in Section 17(1) of the Income-tax Act, 1961	3580000	3240000	6820000
	(b) Value of Perquisites u/s 17(2) Income-Tax Act, 1961	4195330	3936530	8131860
	(c) Profits in lieu of Salary under Section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of Profit - others, specify...	9504889	10103689	19608578
5	LESS: Refund of Excess remuneration paid	-	-	-
	Total (A)	<b>17280219</b>	<b>17280219</b>	<b>34560438</b>

**REPORT OF THE DIRECTORS** (Contd.)

S.N	Particulars of Remuneration	Name of MD	Name of DMD	Total Amount
		RAKESH HIMATSINGKA	SHAURYA VEER HIMATSINGKA	
	Ceiling as per the Act	17280219	17280219	34560438

**B. Remuneration to other Directors**

(in Rs.)

SN.	Particulars of Remuneration	Name of Directors					TOTAL AMOUNT
		HEMANT KUMAR KHAITAN	MANOJ MOHANKA	SUNIRMAL TALUKDAR	SOUMENDRA MOHAN BASU	SUSMITA GHOSE	
1	Independent Directors						
	Fee for attending board committee meetings	225000	290000	220000	295000	145000	1175000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>225000</b>	<b>290000</b>	<b>220000</b>	<b>295000</b>	<b>145000</b>	<b>1175000</b>
2	Other Non-Executive Directors	GORDON KENNET MCINTOSH	ALVARO EMILIO MARTINEZ	TONY WILLIAM GRIMS	MARK RUSSELL JONES		
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>225000</b>	<b>290000</b>	<b>220000</b>	<b>295000</b>	<b>145000</b>	<b>1175000</b>
	Overall Ceiling as per the Act	Remuneration is within limits of provisions of law					

**\*Note:** In terms of the provisions of the Companies Act, 2013, the sitting fees payable to a director for attending meetings of Board or Committees thereof, such sum as may be decided by the Board thereof which shall not exceed One Lakh Rupees per Board Meeting or Committee thereof. The remuneration paid to the Directors is within the said limit.

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(in Rs.)

SN	PARTICULARS OF REMUNERATION	CFO Mr. Vinod Kumar Agarwal	CS Mr. Bhaskar Rakshit	TOTAL
1	Gross salary in Rs.			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31,63,000	4,19,000	35,82,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit Others specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>31,63,000</b>	<b>4,19,000</b>	<b>35,82,000</b>

**REPORT OF THE DIRECTORS** (Contd.)**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

For &amp; on behalf of the Board of Directors

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman and Managing Director

Date: 2nd May, 2023

Place: Kolkata

**REPORT OF THE DIRECTORS** (Contd.)**Annexure-II****Form No. MR-3  
SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31st March, 2023

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

To,  
**The Members,  
India Carbon Limited,  
(CIN: L23101AS1961PLC001173),  
Noonmati, Guwahati, Assam- 781020, INDIA**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s India Carbon Limited (CIN: L23101AS1961PLC001173) (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s India Carbon Ltd's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s India Carbon Limited ("the Company") for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013/ the Companies (Amendment) Act, 2017 (the Act) and the rules made there under as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI") as may be amended from time to time;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under and as may be amended from time to time;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under as may be amended from time to time to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and as may be amended from time to time;
- (v) The following Regulations, Circulars, Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (as may be amended from time to time): -
  - (a) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended from time to time);
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time);
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as may be amended from time to time); - Not Applicable as there was no reportable event;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as may be amended from time to time); - Not Applicable as there was no reportable event;

**REPORT OF THE DIRECTORS** (Contd.)

- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time; - Not Applicable as there was no reportable event;
  - (g) 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 (as may be amended from time to time); - Not Applicable as there was no reportable event;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as may be amended from time to time) ; - Not Applicable as there was no reportable event;
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (as may be amended from time to time); - Not Applicable as there was no reportable event;
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as may be amended from time to time); - Not Applicable as there was no reportable event; and
  - (k) Any other Regulations/ Rules/Notifications/ Circulars/ Amendments etc. as issued by The Securities and Exchange Board of India from time to time;
- (vi) Other laws/acts/rules as may be applicable specifically to the company:
- a) Payment of Bonus Act, 1965 as may be amended from time to time;
  - b) Payment of Gratuity Act, 1972 as may be amended from time to time;
  - c) Payment of Wages Act, 1936 as may be amended from time to time;
  - d) Trade Unions Act, 1926 as may be amended from time to time;
  - e) Workmen's Compensation Act, 1923 as may be amended from time to time;
  - f) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as may be amended from time to time;
  - g) Employees' State Insurance Act, 1948 as may be amended from time to time;
  - h) Minimum Wages Act, 1948 and its Rules as may be amended from time to time;
  - i) The Factories Act, 1948 & its allied State Laws & Rules and as may be amended from time to time;
  - j) The Company covered under Assam Fire Service Act, 1985
  - k) The Company has complied under the provisions of Factory Insurance;
  - l) Assam Weight & Measurement Enforcement Act, 1958;
  - m) Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - n) Pollution Control Board Clearance as may be amended from time to time;
  - o) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
  - p) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
  - q) Environment Protection Act, 1986 and the rules, notifications issued thereunder.
  - r) Central Excise Act, 1944 and its Rules as may be amended from time to time;
  - s) Income Tax Act, 1961 and its Rules as may be amended from time to time;
  - t) Central Sales Tax Act, 1956 and its Rules as may be amended from time to time;
  - u) VAT Act and its Rules as may be amended from time to time;
  - v) Profession Tax and its Rules as may be amended from time to time;
  - w) Shops and Establishments Act and its Rules as may be amended from time to time;

**REPORT OF THE DIRECTORS** (Contd.)

- x) Industrial Disputes Act 1947 and its Rules as may be amended from time to time;
- y) Service Tax Act and its Rules as may be amended from time to time;
- z) Contract Labor (Regulation and Abolition) Act, 1970 as may be amended from time to time.
- aa) Central Goods and Services Tax Act, 2017 & its Rules / the Integrated Goods and Services Tax Act, 2017 & its Rules there under including any Circulars/ Notifications issued from time to time.

We have also examined the required licenses specific to the Company and found them duly up to date/applied for renewal, as the case may be.

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

- (i) The Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**We further report that:** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. Adequate notices are 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 were no changes in the board of director's constitution for the financial year under review, whereas Mr. Bhaskar Rakshit (PAN: AHXPR5040H), dated 23-11-2022, was appointed as the Company Secretary and Compliance Officer to hold office for the financial year under review.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** the company has taken corporate governance report voluntary.

**I further report that** company had passed a Special Resolution pursuant to Sections 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for continuation of holding of office of the Managing Director by Mr. Rakesh Himatsingka (DIN: 00632156) upon attaining the age of 70 (Seventy) years on November 4th, 2021 up to the expiry of his present term of office on the existing terms and conditions as mentioned in the agreement dated May 15, 2019 duly approved through an ordinary resolution passed by the Shareholders at the 57th Annual General Meeting held on the 27th day of September, 2019.

**Place: Kolkata**  
**Date: 26.05.2023**

**UDIN: F011966E000386881**

**For, Mahata Agarwal & Associates**  
**Practicing Company Secretaries**  
**(Unique No: P2021WB088100)**  
**(P.R No. 1998/2023)**

**Sumantra Sarathi Mahata**  
**Partner**  
**Membership No.-F11966**  
**C.P. No.-13473**

## REPORT OF THE DIRECTORS (Contd.)

## Annexure-III

## FORM NO. AOC -2

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

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

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

There were no contracts or arrangements or transaction entered into during the year ended March 31st, 2023 which was not at Arm's Length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis for the year ended 31.03.2023 are as follows:**

Name of the Related party & Nature of Contract	Nature of Relationship	Duration of Contract	Approval	Amount in Rs.
Assam Carbon Products Ltd	Mr. Rakesh Himatsingka, Managing Director is interested	April 1st, 2022 - March 31st, 2023	Prior approval accorded by the Audit Committee of the Company	Sale of Goods amounting of Rs.6,80,812/- The Company has received rent amounting to Rs.5,40,000/- and Balance Outstanding as on 31.03.2023 is Nil
Mr. Rakesh Himatsingka (Payment of Remuneration)	Managing Director (Key Managerial Personnel)	1st December, 2019 - 30th November, 2024	Agreement executed between the Company and Mr. Rakesh Himatsingka for appointment his as Managing Director for 5 Year	Rs. 1,72,80,000/-
Mr. Shaurya Veer Himatsingka (Payment of Remuneration)	Deputy Managing Director (Key Managerial Personnel)	01st April, 2020 - 31st March, 2025	Agreement executed between the Company and Mr. Shaurya Veer Himatsingka for appointment his as Deputy Managing Director for 5 Year	Rs. 1,72,80,000/-
Mr. Bhaskar Rakshit (Payment of Remuneration) (For the period 01.04.2022 to 30.06.2022 & 23.11.2022 to 31.03.2023)	Company Secretary (Key Managerial Personnel)	NA	NA	Rs. 4,19,000/-
Mr. Vinod Kumar Agarwal (Payment of Remuneration)	Chief Financial Officer (Key Managerial Personnel)	NA	NA	Rs. 31,63,000/-

**REPORT OF THE DIRECTORS** (Contd.)

<b>Name of the Related party &amp; Nature of Contract</b>	<b>Nature of Relationship</b>	<b>Duration of Contract</b>	<b>Approval</b>	<b>Amount in Rs.</b>
Upper Assam Petro Coke (P) Ltd	Promoters of the Company are Shareholder	April 1st, 2022 - March 31st, 2023	Prior approval accorded by the Audit Committee of the Company	The Company has provided technical assistance for Rs.5,00,000/- to Upper Assam Petro Coke Pvt Ltd and Balance outstanding as on 31.03.2023 is Rs. Nil
New Age Pet coke Pvt Ltd	Promoters of the Company are Shareholder	April 1st, 2022 - March 31st, 2023	Prior approval accorded by the Audit Committee and as well the shareholders of the Company accorded its prior approval vide passing an ordinary resolution at the last AGM of the Company	Purchased goods amounting to Rs. 49,60,46,599/- and provided technical assistance for Rs.5,00,000/- outstanding as on 31.03.2023 is Rs. Nil

**For & on behalf of the Board of Directors,**

Sd/-

**Rakesh Himatsingka**  
(DIN: 00632156)

Chairman and Managing Director

Date: 2nd May, 2023

Place: Kolkata

**REPORT OF THE DIRECTORS** (Contd.)**Annexure-IV****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i) The percentage increase in remuneration of each Director, Chief Financial officer and Company Secretary during the financial year 2022-23, ratio of remuneration of each Director to the median remuneration of each key managerial personnel (KMP) against the performance of the Company are as under:

SL. No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for F.Y 2022-23 in Lakh	% increase /decrease in remuneration in the F.Y 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1	Shri Rakesh Himatsingka (Chairman & Managing Director)	Rs. 172.80 lakh	-62.28	44.77:1
2	Shri Shaurya veer Himatsingka (Deputy Managing Director & CEO)	Rs. 172.80 lakh	-62.28	44.77:1
3	Shri Vinod Kumar Agarwal (Chief Financial Officer)	Rs. 31.63 lakh	19.94	8.28:1
4	Shri. Bhaskar Rakshit (Company Secretary) (From 01.04.2022 to 30.06.2022 & 23.11.2022 to 31.03.2023)	Rs. 4.19 lakh	-27.01	1.08:1

**Note:**

1. Calculation of median is taken on the figures as at the end of Financial Year.
2. No other Director other than Managing Director and Deputy Managing Director received any remuneration other than sitting fees during the Financial Year 2022-23.
  - i) The Median Remuneration of Employees as on March 31, 2023 was Rs. 3,85,816/- and as on March 31, 2022 was Rs. 4,00,000/-.
  - ii) The percentage decrease in the median remuneration of employees was 3.67% during the Financial Year 31.03.2023.
  - iii) There were 181 (One Hundred and Eighty-One) permanent employees on the rolls of Company as on March 31, 2023.
  - iv) The Company has earned a profit after Tax amounting to Rs. 23.92 Crore during the F.Y as compared to profit after Tax amounting to Rs. 81.34 Crore in the last F.Y. There was a decrease of 3.67% in median remuneration during the Financial Year under review.
  - v) Average percentage increase made in the Salaries of the Employees other than Managerial Personnel during the Financial Year ending on 31.03.2023 is 5.8% and whereas there was average decrease in the Salaries of the Managerial Personnel in the Financial Year under review is 6%.
  - vi) The key parameters for the variable component of remuneration availed by the Managing Directors and Senior Management Personnel are based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company for the Directors and others Senior Management Personnel.
  - vii) It is hereby affirmed that the remuneration paid during the year ended 31st Day of March, 2023 is as per the Remuneration Policy of the Company.

**For & on behalf of the Board of Directors,**

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman and Managing Director

Date: 2nd May, 2023

Place: Kolkata

## REPORT OF THE DIRECTORS (Contd.)

## Annexure-V

## REPORT ON CSR INITIATIVES TO BE INCLUDED IN THE BOARD'S REPORT

## 1. A brief outline of the Company's CSR policy including Overview of projects / programs undertaken:

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of The Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 as amended from time to time. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility by the Company. The Company fully recognizes its commitment to the fulfillment of its social responsibilities programs to benefit society in general and those living in the vicinity of its facilities in particular have been consistently implemented over the years.

The CSR Policy of the Company as approved by the Board of Directors is available on the Company's website at [www.indiacarbonltd.com](http://www.indiacarbonltd.com).

## 2. The composition of the CSR Committee is as under:

Sl. No.	Name	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Susmita Ghose (Chairperson)	Non-Executive Independent Director	1	1
2	Mr. Soumendra Mohan Basu	Non-Executive Independent Director	1	1
3	Mr. Rakesh Himatsingka	Managing Director	1	1
4	Mr. Shaurya Veer Himatsingka	Deputy Managing Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [www.indiacarbonltd.com](http://www.indiacarbonltd.com).
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
-	-	-	-

6. Average net profit of the company as per section 135(5): Rs.31,93,84,776/-
7. (a) Two percent of average net profit of the company as per section 135(5): Rs.63,87,696/-  
 (b) Surplus arising out of the CSR projects or programs or activities of the previous financial Years: NA  
 (c) Amount required to be set off for the financial year, if any: Nil  
 (d) Total CSR obligation for the financial year (7a+7b-7c):Rs.63,87,696/-

## REPORT OF THE DIRECTORS (Contd.)

## 8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund Specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
64,11,699	0	0	0	0	0

## (b) Details of CSR amount spent against ongoing projects for the financial year:

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (In Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR Registration number
1.	Contribution made to "HARE KRISHNA MOVEMENT GUWAHATI" through implementation agency for distribution relief materials	Eradicating Hunger	No	Assam	Guwahati	6,00,000	No		CSR00009605
2.	Contribution made to "KOLKATA SWASTHYA SANKALP" for dialysis of poor patients	Promoting health care including preventive health care	No	West Bengal	Kolkata	3,00,000	No	INDIA CARBON CHARITABLE TRUST	CSR00004894

**REPORT OF THE DIRECTORS** (Contd.)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (In Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR Registration number
3.	Contribution made to "THE WE FOUNDATION" For Digital Education	Promoting Education	No	West Bengal	Kolkata	7,25,000	No		CSR00006041
4.	Contribution made to "SANKALP SHRISTI" for aiding a school for metal & physically handicapped student	Promoting Education	No	West Bengal	Kolkata	10,20,000	No		CSR00005542
5.	Contribution made to "Tiljala Society for Human and Education Development" for distribution of education material among poor students	Promoting Education	No	West Bengal	Kolkata	2,60,000	No		CSR00014040
6.	Contribution made to "INDIAN COUNCIL FOR CHILD WELFARE" through implementation agency for purchasing of grocery items	Eradicating Hunger	No	Assam	Guwahati	1,36,200	No		CSR00024615
7.	Contribution made to "THE AKSHAYA PATRA FOUNDATION" for distribution of cooked meal	Eradicating Hunger	No	Assam	Guwahati	2,00,000	No		CSR00000286
8.	Contribution made to "Vivekananda Vidyavikash Parishad" for construction of school	Promoting Education	No	West Bengal	Jhargram	7,60,000	No		CSR00002109
9.	Contribution made to "Dakshin Kalikata Krira O Sanskriti Parishad" for construction of school	Promoting Education	No	West Bengal	South 24 Pargana	5,00,000	No		CSR00020253
10.	Contribution made to "ANANDA SAMITI" for construction of school	Promoting Education	No	West Bengal	Kolkata	5,26,599	No		CSR00050030

## REPORT OF THE DIRECTORS (Contd.)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (In Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR Registration number
11.	Contribution made to "We For You" for live hood development programs for empowering women through skill training programs	Empowering Women	No	Assam	Kamrup	3,52,500	No		CSR00013189
12.	Contribution made to "Foundation for Integrated Support and Solution" for live hood development programs for empowering women through skill training programs	Empowering Women	No	Assam	Morigaon	8,08,000	No		CSR00002708
13.	Contribution made to "HARE KRISHNA MOVEMENT GUWAHATI" for purchasing kitchen instrument	Eradicating Hunger	No	Assam	Guwahati	2,23,400	No		CSR00009605

(d) Amount spent in Administrative Overheads: NA

(e) Amount spent on Impact Assessment, if applicable: NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 64,11,699/-

(g) Excess amount for set off, if any: NA

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	63,87,696
(ii)	Total amount spent for the Financial Year	64,11,699
(iii)	Excess amount spent for the financial year [(ii)-(i)]	24,003
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	181
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	24,184

**REPORT OF THE DIRECTORS** (Contd.)

**9. (a) Details of Unspent CSR amount for the preceding three financial years:**

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

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

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

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).**

- (a) Date of creation or acquisition of the capital asset(s): NA  
 (b) Amount of CSR spent for creation or acquisition of capital asset: NA

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):**  
 NA

Sd/-

**Susmita Ghose**

(DIN: 07333557)

(Chairperson of CSR Committee)

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

(Chairman and Managing Director)

Date: 2nd May, 2023

Place: Kolkata

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENT

As the second-most widely consumed metal today, aluminum is called “the metal of the future” for more reasons than one. India has singular potential to become a global manufacturing hub for aluminum production due to its unique natural advantages, including the presence of abundant raw material availability (represented by the fifth largest bauxite, the ore of aluminum, and coal reserves globally), a diverse pool of skilled labour, considerable domestic demand and a strategic geographical location.

According to the CRISIL rating agency, the long-term aluminum demand fundamentals are strong in both global and domestic markets, driven by increased spending on infrastructure, electrification, and transition to electric vehicles amid growing concern over emissions that is likely to keep global capacity addition in check. The domestic market is likely to witness more robust growth of 6-7% in the near term, and 4-5% over the medium term. Increasing green transitions in the economy would lend traction to this demand.

On the other side, the graphite electrode market presents significant growth opportunities due to the increasing demand for steel products in various industries. The growth of the construction, automotive, infrastructure, and aerospace and defense sectors, which are major consumers of steel products, would also be driving the demand for graphite electrodes.

Moreover, the shift towards electric arc furnace (EAF) technology in the steel production process, which requires graphite electrodes, is also contributing to the market's growth. The EAF method is more cost-effective and environmentally friendly than traditional steelmaking methods, and it requires a higher amount of graphite electrodes. Additionally, the increasing use of graphite electrodes in non-steel applications, such as the production of silicon metal, aluminum, and other alloys, is expected to further boost the demand for graphite electrodes in the market.

With this growing demand and increased production of Aluminum and Graphite Electrodes, there will be a commensurate increase in demand of CPC and your Management is confident of taking full advantage of this and expects both plants to run to their maximum capacity.

### OPPORTUNITIES & THREATS

Your Company constantly examines the opportunities and threats that exist in its business and already has plans to exploit the opportunity available going forward as well as equipped to handle threats.

#### **Opportunities**

India's aluminum demand is expected to be approx. 10 million tons by 2030, driven by a surge in transportation, building & construction, infrastructure development, electrical, renewable energy, aerospace and defense industries. We are currently witnessing an 'aluminum revolution' with major national projects such as Vande Bharat trains, Urban Metro Rail development, capacity addition in renewable energy, 100 percent electrification, and more, thus exploring the potential of aluminum in various applications.

Further, the global Graphite Electrode market is expected to record a CAGR of 9.9% from 2023 to 2030. In 2023, the market size is projected to reach a valuation of US\$ 9,575.75 million. By 2030, the valuation is anticipated to reach US\$ 18,541.99 million.

As such, your management is absolutely confident to utilize this immense opportunity by not only operating its capacity to the extent of 100%, but also examining for Capex plan to keep pace with the increase demand in the in the near future.

#### **Threats:**

1. Locational disadvantage especially for the Company's Budge Budge plant, as compared to newer Port based Plants.
2. Cheap import of CPC from China mainly.
3. Huge shortage of Raw Petroleum Coke (RPC) leading to increased dependence on imports.
4. RPC being a Crude Oil based product is subject to severe price fluctuations.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)**

5. Inadequate and Poor Infrastructure at Kolkata Port, resulting in much higher freight by vessels prepared to come to Kolkata Port.
6. Very poor transport infrastructure leading to much higher transportation cost.
7. Pay and Carry Policy of IOC Ltd for Indian RPC resulting in much higher Inventory carrying cost.

**SEGMENT-WISE/PRODUCT-WISE PERFORMANCE**

During the Financial Year ended 31.03.2023, your Company has achieved gross revenue from operations amounting to Rs.56,571.86 Lakh, as against Rs. 45,612.37 Lakh in the previous financial year. This shows an increase in the Sales by 24.03 %, as compared to the previous financial year, majorly due to increase in sales realization.

Production of Calcined Petroleum Coke (CPC) & Electrode Carbon Paste (ECP) during the Financial Year under review is 88,661 MT & 3751 MT, as against 79,913 MT & 3674 MT respectively in the Previous Financial Year, which exhibits an increase in the productions of CPC by 10.95% and ECP by 2.09%.

Sales of CPC & ECP during the Financial Year under review are 75,470 MT & 3,995 MT, as compared to 75,093 MT & 3,727 MT respectively in the Previous Financial Year, which exhibits an increase in sales by 0.50% in CPC and 7.19% in ECP.

The profit after tax for the financial year 2022-23 is Rs. 2,392.39 Lakh as compared to the previous financial year 2021-22 is Rs. 8,134.83 Lakh, which decreased by 70.59%.

The net worth for the financial year under review, decreased by Rs.1.8 Crore, as compared to the previous financial year. The dividend recommended by your directors @40% i.e., Rs. 4/- per equity share of Rs.10/- each amounting to Rs.1.06 Crore.

All of the above has resulted in a disappointing financial performance by your Company during the Financial Year ending on 31.03.2023.

**OUTLOOK**

The outlook for the Company continues to be optimistic based on the growth in the demand for Company's both products, viz, CPC & Carbon Paste.

The Company is consolidating its customer base and also continues to expand, upgrade and modernize its plants. The Company is also exploring new growth opportunities as well as optimum utilization of its available resources.

Constant efforts are on towards achieving savings, improving operational efficiency, increasing market share, optimum utilization of production capacities and customer satisfaction.

As reported earlier, based on the uptrend in demand along with increase in prices, confirms the management optimism.

The ongoing challenges such as the Russian Ukraine war, high inflation, weakness in the rupee against dollar are some factors which continue to put pressure on the economic outlook.

However, your Management is optimistic about the growth and profitability of the Company.

**RISKS & CONCERNS**

The Company is dependent on imported raw material for one of its plants, which is brought in shiploads and is compelled to hold an inventory of 6 months or more. RPC and CPC are both volatile commodities and prone to significant price fluctuations. In addition, your Company is also exposed to the risk of Rupee depreciation against the US \$.

With most orders, there is no Price Variation Clause and thus the Company is exposed to changes in the Global Price and/or Exchange Risk.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

For the year under review, the Company has incurred a loss of Rs. 2,81,95,868/- on foreign exchange.

In addition, the Company is always exposed to the risk of imported raw material upon arrival not conforming to the specifications, which can lead to higher consumption, lower price realization and/or longer carrying of such slow-moving inventory.

Labour availability at both Guwahati as well as Budge Budge Unit is a matter of concern, which is mainly disturbing the paste production, and the labour costs are increasing astronomically.

### INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company has Internal Control Systems commensurate with the nature and size of its business. The Board of Directors is ultimately responsible for ensuring that such Internal Control Systems are sound in theory and efficacious in practice and expressly reiterates this responsibility in the Directors' Responsibility Statement. Corporate Policies, appropriate Risk Management Processes and Management Information and Reporting Systems for key operational and functional areas underpin the Overall Control Mechanism. Apart from identifying and documenting "Entity Level Policies and Controls", the exercise involves identification and documentation of significant business processes followed by Control Assessments, Mitigation Plans and Periodic Reporting and Monitoring. Responsibility and Ownership starts from process owners and upwards, leading to the MD and CEO Certification.

In order to supplement the Internal Control Processes, the Company has appointed Independent Professional firms to function as Internal Auditors who are authorized by the Audit Committee to assess the adequacy of Control Processes and report key audit observations and recommendations to the Audit Committee on a periodic interval.

Further, in Compliance with the Companies' Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a system of Internal Financial Controls Over Financial Reporting and adequacy and operating effectiveness of such controls. During the year the Internal Financial Controls were adequate and operating effectively. The Statutory Auditors have also certified on adequacy of Internal Controls and their operating effectiveness.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the Financial Year ended 31.03.2023, your Company has achieved gross revenue from operations amounting to Rs.56,571.86 Lakh, as against Rs. 45,612.37 Lakh in the previous financial year. This shows an increase in the Sales by 24.03 %, as compared to the previous financial year, majorly due to increase in sales realization.

Production of Calcined Petroleum Coke (CPC) & Electrode Carbon Paste (ECP) during the Financial Year under review is 88,661 MT & 3751 MT, as against 79,913 MT & 3674 MT respectively in the Previous Financial Year, which exhibits an increase in the productions of CPC by 10.95% and ECP by 2.09%.

Sales of CPC & ECP during the Financial Year under review are 75,470 MT & 3,995 MT, as compared to 75,093 MT & 3,727 MT respectively in the Previous Financial Year, which exhibits an increase in sales by 0.50% in CPC and 7.19% in ECP.

The Earning per Share of the Company for the Financial Year under review is Rs. 90.28/- as against Rs. 306.97/- in the Previous Financial Year.

### HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company has always given prime importance to Human Resources. Continued efforts towards manpower rationalization are being made for reduction of cost and optimization of productivity. The Company continues to provide thrust on regular training program for up gradation of job knowledge and other related skills amongst its employees.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)**
**DISCLOSURE REGARDING ANALYTICAL RATIOS**

Ratio	Numerator	Denominator	2022-23	2021-22	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	2.66	3.04	-12.38%	Increase in value of Inventory
Debt-equity ratio	Total Debt	Shareholder's Equity	0.26	0.13	99.14%	Increase in borrowings
Debt service coverage ratio	Earnings available for debt service	Debt Service	NA	NA	-	There is no Long term Debt
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	9.03	30.70	-70.59%	Decrease in Profit in Current Year
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	2.88	3.78	-23.81%	Increase in Turnover in Current Year
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	10.60	11.11	-4.59%	
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	8.76	8.94	-2.00%	
Net capital turnover ratio	Net Sales	Average Working Capital	2.72	2.66	2.28%	
Net profit ratio	Net Profit	Net Sales	0.04	0.18	-76.29%	Decrease in profit margin
Return on capital employed	Earning before interest and taxes	Capital Employed	0.09	0.27	-64.92%	Decrease in profit

**CAUTIONARY STATEMENT**

Statements in the "Management's Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied in this report. Important factors that would make a difference to the Company's operations include global and Indian demand/supply conditions, raw materials prices, feed stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations/policies, tax regimes, economic developments within the country and other factors such as litigation and labour negotiations. The Company assumes no responsibility to modify or revise any forward-looking statements on the basis of any future events or new information. Actual results may differ from those mentioned in the report.

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

Sd/-

**Rakesh Himatsingka**

(DIN: 00632156)

Chairman and Managing Director

Date: 2nd May, 2023

Place: Kolkata

## CORPORATE GOVERNANCE REPORT

[Pursuant to Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

### INTRODUCTION

The Company always focuses on Good Corporate Governance which is a key driver of sustainable corporate growth and long-term value creation. Your Company believes in conducting its affairs with the highest level of integrity, with proper authorizations, accountability, disclosure and transparency.

The details of the Corporate Governance compliance by the Company as per the Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 are as under:

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

Corporate Governance is the system by which companies are directed and managed. Good Corporate Governance structure encourages Companies to create value through entrepreneurship, innovation, development and exploration and provide accountability and control systems commensurate with the risk involved.

India Carbon Limited believes in ensuring true Corporate Governance Practices to enhance long term Shareholder's Value through corporate performance, transparency, integrity and accountability.

The Company is fully committed to and continues to follow procedures and practices in conformity with the Corporate Governance enshrined in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

#### 2. BOARD OF DIRECTORS – COMPOSITION:

The Board of Directors of the Company Consists of an optimal mix of Executive/Non-Executive Directors and Independent Directors, who have in depth knowledge of business, in addition to expertise in their areas of specialization. The Board provides leadership, strategic guidance, objective and independent view to the Company's Management while discharging its fiduciary responsibilities, thereby ensuring that management adheres to high standards of ethics, transparency and disclosure. The Board consisted of 11(Eleven) Directors including two alternate Directors as on 31st March, 2023. The Board is headed by Mr. Rakesh Himatsingka (DIN: 00632156), who is also the Managing Director. The Board meets the requirement not less than one half being Independent Directors. The size and composition of the Board confirms the requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015).

Independent Directors are Non-Executive Directors as defined under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under Companies Act, 2013 and Reg. 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

None of the Directors on the Board hold Directorships in more than ten Public Companies. Further, none of them is a member of more than ten Committees or Chairman of more than five Committees across all the Public Companies in which he/she is a director. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2023, have been made by the Directors. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com). Except Mr. Rakesh Himatsingka & Mr. Shaurya Veer Himatsingka none of the Directors are related to each other.

During the year a separate meeting of the Independent Directors was held inter-alia to review the performance of Non-Independent Directors and the Board as a whole. The Board periodically reviews compliance reports of all laws applicable to the Company.

The Composition and Category of Board of Director as on 31st March, 2023 is as under:

Sl. No.	Name of the Director	Category
1.	Mr. Rakesh Himatsingka Chairman & Managing Director	Executive Director (Promoter)
2.	Mr. Shaurya Veer Himatsingka Deputy Managing Director & CEO	Executive Director (Promoter)
3.	Mr. Tony William Grimes	Non-Executive Director (Non-Promoter)
4.	Mr. Gordon Kenneth McIntosh	Non-Executive Director (Non-Promoter)
5.	Mr. Alvaro Emilio Martinez (Alternate to Mr. Gordon Kenneth McIntosh)	Non-Executive Director (Non-Promoter)

**CORPORATE GOVERNANCE REPORT (Contd.)**

Sl. No.	Name of the Director	Category
6.	Mr. Mark R. Jones (Alternate to Mr. Tony William Grimes)	Non-Executive Director (Non- Promoter)
7.	Mr. Sunirmal Talukdar	Non-Executive and Independent Director
8.	Mr. Hemant Kumar Khaitan	Non-Executive and Independent Director
9.	Mr. Manoj Mohanka	Non-Executive and Independent Director
10.	Mr. Soumendra Mohan Basu	Non-Executive and Independent Director
11.	Mrs. Susmita Ghose	Non-Executive and Independent Director

**Director Induction, Familiarization and Training**

The Company provides suitable training to the Independent Directors to familiarize them with the Company, their role, nature of the industry in which the Company operates, business model of the Company etc.

The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility. The Company has been organizing visits of the Directors to its plants located at both Guwahati and Budge Budge with a view to familiarize them with the nature of Industry, Operation, Process and to interact with the Management Personnel and Staff.

Directors are regularly briefed about the Industry Specific Issue by the Chairman to enable them understands the Business Environment. To enhance their knowledge and skill the Directors are regularly updated on the changes in the Policies, Law and Regulations, Development in the Business Environment etc.

The policy for such familiarization programs have been uploaded in the website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com).

**Board Meetings:**

During the Financial Year 2022-23, six Board Meetings were held on 23rd May, 2022, 24th June, 2022, 4th August, 2022, 19th August, 2022, 14th November, 2022 and 9th January, 2023. The necessary quorum was present for all the meetings. Video / Tele-conferencing facilities were used to facilitate Directors travelling / residing abroad or at other locations to participate in the meetings. During the year 2022-23, information as mentioned in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 has been placed before the Board for its consideration.

The details of the attendance at the Board Meetings during the year and the Last Annual General Meeting as also number of other Directorships and Committee Memberships and disclosure of relationship between Directors inter-se are given below:-

Name of the Director	No. of Board Meetings attended	Attendance at last AGM	Disclosure of relationship between Directors Inter-se	No. of Shares held by Director as on 31.03.2023
Mr. Rakesh Himatsingka	6	Yes	Father of Mr. Shaurya Veer Himatsingka	10445
Mr. Shaurya Veer Himatsingka	6	Yes	Son of Mr. Rakesh Himatsingka	237431
Mr. Gordon Kenneth McIntosh	0	No	None	Nil
Mr. Alvaro Emilio Martinez (Alternate to Mr. Gordon Kenneth McIntosh)	1	No	None	Nil
Mr. Tony William Grims	0	No	None	Nil
Mr. Mark R. Jones (Alternate to Mr. Tony William Grims)	1	No	None	Nil
Mr. Hemant Kumar Khaitan	5	Yes	None	5200
Mr. Manoj Mohanka	6	Yes	None	Nil
Mr. Soumendra Mohan Basu	6	No	None	Nil
Mr. Sunirmal Talukdar	6	No	None	Nil
Mrs. Susmita Ghosh	6	No	None	Nil

The following persons are related as per the Provisions of the Act:

Mr. Rakesh Himatsingka and Mr. Shaurya Veer Himatsingka.

**CORPORATE GOVERNANCE REPORT** (Contd.)

**Code of Conduct:** The Board of Directors has laid down a Code of Conduct for all Board Members and the Employees in Management grade of the Company. All Board Members and Senior Management Personnel have confirmed Compliance with the Code. A declaration signed by the Managing Director is attached and form part of this Annual Report.

**To the Shareholders of India Carbon Ltd.  
Compliance with Code of Conduct**

I hereby declare that all the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct as adopted by the Board of Directors.

Dated: 02.05.2023

Sd/-  
**Rakesh Himatsingka**  
Chairman and Managing Director

**Code of Conduct for Independent Directors:** As per Provisions of Section 149(8) of the Companies Act, 2013 the Company and Independent Directors shall abide by the Provisions specified in Schedule IV. Further Schedule IV lays down a Code for the Independent Directors of the Company. Pursuant to the said Provisions of the Companies Act, 2013, the Company has drafted a Code for Independent Directors of the Company and the same has also been placed in the Website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com).

**2. COMMITTEE OF DIRECTORS:**

**A) Audit Committee:**

The Audit Committee functions in accordance with Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 177 of the Companies Act, 2013.

**Composition of the Committee as on 31.03.2023 and its Meeting & Attendance during the Financial Year 2022-23:**

Name of the Member	Category	Position	No. of Meeting attended
Mr. Hemant Kumar Khaitan #	Non-Executive and Independent Director	Chairman	6
Mr. Rakesh Himatsingka	Executive Director (Promoter)	Member	6
Mr. Soumendra Mohan Basu	Non-Executive and Independent Director	Member	7
Mr. Manoj Mohanka	Non-Executive and Independent Director	Member	7
Mr. Shaurya Veer Himatsingka	Executive Director (Promoter)	Member	7
Mr. Sunirmal Talukdar*	Non-Executive and Independent Director	Chairman*	4

# Appointed as Chairman of the Audit Committee on 19th August, 2022, \* Resigned from the Audit Committee on 10th August, 2022.

All the Committee Members are financially literate and all of them have accounting or related financial management expertise. During the year 2022-23, seven Audit Committee Meetings were held on 9th April, 2022, 23rd May, 2022, 24th June, 2022, 4th August, 2022, 19th August, 2022, 14th November, 2022 and 9th January, 2023.

The Chief Financial Officer and the representatives of Statutory & Internal Auditors and other officials of the Company are invited to attend the Audit Committee Meetings as and when required.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors in their subsequent Meeting.

**Terms of reference:** The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's Financial Statements, the appointment, independence, performance and remuneration of the Statutory Auditors including the Cost Auditors, the performance of Internal Auditors and the Company's Risk Management Policies. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

**B) Nomination and remuneration committee:**

The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The Policy has been displayed on the Company's website viz. [www.indiacarbonltd.com](http://www.indiacarbonltd.com). The broad terms of reference of the Nomination and Remuneration Committee are as under:

**CORPORATE GOVERNANCE REPORT (Contd.)**

**Terms of reference:** The Nomination and Remuneration Committee assists the Board in overseeing the method, criteria and quantum of compensation for Directors and Senior Management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors and the Board of Directors; identifying the persons who are qualified to become Directors, and who may be appointed in Senior Management and recommends to the Board for their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as Section 178 of the Companies Act, 2013.

**The composition of the Nomination and remuneration Committee as on 31.03.2023 is as follows:**

There were two meetings of Nomination and remuneration Committee of the Company held on 23rd May, 2022 and 9th January, 2023 during the year 2022-23.

Name of the Member	Category	Position	No of Meeting attended
Mr. Soumendra Mohan Basu	Independent Director	Chairman	2
Mr. Hemant Kumar Khaitan	Independent Director	Member	1
Mr. Manoj Mohanka	Independent Director	Member	2

The broad terms of reference of the Nomination & Remuneration are to determine on behalf of the Board of Directors of the Company, the Company's policy on specific remuneration packages for Managing Director/ Key Management Personnel and other senior employee of the Company.

**Details of Remuneration paid to all Directors during the Financial Year 2022-23:**

(i) **Executive Directors –Managing Director/Deputy Managing Director:**

Name	Salary (₹)	Commission (₹)	Perquisites (₹)	Retirement Benefits (₹)	Total (₹)	Service Contract	Notice Period (in months)	Severance Fees (₹)
Mr. Rakesh Himatsingka (Chairman & Managing Director)	3580000	9504889	4195330	Nil	17280219	5 Years (w.e.f. 01/12/2019)	3	Nil
Mr. Shaurya Veer Himatsingka (Deputy Managing Director)	3240000	10103689	3936530	Nil	17280219	5 Year (w.e.f. 01/04/2020)	3	Nil

(ii) **Non-Whole time/Non-Executive Directors:**

Non-Executive Directors	Sitting Fees paid for attending Board/Committee Meetings (₹)
Mr. Hemant. K. Khaitan	225000
Mr. Manoj Mohanka	290000
Mr. Soumendra Mohan Basu	295000
Mr. Sunirmal Talukdar	220000
Mrs. Susmita Ghosh	145000

- Neither any Stock Option or nor any Bonus paid to any of the Independent Directors. No severance Fees is payable to Directors.
- Non-Executive Independent Directors were paid sitting fees of Rs. 20,000/- for attending each Board Meeting, Audit Committee Meeting and Independent Directors Meeting @ Rs.20, 000/- and Rs.5,000/- for other Committee Meetings.
- There has been no Pecuniary Relationship or Transactions of the Non-Executive Directors vis-à-vis the Company during the Financial Year 2022-23.

**C) Stakeholders Relationship Committee:**

In Compliance with the provisions of Section 178 of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Board has formed a "Stakeholders Relationship Committee".

**CORPORATE GOVERNANCE REPORT** (Contd.)

Composition of the Stateholders Relationship Committee as on 31.03.2023 is as follows:-

Name of the Member	Category	Position	No of Meeting attended
Mr. Hemant Kumar Khaitan	Independent Director	Chairman	1
Mr. Rakesh Himatsingka	Executive Director	Member	1
Mr. Shaurya Veer Himatsingka	Executive Director	Member	1

The Committee looks into redressed of Shareholders' Complaints like transfer of Shares, non-receipt of declared dividends and non-receipt of Balance Sheet etc. The Committee oversees the performance of the Registrar and Share Transfer Agents and recommends measures for overall improvement in the quality of investor services.

One Meeting of Stakeholder Relationship Committee was held on the 09.01.2023 during the Financial Year 2022-23.

Investors Complaints: Balance as on 01.4.2022 – Nil, received during the year - 2, Disposed of during the Year - 2, Balance as on 31.03.2023 - Nil.

**Warning against Insider Trading**

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the Company have been issued and implemented.

**D) Share Transfer Committee:**

Your Company has formed a Share Transfer Committee of the Board of Directors facilitating smooth operation of the Share Transfer process of the Company. The composition of the Share Transfer Committee as on 31.03.2023 is as follows:

Name of the Member	Position	Number of Meeting Attended
Mr. Rakesh Himatsingka	Chairman	5
Mr. Shaurya Veer Himatsingka	Member	4
Mr. Hemant Kumar Khaitan	Member	1

The Share Transfer Committee mainly reviews the process of Share Transfers, issue of Duplicate Certificates/Transmission/ Name Deletion and Certificates after Splits/Consolidation/ Renewal and Re-Materialization. This Committee meets as and when required. During the year 2022-23, five Share Transfer Committee Meetings were held on 04.05.2022, 28.06.2022, 09.09.2022, 16.01.2023 and 15.02.2023.

**E) Corporate Social Responsibility Committee:**

Pursuant to Section 135 of Companies Act, 2013 with regards to Corporate Social Responsibilities your Company has constituted a Corporate Social Responsibility Committee comprising of the following Director:

Name of the Member	Category	Position	No of Meeting attended
Ms. Susmita Ghose	Independent Director	Chairperson	1
Mr. Soumendra Mohan Basu	Executive Director	Member	1
Mr. Rakesh Himatsingka	Executive Director	Member	1
Mr. Shaurya Veer Himatsingka	Executive Director	Member	1

The Company has framed a Corporate Social Responsibility Policy which has been uploaded in the website of the Company at [www.indiacarbonltd.com](http://www.indiacarbonltd.com). During the financial year ended 31.03.2023, one (1) number of meeting held by the CSR Committee on 4th August, 2022.

**3. GENERAL BODY MEETINGS:** The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
2021-22	30.09.2022	11:00 A.M.	Through Audio Visual Means
2020-21	30.09.2021	12.00 NOON	Through Audio Visual Means
2019-20	28.09.2020	10.30 A.M.	Through Audio Visual Means

## CORPORATE GOVERNANCE REPORT (Contd.)

## Special Resolutions passed in the previous three AGMs:

AGM held on 30.09.2022	(1)	Approve the Investment/Borrowing by the Company in the Ordinary Course of Business.
	(2)	Authorization Board of Directors to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) whether Indian or overseas upto maximum amount of Rs.400 crores.
	(3)	Approve sale of shares of C & C Investment Limited, wholly owned subsidiary of the Company.
AGM held on 30.09.2021	(1)	Ratification of appointment of Mr. Rakesh Himatsingka (DIN: 00632156) as Managing Director
AGM held on 28.09.2020	(1)	Re-Appointment of Ms. Susmita Ghose (DIN: 07333557) as an Independent Director

No Special Resolution requiring a Postal Ballot was proposed last year. No Special Resolution requiring a Postal Ballot is being proposed at the ensuing AGM. However, the Members are provided with the facility to cast their vote electronically on all the resolutions set out in the Notice of 61st Annual General Meeting.

## DISCLOSURES

**(a) Disclosure on materially significant related party transactions**

During the Financial Year ended as on 31st March, 2023 there were no Materially Significant Related Party Transactions that may have potential conflict with the interests of the Company at large. Suitable disclosure as required by the Ind As has been made in the Financial Statements.

**(b) Disclosure on Accounting Treatment**

The Company has complied with all relevant Provisions of Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended, while preparing the Financial Statements.

**(c) Details of Non-Compliances by the Company, Penalties, Strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on matters relating to the capital Markets:**

There has been no instance of non-compliance of any requirement of the Uniform Listing Agreement entered with the Stock Exchange as well as Regulation and Guideline of SEBI as may be applicable to the Company. No Penalties or Strictures were imposed by SEBI, Stock Exchange or any other Statutory Authority on matters relating to Capital Markets during the last three years.

**(d) Risk Management**

A detailed exercise is being carried out to identify, evaluate, manage and monitor risks of the Company, which may threaten the existence of the Company from time to time and as and when required.

**(e) Vigil Mechanism/ Whistle Blower Mechanism:**

A Vigil Mechanism/ Whistle Blower Policy pursuant to Section 177(9) of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 have been formulated for Directors and Employees of the Company and the same is available on the Company's Website.

**(f) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015:**

The Company in view of good Corporate Practice has voluntarily complied with the requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 pertaining to Corporate Governance. Adoptions of non-mandatory requirements of the aforesaid Regulations are being reviewed by the Board from time to time.

**3. MEANS OF COMMUNICATION:**

- Quarterly Results are published in daily newspapers viz. Business Standard (English), Assam Rising (English - Assam/Guwahati) and Dainandin Barta (Assamese- local language). The Annual Report is being sent to the Shareholders of the Company. The Quarterly as well as Annual Financial Results has also been posted on the Company's Website at [www.indiacarbonltd.com](http://www.indiacarbonltd.com).
- Management's Discussions & Analysis Report forms part of this Annual Report, which is also being sent to all Shareholders of the Company.
- Official news releases, if any, are given to the press from time to time.
- Presentations to institutional investors or to the analysts: As and when made.

## CORPORATE GOVERNANCE REPORT (Contd.)

### 4. SUBSIDIARY COMPANIES

The Company do not have any Subsidiary Company as on 31.03.2023 and hence the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regards to Subsidiary Company is not applicable to your Company.

### 5. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct with a view to regulate trading in securities by the Directors and Designated Employees of the Company. The Code requires a pre-clearance for dealing in the Company's shares and prohibits the purchase and sale of Company shares by the Directors and Designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when Trading Window is closed. The Code of Practices & Procedures for fair Disclosure of Unpublished Price Sensitive Information under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 has been uploaded into the Company's website.

All Directors of the Company and Designated Employee has confirmed with compliance with the Code.

### 6. CFO & CEO CERTIFICATION

The Chief Financial Officer and the Chief Executive Officer of the Company have issued necessary Certificate pursuant to the Provisions of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is attached and form part of the Annual Report.

### 7. COMPLIANCE CERTIFICATE OF THE AUDITOR

Certificate from Company's Statutory Auditor confirming compliance with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and forms part of the Annual Report.

### 8. GENERAL SHAREHOLDERS INFORMATION:

a) Annual General Meeting is proposed to be held on 18th September, 2023 at 11:00 A.M. through Video Conferencing.

b) **Financial Calendar:** 1st April, 2023 to 31st March, 2024 (Tentative)

Financial Results for the quarter ending 30th June, 2023	Within 45 days of 1st Quarter ended
Financial Results for the quarter ending 30th September, 2023	Within 45 days of 2nd Quarter ended
Financial Results for the quarter ending 31st December, 2023	Within 45 days of 3rd Quarter ended
Financial Results for the quarter ending 31st March, 2024	Within 60 days of 4th Quarter ended

c) **Date of Book Closure:**

The Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2023 to 18th September, 2023 (both days inclusive).

d) **Dividend Payment Date:** within 1(One) month from the date of AGM if approved at the AGM.

The Company had transferred to Investor Education and Protection Fund requisite amount and had also filed necessary form with Register of Companies during the F.Y. 2022-23. There were no Unpaid Dividends, Matured Deposits, Debentures or Accrued Interest thereon, Application Money Due for Refund which has remained Unpaid or Unclaimed for Seven Years or more.

e) **Registrars and Share Transfer Agent:**

M/s. C. B. Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019, a SEBI registered Registrar, are the Registrars & Share Transfer Agent of the Company and are processing the transfers, sub-division, consolidation, splitting of securities, etc. The Company's Shares can be traded only in the dematerialized form and any request for Dematerialization and Re-Materialization should be sent directly to M/s. C.B. Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019. The Company has already entered into agreements with NSDL and CDSL for the purpose of Dematerialization of shares, Demat ISIN Number in NSDL and CDSL: **INE 743B01015**.

f) **Share Transfer System:**

As per directives issued by SEBI, it is compulsory to trade in securities of any Company's Equity shares in Dematerialized Form.

**CORPORATE GOVERNANCE REPORT (Contd.)**
**g) Distribution of Shareholding as on 31st March, 2023:**

No. of Shares	No. of Shareholders	No. of Shares
1 - 500	2736	201338
501 - 1000	59	45746
1001 - 2000	26	38294
2001 - 3000	5	12764
3001 - 4000	2	6588
4001-5000	1	4040
5001-10000	5	32201
10001 - 50000	10	179015
50001 - 100000	2	185138
100001 and above	4	1944876
<b>TOTAL :</b>	<b>2850</b>	<b>2,650,000</b>

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

Shareholders	Total No. of shares	Percentage to Total Issued Shares
Promoters	1311788	49.50
Persons acting in Concert	0	0.00
Mutual Funds, Banks, Financial Institutions and Insurance Companies	15183	0.57
Others	1323029	49.93
<b>TOTAL</b>	<b>2650000</b>	<b>100.00</b>

- a) Dematerialization of Shares: As per the Notification issued by SEBI, the shares of the Company are traded compulsorily in dematerialized form by all investors with effect from 26th March, 2001. As on 31st March, 2023, 66.97% of the Company's Paid up Equity Capital representing 17,74,614 Shares were held in Demat form.

No. of shares in Physical Segment	875386	33.03%
No. of shares in Demat Segment	1774614	66.97%

**Dematerialization:**

The Shareholders should open a Demat Account with a Depository Participant (DP) for Dematerialization of Shares. The person has to submit a Demat request form duly filled up along with the Share Certificates to his DP. The DP will allocate a Demat Request Number and shall forward the same physically as well as electronically, through NSDL/CDSL, to the Registrar and Share Transfer Agent. On receipt of the Demat request both physically and electronically and after verification, the shares are Dematerialized and an Electronic Credit of Shares is given in the account of the Shareholder.

**b) Listing of Equity Shares on Stock Exchange:**

The Company's Equity Shares are listed on the Stock Exchange in Kolkata.

**Name of the Stock Exchanges** : The Calcutta Stock Exchange Ltd

**Stock Code** : 19205

**Stock Market Price of the Company's Share vis-à-vis Sensex:**

No trading took place during the Financial Year 2022-23.

**CORPORATE GOVERNANCE REPORT** (Contd.)**PLANT LOCATIONS :**

A) Noonmati, Guwahati - 781020, Assam.

B) 35, Deshbandhu Chittaranjan Road, Budge Budge, 24 Parganas (South), Kolkata-700 137

**9. ADDRESS FOR CORRESPONDENCE:**

For transfer/dematerialization of shares : C B Management Services (P) Ltd  
payment of dividend on shares, interest and P-22 , Bondel Road, Kolkata 700019  
redemption of debentures, and any other query Telephone : 40116700/11, 40116718/23,  
relating to the shares and debentures of the 22806692/93/94,  
Company. Fax : 033 2230-7507  
E-mail : rta@cbmsl.com

Any query on Annual Report : Secretarial Department  
"Temple Chambers", 4th Floor,  
6, Old Post Office Street,  
Kolkata - 700 001  
Ph: (033) 2248-7856/9

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

Sd/-

**Rakesh Himatsingka**

(DIN:00632156)

Chairman and Managing Director

Place: Kolkata

Date: 2nd May, 2023

**CORPORATE GOVERNANCE REPORT** (Contd.)**CFO/CEO CERTIFICATION****(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)**

In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Chief Executive Officer and Chief Financial Officer of the Company has Certified to the Board that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the Company's Affairs and are in compliance with existing accounting standards, applicable Laws and Regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that:
- (1) There has not been any significant change in internal control over financial reporting during the year;
  - (2) There have not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (3) We are not aware of any instances during the year of significant fraud with involvement therein of the Management or an employee having a significant role in the Company's Internal Control System Over Financial Reporting.

For **INDIA CARBON LIMITED**  
Sd/-  
Mr. Shaurya Veer Himatsingka  
(Chief Executive Officer)

For **INDIA CARBON LIMITED**  
Sd/-  
Mr. Vinod Kumar Agarwal  
(Chief Financial Officer)

Date: 02.05. 2023  
Place: Kolkata

**CORPORATE GOVERNANCE REPORT** (Contd.)**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

To,  
The Members of  
**India Carbon Limited**

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, I hereby certify that none of the Directors on the Board of India Carbon Limited (CIN: L23101AS1961PLC001173) having its registered office at Noonmati, Guwahati, Assam – 781020, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such Statutory Authority.

Sd/-

**CS SUMANTRA SARATHI MAHATA**

FCS Membership No: 11966

CP No: 13473

Place: Kolkata

Date: 26th May, 2023

---

**CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE AS REQUIRED UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To The Members of  
**M/S INDIA CARBON LIMITED**  
(CIN: L23101AS1961PLC001173)  
Noonmati, Guwahati, Assam-781020.

I have examined the Compliance of Corporate Governance of **M/s India Carbon Limited** (CIN: L23101AS1961PLC001173), Noonmati, Guwahati, Assam-781020 for the financial year 2022-2023 as stipulated under applicable regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governances. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has generally complied with the condition of Corporate Governance as stipulated under applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **S Samanta & Co**  
Chartered Accountants  
(Firm Registration No. 305020E)  
**S. Samanta**  
(Membership No. 007200)  
UDIN: 23007200BGUQDV1838

Date: 02.05.2023

Place: Kolkata

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**INDIA CARBON LIMITED**

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

**Opinion**

We have audited the accompanying financial statements of India Carbon Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity and the Cash Flow Statement for the year then ended, and 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 Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS, of the state of affairs as at March 31, 2023., and its Profit including other comprehensive income, changes in equity and its Cash Flow for the year ended on that date.

**Basis of Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (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 Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements 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><b>Litigations - Contingencies</b> The Company has ongoing litigations with respect to entry tax under WB Entry Tax Act 2012, which might have an impact on the results, if the potential exposures were to materialize. The matter is sub-judice Refer Note 32 to the Financial Statements</p>	<p><b>Principal Audit Procedures</b> Our audit approach was a combination of test of internal controls and substantive procedures. Supporting documentation are tested for the positions taken by the management.</p>

**Information Other than the 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 Report on Corporate Governance, Shareholder information and Report of the Board of Directors & Management Discussion and Analysis, but does not include the financial statements and our auditor’s report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our 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 Companies Act.2013 (“the Act”) with respect to the preparation of these IND AS 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

## INDEPENDENT AUDITOR'S REPORT (Contd.)

with the Accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the act read with rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes the 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 the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of IND AS 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.

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

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

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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.

**INDEPENDENT AUDITOR'S REPORT** (Contd.)

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**

As required by the Companies (Auditor's Report) Order 2020 ("the Order") as amended, issued by Central Government of India in terms of subsection (11) of Section 143 of the act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 & 4 of the order.

As required by section 143(3) of the Act, based on our audit we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit & Loss including other comprehensive income, statement of changes and Cash Flow Statement in equity dealt with by this report are in agreement with the books of account;
- d. In our opinion the aforesaid IND AS financial statements comply with the Accounting Standards specified under section 133 of the act.
- e. On the basis of written representations received from the directors as on March 31,2023, and 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 sub section(2) of section 164 of the Act.
- f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements in accordance with the generally accepted accounting practice – Refer Note 32 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 amounts, required to be transferred to the investor's education and protection fund by the company.
  - iv.
    - i) 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 of any other sources or kind of funds) by the Company to or in any other person of entity including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee. Security or the like on behalf of the Ultimate Beneficiaries.
    - ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person of entity including foreign entities ("Funding Parties") with the understanding whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") of provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

- iii) Based on such audit procedures that we 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) contain any material misstatement.
  - iv) The Dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- i. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the act, as amended;

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

For S. SAMANTA & CO.  
Chartered Accountants  
Firm Registration No. 305020E

**S. SAMANTA**

Partner

Membership No.: 007200

UDIN: 23007200BGUQDS1691

Kolkata

Dated : 2nd May 2023

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 9 of the Independent Auditors Report of even date to the members of India Carbon Limited on the Financial Statements as of and for the year ended March 31, 2023.

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
 (B) The Company has maintained proper record showing full particulars of In-Tangible Assets.
- (b) The Property, Plant and Equipment except furniture and fixture have been physically verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment.
- (e) Based on our Audit, the Company has not held any Benami Property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The management has conducted the physical verification of inventory during the year. In our opinion the coverage and procedure of such verification by the management is appropriate. No material discrepancies have been noticed in physical verification of the inventory.
- (b) The Company has been sanctioned working capital limits in excess of five Crores rupees from banks on the basis of security of current assets. The Quarterly returns or statement filed by the company to the banks from which the company has taken working capital facilities, are in agreement with the books of account of the Company.
- (iii) The Company has not granted any Loans, secured or unsecured to Companies, firms, limited liability partnerships or other parties covered in the Register maintained under sec 189 of the act.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security if any hence this clause is not applicable.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73,74,75 & 76 of the Act and the Companies (acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has specified the maintenance of Cost Records under section 148(1) of the Act for any of the products of the Company. We have broadly reviewed the books of account maintained by the Company 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 records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion the Company is generally regular in depositing with appropriate undisputed authorities statutory dues in respect of Goods and Services Tax, Provident Fund, Employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added Tax, cess and any other statutory dues to the appropriate authorities. As on the last day of the financial year no undisputed statutory dues were outstanding for a period of six month from the date they become payable.
- (b) According to the information and explanations given to us, there are no statutory dues refer to in sub-clause (a) above which have not been deposited on Account of any dispute, except following:

Name of the Statute	Nature of dues	Amount Rs in lacs	Period to which relates	Forum where the dispute is pending
C.S.T Act	Sales Tax	29.26	2013-14	West Bengal Commercial Taxes Appellate & Revisional Board
C.S.T Act	Sales Tax	99.14	2015-16	West Bengal Commercial Taxes Appellate & Revisional Board

- (viii) According to the information and explanation given to us, there are no such income which have been surrendered or disclosed as unrecorded income during the year in the tax assessment under the income tax act 1961 (43 of 1961)
- (ix) (a) According to the records of the company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or banks or debentureholders as at the balance sheet date.
- (b) The Company is not declared as wilful defaulter by any bank or financial institution or other lender.
- (c) The Company has not taken any Term Loan during the Financial Year.

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT** (Contd.)

- (d) The Company has not utilized the funds raised on short term basis for long term purpose.
- (e) The Company has not any fund from any entity or persons on account of or to meet the obligation of its subsidiaries.
- (f) The Company has not raised any loan during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer during the Year. Hence this clause is not applicable.
- (b) According to the information and explanations given to us by management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of this clause of the Order are not applicable to the Company.
- (xi) (a) According to the audit procedures performed and the information and explanation given to us by management, we have noticed no fraud by the company or any fraud on the company.
- (b) As there was no fraud noticed, therefore, this clause is not applicable.
- (c) During the year no complains have reached to the company under Whistle Blower Mechanism.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of this clause of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us by management, all the transaction with the related parties during the year are in compliance with section 177 and 188 of Companies Act. and the details have been disclosed in the financial statement as required by the applicable accounting standard.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal auditor for the year under audit were considered by us,
- (xv) According to the audit procedure performed and the information and explanations given to us by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of this clause of the Order are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 (2 of 1934).
- (b) The company has not conducted any Non-Banking Financial of or Housing Finance activities.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulation made the Reserve Bank of India.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) As the statutory auditor for the current year as well as for previous year remain same, this clause is not applicable
- (xix) On the basis of the examination of financial ratio ageing and expected dates of realization of financial assets and payment of financial liabilities and also other information accompanying the financial statement, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
- (xx) (a) Based on our audit procedure and according to the information and explanations given to us, the company is not required to transfer any amount to a fund specified in schedule (VII) to the Companies Act within a period of six month of the expiry of the preceding financial year as the company spent excess amount.
- (b) According to the information and explanation the company has no unspent amount u/s 135 (5) of the Companies Act pursuing to any on-going projects.
- (xxi) The company does not have any subsidiary company, associate or joint venture. Hence this clause is not applicable to the Company.

For S. SAMANTA & CO.  
Chartered Accountants  
Firm Registration No. 305020E  
**S. SAMANTA**  
Partner  
Membership No.: 007200  
UDIN: 23007200BGUQDS1691

Kolkata  
Dated : 2nd May 2023

## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INDIA CARBON LIMITED**

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

- i. We have audited the internal financial controls over financial reporting of India Carbon 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**

- ii. The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India” These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

- vii. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

**ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT** (Contd.)

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

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

For S. SAMANTA & CO.  
Chartered Accountants  
Firm Registration No. 305020E

**S. SAMANTA**  
Partner

Membership No.: 007200  
UDIN: 23007200BGUQDS1691

Kolkata  
Dated : 2nd May 2023

**BALANCE SHEET** as at 31st March, 2023

(Rs. in Lacs)

<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment & Intangible Assets			
Property, Plant and Equipment	3A	1,535.30	1,447.37
Capital work-in-progress	3A	704.42	491.24
Intangible Assets	3B	2.60	7.08
Financial Assets:			
Investments	4	20,113.57	20,694.21
Other Financial Assets	5	64.56	329.86
Deferred Tax Assets (Net)	17	0.00	42.70
Other non-current assets	6	40.68	41.24
<b>Total Non - Current Assets</b>		<b>22,461.11</b>	<b>23,053.70</b>
<b>Current Assets</b>			
Inventories	7	21,165.97	18,070.40
Financial Assets:			
Investments	8	317.48	266.07
Trade Receivables	9	4,656.04	6,019.69
Cash and cash equivalents	10	1,262.87	1,282.27
Other Bank Balances	11	1,025.58	95.57
Other financial assets	12	342.89	221.06
Other Current Assets	13	4,981.78	4,695.43
<b>Total Current Assets</b>		<b>33,752.61</b>	<b>30,650.50</b>
<b>Total Assets</b>		<b>56,213.72</b>	<b>53,704.20</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	265.00	265.00
Other Equity	15	43,141.39	43,323.83
<b>Total Equity</b>		<b>43,406.39</b>	<b>43,588.83</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Provisions	16	40.65	35.85
Deferred Tax Liabilities (Net)	17	98.24	-
<b>Total Non-current liabilities</b>		<b>138.88</b>	<b>35.85</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	18	11,500.00	5,799.01
Trade Payables	19		
Total outstanding dues of micro enterprises and small enterprises		215.97	549.82
Total outstanding dues of creditors other than micro enterprises and small enterprises		351.59	2,238.40
Other Financial Liabilities	20	472.36	1,249.53
Other Current Liabilities	21	41.47	89.88
Provisions	22	34.49	7.80
Current Tax Liabilities (Net)	23	52.57	145.07
<b>Total Current Liabilities</b>		<b>12,668.45</b>	<b>10,079.52</b>
<b>Total Liabilities</b>		<b>12,807.34</b>	<b>10,115.38</b>
<b>Total Equity and Liabilities</b>		<b>56,213.72</b>	<b>53,704.20</b>

The accompanying notes form an integral part of the Balance Sheet.  
Per our report attached of even date.

On Behalf of Board of Directors

**For S. SAMANTA & CO.**  
Chartered Accountants  
Firm Registration No. 305020E  
S. Samanta  
Partner  
Place: Kolkata  
Date: 2nd May 2023  
UDIN: 23007200BGUQDS1691

**Rakesh Himatsingka**  
Chairman & Managing Director  
DIN: 00632156

**Shaurya Veer Himatsingka**  
Deputy Managing Director & CEO  
DIN : 01200202

**Soumendra Mohan Basu**  
Director  
DIN: 01125409

**Vinod Agarwal**  
Chief Financial Officer

**Hemant Kumar Khaitan**  
Director  
DIN: 00220049

**Bhaskar Rakshit**  
Company Secretary

**STATEMENT OF PROFIT AND LOSS** for the year ended 31st March, 2023

(Rs. in Lacs)

PARTICULARS	Note No.	Year ended 31.03.2023	Year ended 31.03.2022
Revenue from Operations	24	<b>56,571.86</b>	45,612.37
Other Income	25	<b>1,055.16</b>	1,971.89
<b>Total Income</b>		<b>57,627.02</b>	47,584.25
Expenses			
Cost of Materials Consumed	26	<b>50,147.70</b>	35,749.45
Changes in Inventories of Finished Goods	27	<b>(3,336.93)</b>	(5,898.90)
Employee Benefits Expense	28	<b>1,250.17</b>	1,787.47
Finance Costs	29	<b>670.87</b>	108.01
Depreciation and Amortization Expense	3	<b>160.30</b>	202.94
Other Expenses	30	<b>5,296.24</b>	4,008.25
<b>Total Expenses</b>		<b>54,188.36</b>	35,957.22
<b>Profit (Loss) Before Tax</b>		<b>3,438.66</b>	11,627.03
<b>Tax Expense:</b>			
Current tax		<b>601.71</b>	2,025.93
Deffered Tax		<b>455.89</b>	1,466.27
Excess tax Provision for earlier period written back		<b>(11.34)</b>	–
<b>Profit (Loss) for the Year</b>		<b>2,392.39</b>	8,134.83
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		<b>(9.52)</b>	16.39
Equity Instruments Through Other Comprehensive Income		<b>(2,747.77)</b>	2,458.36
Income tax relating to items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		<b>(0.03)</b>	(8.82)
Equity Instruments Through Other Comprehensive Income		<b>314.98</b>	(286.15)
<b>Total Other Comprehensive Income, Net of Tax</b>		<b>(2,442.33)</b>	2,179.77
<b>Total Comprehensive Income for the Year</b>		<b>(49.94)</b>	10,314.60
<b>Earning per equity share of Rs. 10/- each</b>	31		
Basic		<b>90.28</b>	306.97
Diluted		<b>90.28</b>	306.97

The accompanying notes form an integral part of Statement of Profit and Loss.

Per our report attached of even date.

On Behalf of Board of Directors

**For S. SAMANTA & CO.**

Chartered Accountants  
Firm Registration No. 305020E  
S. Samanta  
Partner  
Place: Kolkata  
Date: 2nd May 2023  
UDIN: 23007200BGUQDS1691

**Rakesh Himatsingka**

Chairman & Managing Director  
DIN: 00632156

**Shaurya Veer Himatsingka**  
Deputy Managing Director & CEO  
DIN : 01200202

**Soumendra Mohan Basu**

Director  
DIN: 01125409

**Vinod Agarwal**  
Chief Financial Officer

**Hemant Kumar Khaitan**

Director  
DIN: 00220049

**Bhaskar Rakshit**  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY** for the year ended 31st March, 2023

(Rs. in Lacs)

**A. Equity Share Capital**

	2022-23	2021-22
26,50,000 Equity Shares of Rs. 10 Each, subscribed and fully paid		
<b>Balance at the beginning of current reporting period</b>	<b>265.00</b>	265.00
Changes in Equity Share Capital due to prior period errors	–	–
Restated balance at the beginning of the current reporting period	–	–
Changes in Equity Share Capital during the year		
<b>Balance at the end of the current reporting period</b>	<b>265.00</b>	265.00

**B. Other Equity**

	Attributable to Equity Share holders of the Company							Total
	Reserves and surplus					Other Comprehensive Income		
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
<b>As at 1st April, 2021</b>	<b>75.00</b>	<b>20.00</b>	<b>0.06</b>	<b>3,188.06</b>	<b>25,201.04</b>	<b>4,681.07</b>	–	<b>33,165.24</b>
Changes in Accounting Policy or prior period errors	–	–	–	–	–	–	–	–
<b>Restated balance as at 1st April, 2021</b>	<b>75.00</b>	<b>20.00</b>	<b>0.06</b>	<b>3,188.06</b>	<b>25,201.04</b>	<b>4,681.07</b>	–	<b>33,165.24</b>
Dividend					(132.50)			(132.50)
Profit for the year		–	–	–	8,134.83	–	(15.95)	<b>8,118.88</b>
Other Comprehensive Income (Net of Tax)		–	–	–	(15.95)	2,172.21	15.95	<b>2,172.21</b>
<b>As at 31st March, 2022</b>	<b>75.00</b>	<b>20.00</b>	<b>0.06</b>	<b>3,188.06</b>	<b>33,187.42</b>	<b>6,853.28</b>	–	<b>43,323.83</b>
Changes in Accounting Policy or prior period errors	–	–	–	–	–	–	–	–
<b>Restated balance as at 1st April, 2022</b>	<b>75.00</b>	<b>20.00</b>	<b>0.06</b>	<b>3,188.06</b>	<b>33,187.42</b>	<b>6,853.28</b>	–	<b>43,323.83</b>
Profit for the year		–	–	–	2,392.39	–		<b>2,392.39</b>
Transfer to Retained Earning					(9.55)		9.55	–
Realized profit on sale of Investments transferred from OCI					5.24	(5.24)		–
Other Comprehensive Income (Net of Tax)		–	–	–		(2,432.78)	–	<b>(2,432.78)</b>
Dividend					(132.50)			<b>(132.50)</b>
<b>As at 31st March, 2023</b>	<b>75.00</b>	<b>20.00</b>	<b>0.06</b>	<b>3,188.06</b>	<b>35,443.01</b>	<b>4,415.26</b>	–	<b>43,141.39</b>

The accompanying notes form an integral part of the Statement of Changes in Equity.

Per our report attached of even date.

On Behalf of Board of Directors

**For S. SAMANTA & CO.**

Chartered Accountants  
 Firm Registration No. 305020E  
 S. Samanta  
 Partner  
 Place: Kolkata  
 Date: 2nd May 2023  
 UDIN: 23007200BGUQDS1691

**Rakesh Himatsingka**

Chairman & Managing Director  
 DIN: 00632156

**Shaurya Veer Himatsingka**

Deputy Managing Director & CEO  
 DIN : 01200202

**Soumendra Mohan Basu**

Director  
 DIN: 01125409

**Vinod Agarwal**

Chief Financial Officer

**Hemant Kumar Khaitan**

Director  
 DIN: 00220049

**Bhaskar Rakshit**

Company Secretary

**CASH FLOW STATEMENT** for the year ended 31st March, 2023

(Rs. in Lacs)

PARTICULARS	Year ended 31.3.2023	Year ended 31.3.2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>Profit before tax</b>	<b>3,438.66</b>	11,627.03
<b>Adjustments for :</b>		
Depreciation / Amortisation Expense	<b>160.30</b>	202.94
Amortisation of Prepayments	<b>0.56</b>	0.56
Finance Costs	<b>670.87</b>	108.01
Provision no Longer required written back	<b>-115.96</b>	-
Net Gain/Loss on sale of Property Plant & Equipments	<b>1.24</b>	0.10
Interest Income	<b>-211.77</b>	-119.20
Dividend Income	<b>-55.39</b>	-58.46
Liabilities No Longer Required written back	<b>-0.95</b>	-13.62
Gain / Loss on Sale of Investments	<b>-2.27</b>	-164.81
Net Gain/Loss on reinstatement of Investments measured at fair value through profit or loss	<b>47.20</b>	-1,030.28
Unrealised Gain/ Loss on Foreign Exchange	-	3.72
Bad Debts / Advances written off	<b>41.37</b>	20.74
<b>Operating Profit before Working Capital changes</b>	<b>3,973.87</b>	10,576.75
<b>Adjustments for:</b>		
Increase/ decrease in Trade Receivables, Loans, Advances and Other Assets	<b>946.64</b>	-6,732.28
Increase/ decrease in Inventories	<b>-3,095.57</b>	-12,036.54
Increase/ decrease in Trade Payables, Other Liabilities and Provisions	<b>-3,025.67</b>	2,495.92
<b>Cash Generated from Operations</b>	<b>-1,200.73</b>	-5,696.15
Income Tax Paid	<b>-682.87</b>	-2,140.21
<b>NET CASH FLOW FROM OPERATING ACTIVITIES - A</b>	<b>-1,883.60</b>	-7,836.36
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Including Capital Work in Progress	<b>-461.60</b>	-713.05
Sale of Property, Plant & Equipments	<b>3.44</b>	-
Investment in Mutual Funds	<b>-4,139.25</b>	-7,153.17
Sale of Investment in Mutual Funds	<b>1,950.05</b>	8,742.97
Investment in Bank Deposits	<b>-653.97</b>	2,564.24
Sale of Shares of Subsidiary company	<b>0.75</b>	-
Interest Income	<b>211.77</b>	119.20
Dividend Income	<b>55.39</b>	58.46
<b>NET CASH FLOW FROM INVESTING ACTIVITIES - B</b>	<b>-3,033.42</b>	3,618.64

**CASH FLOW STATEMENT** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

PARTICULARS	Year ended 31.3.2023	Year ended 31.3.2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Short Term Borrowings (Net)	<b>5,700.98</b>	4,001.72
Finance Costs	<b>-670.87</b>	-108.01
Dividend Paid	<b>-132.50</b>	-132.50
<b>NET CASH USED IN FINANCING ACTIVITIES - C</b>	<b>4,897.61</b>	3,761.21
<b>NET INCREASE /DECREASE. IN CASH AND CASH EQUIVALENT (A + B + C)</b>	<b>-19.41</b>	-456.51
Add: Balance of Cash and Cash Equivalents As At 31.3.2022	<b>1,282.27</b>	1,738.79
Balance of Cash and Cash Equivalents As At 31.03.2023	<b>1,262.87</b>	1,282.27

The accompanying notes form an integral part of the Cash Flow Statement.

Per our report attached of even date.

On Behalf of Board of Directors

**For S. SAMANTA & CO.**

Chartered Accountants

Firm Registration No. 305020E

S. Samanta

Partner

Place: Kolkata

Date: 2nd May 2023

UDIN: 23007200BGUQDS1691

**Rakesh Himatsingka**

Chairman &amp; Managing Director

DIN: 00632156

**Shaurya Veer Himatsingka**

Deputy Managing Director &amp; CEO

DIN : 01200202

**Soumendra Mohan Basu**

Director

DIN: 01125409

**Vinod Agarwal**

Chief Financial Officer

**Hemant Kumar Khaitan**

Director

DIN: 00220049

**Bhaskar Rakshit**

Company Secretary

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023

(Rs. in Lacs)

**Note No.1 - Company Background**

India Carbon Limited (the 'Company') is a public limited company incorporated and domiciled in India. The equity shares of the Company are listed on The Calcutta Stock Exchange Limited. Registered office of the Company is located at Noonmati, Guwahati-781020, Assam.

The Company is mainly engaged in the business of manufacturing & selling of Carbon products.

The Financial Statements were approved and authorised for issue in accordance with the resolution of the Company's Board of Directors on 2nd May, 2023.

**Note No.2 - Significant Accounting Policies:**

This Note provides a list of the significant accounting policies adopted in the preparation of the Financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(a) Basis of Preparation****(i) Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of the Companies Act, 2013 ("the Act") and other accounting principles generally accepted in India, to the extent applicable.

The financial statements are presented in Indian Rupees which is the Company's functional and presentation currency.

**(ii) Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value.
- Defined benefit plans - plan assets measured at fair value.

**(iii) Current versus Non-current Classification**

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) held primarily for the purpose of trading,
- b) expected to be realised within twelve months after the reporting period, or
- c) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

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

All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current.

**(b) Use of Estimates**

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognised in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Claims, Provisions and Contingent Liabilities:

In case of any ongoing dispute / litigation, where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

4. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

**(c) Fair Value Measurement**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows below.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds. The mutual funds are valued using the closing Net Asset Value.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

**(d) Property, Plant and Equipments**

Freehold land is carried at carrying value as per previous GAAP. All other items of Properties plant and equipment are stated at their cost of acquisition or construction and are net of accumulated depreciation. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

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

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation Method, Estimated Useful Lives And Residual Values: Depreciation is calculated on a pro-rata basis using the Diminishing Balance Method to allocate their cost, net of their estimated residual values, over their estimated useful lives in accordance with Schedule II to the Act. Each component of an item of property, plant and equipment with a cost that is significant in relation to the cost of that item is depreciated separately if its useful life differs from the other components of the item.

Estimated useful lives of the assets are as follows:

Buildings - 30 to 60 years

Plant and Equipments - 8 to 15 years

Furniture and Fixtures - 10 years

Vehicles - 8 years

Office Equipments - 3 to 6 years

The useful lives, residual values and the method of depreciation of property, plant and equipment 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 and are included in profit or loss within 'Other Income'/'Other Expenses'.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as 'Capital Advances' under other non-current assets and the cost of property, plant and equipment not ready to use are disclosed under 'Capital Work-in-progress'.

**(e) Intangible Assets****Computer Software**

Software for internal use, which is primarily acquired from third-party vendors is capitalised at cost. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation / system integration services, where applicable.

**Amortisation Method**

Application software is amortised over the estimated economic useful life of 6 years.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

**(f) Impairment of Non-financial Assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units)

**(g) Research & Development:**

Revenue expenditure on research and development is charged as expense in the year in which it is incurred. Capital expenditure on research and development is shown as an addition to Fixed Assets.

**(h) Leasehold Land****1. Determining whether an arrangement contains a lease**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**2. Company as lessor****Finance Lease**

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between

the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

#### **Operating Lease**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Company with expected inflationary costs.

### **3. Company as Lessee**

The Company's lease asset classes primarily comprise of lease for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

#### **□ Right of Use Assets**

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

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right of use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of Non-Financial Assets'.

#### **Lease Liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if any.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in other current and non-current financial liabilities. Short-term leases and leases of low-value assets .

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

"Lease liability" and "Right of Use Asset" have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**(i) Financial Instrument****A. Financial Assets**

Financial assets, where applicable are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. However, trade receivables that do not contain a significant financing component are measured at transaction price.

**i) Classification**

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

The financial assets are classified as those measured at:

1. amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.
2. fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
3. fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on their fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, advances, security deposits, cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes.

**Investments (Other than Investments in Subsidiaries) and Other Financial Assets**

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

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

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

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

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt Instruments**

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

**\*Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.

**\* Fair Value through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other Income'.

**\* Fair Value through Profit or Loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the Statement of Profit and Loss within 'Other Income' in the period in which it arises.

#### **Equity Instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'Other Income' in the Statement of Profit and Loss.

#### **iii) Impairment of Financial Assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets which are not fair valued through profit or loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk. **(Note 36)** details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### **B. Financial Liabilities**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

#### **De-recognition of financial liabilities**

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

#### **(j) Inventories**

Raw materials, stores and spare parts are valued at the lower of cost and net realisable value. Cost includes purchase price, duties and taxes, freight and other expenditure incurred in bringing such inventories to their present location and condition. In determining cost, 'first in first out' method is used. The carrying costs of raw materials, stores and spare parts are appropriately written down when there is a decline in replacement cost of such materials and the finished products, in which they will be incorporated, are expected to be sold below cost.

Finished goods are valued at the lower of cost and net realisable value. Cost comprises of direct material, labour expenses and an appropriate portion of production overheads incurred in bringing the inventory to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of the production facilities.

Traded finished goods are valued at the lower of cost and net realisable value.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**(k) Borrowing Costs**

The borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

**(l) Dividend Income**

Dividend Income from investments is recognized when the Company's right to receive payment has been established.

**(m) Income from Government Grant**

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant.

Accordingly, government grants:

- a. related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.
- b. related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- c. by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

**(n) Foreign exchange transactions**

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss.

**(o) Employee benefits**

The Company's obligations towards various employee benefits have been recognised as follows:

Short term benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post-employment benefits

- a) Monthly contributions to Provident Funds which are in the nature of defined benefit schemes are charged to Statement of Profit and Loss and deposited with the Provident Fund administered through the Company's trust on a monthly basis.
- b) The administration of the gratuity scheme which is in the nature of defined benefit plan, has been entrusted to Gratuity Trust. Annual charge is recognised on the basis of actuarial valuation at the Balance Sheet date, conducted by an independent actuary appointed by the Company and payments are made to Trust on the basis of annual contribution determined by the actuary. The Company recognizes all actuarial gains and losses in the Statement of Profit and Loss

Termination benefits

Costs of termination benefits have been recognised only when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle such obligation and the amount of the obligation can be reliably estimated.

**(p) Income taxes**

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

- a. Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws.
- b. Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably certain (as the case may be) to be realised

**(q) Dividend Distribution**

Dividends paid is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

**(r) Provisions and Contingent liabilities**

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

**(s) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

**(t) Standard Issued/ amended but not yet effective**

Ministry of Corporate Affairs ("MCA"), vide notification dated 31st March 2023, has made the following amendments to the existing standards which are effective from 1st April 2023:

- (a) Ind AS 1 Presentation of Financial Statements: The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

- (b) Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors: The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.
- (c) Ind AS 12 Income Taxes: The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.
- (d) Other Ind AS Amendments: There are also consequential or editorial amendments in Ind AS 101, 102, 103, 107, 109, 115.

Based on preliminary assessment, the Company does not expect significant impact of these changes on its standalone financial statements.

NOTES TO FINANCIAL STATEMENTS for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

		3A. RECONCILIATION OF GROSS AND NET CARRYING AMOUNT OF EACH CLASS OF ASSETS											(Rs. in Lacs)				
		Freehold Land	Buildings	Railway Siding, Roads and Bridges	Plant and Equipment	Research & Development Equipment	Furniture and Fixtures	Utilities, Facilities & service Equipment	Vehicles	Office Equipment	Orchidarium	Floriculture plants			Total	Capital work-in-progress	
<b>Tangible Assets</b>																	
<b>Year ended 31st March 2022</b>																	
	Gross Carrying Amount as on 1st April 2021	70.42	956.08	147.30	2,403.00	51.25	48.11	50.46	375.02	184.88	118.45	107.68	4,512.65	275.96			
	Additions	411.45	3.59	44.20	21.92	-	4.17	-	-	12.42	-	-	497.77	280.93			
	Disposals	-	5.12	-	-	-	-	0.02	-	-	-	-	5.14	65.65			
	Closing gross carrying amount as on 31.03.2022	481.87	954.55	191.50	2,424.92	51.25	52.28	50.44	375.02	197.30	118.45	107.68	5,006.29	491.24			
	Accumulated depreciation as at 1st April 2021	-	567.45	124.22	1,914.79	50.74	44.79	36.46	278.68	149.33	100.86	97.07	3,365.39	-			
	Depreciation charge during the year	-	29.28	14.98	92.56	-	1.19	3.56	29.27	18.27	4.25	5.19	198.56	-			
	Disposals	-	5.04	-	-	-	-	-	-	-	-	-	5.04	-			
	Closing accumulated depreciation as on 31.03.2022	-	591.69	139.20	2,007.35	50.74	45.98	40.02	307.95	167.60	105.11	102.26	3,558.91	-			
	<b>Net carrying amount as at 31 March 2022</b>	<b>481.87</b>	<b>362.86</b>	<b>52.30</b>	<b>417.57</b>	<b>0.51</b>	<b>6.30</b>	<b>10.42</b>	<b>67.07</b>	<b>29.70</b>	<b>13.34</b>	<b>5.42</b>	<b>1,453.97</b>	<b>491.24</b>			
<b>Year ended 31st March 2023</b>																	
	Gross Carrying Amount as on 1st April 2022	481.87	954.55	191.50	2,424.92	51.25	52.28	50.44	375.02	197.30	118.45	107.68	5,006.29	491.24			
	Additions	-	-	-	180.08	-	3.79	-	49.01	15.54	-	-	248.42	220.57			
	Disposals	-	0.89	-	25.73	-	-	-	64.01	10.82	-	-	101.44	7.39			
	Closing gross carrying amount as on 31.03.2023	481.87	953.66	191.50	2,579.27	51.25	56.07	50.44	360.03	202.02	118.45	107.68	5,153.25	704.42			
	Accumulated depreciation as at 1st April 2022	-	591.69	139.20	2,007.35	50.74	45.98	40.02	307.95	167.60	105.11	102.26	3,558.91	-			
	Depreciation charge during the year	-	26.91	8.60	73.37	-	1.46	2.63	20.54	15.11	1.88	5.19	155.81	-			
	Disposals	-	0.85	-	25.30	-	-	-	60.18	10.30	-	-	96.76	-			
	Closing accumulated depreciation as on 31.03.2023	-	617.75	147.80	2,055.42	50.74	47.44	42.65	268.30	172.40	106.99	107.45	3,617.96	-			
	<b>Net carrying amount as at 31 March 2023</b>	<b>481.87</b>	<b>335.91</b>	<b>43.70</b>	<b>523.85</b>	<b>0.51</b>	<b>8.62</b>	<b>7.79</b>	<b>91.73</b>	<b>29.62</b>	<b>11.46</b>	<b>0.23</b>	<b>1,535.30</b>	<b>704.42</b>			

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**3B. Intangible Assets**

	Computer Software (ERP System)	Computer Software	Total
<b>Year ended 31st March, 2022</b>			
Gross Carrying Amount as on 1st April 2021	20.16	2.87	23.03
Addition	–	–	–
Disposals	–	–	–
<b>Closing gross carrying amount as on 31st March 2022</b>	<b>20.16</b>	<b>2.87</b>	<b>23.03</b>
Accumulated Amortisation as on 1st April 2021	11.24	0.32	11.56
Amortisation during the year	3.91	0.48	4.39
Disposals	–	–	–
<b>Closing accumulated Amortisation as on 31st March 2022</b>	<b>15.15</b>	<b>0.79</b>	<b>15.95</b>
<b>Net Carrying Amount as at 31st March 2022</b>	<b>5.01</b>	<b>2.08</b>	<b>7.08</b>
<b>Year ended 31st March, 2023</b>			
Gross Carrying Amount as on 1st April 2022	20.16	2.87	23.03
Addition	–	–	–
Disposals	–	–	–
<b>Closing gross carrying amount as on 31st March 2023</b>	<b>20.16</b>	<b>2.87</b>	<b>23.03</b>
Accumulated Amortisation as on 1st April 2022	15.15	0.79	15.94
Amortisation during the year	4.01	0.48	4.49
Deductions	–	–	–
<b>Closing accumulated Amortisation as on 31st March 2023</b>	<b>19.16</b>	<b>1.27</b>	<b>20.43</b>
<b>Net Carrying Amount as at 31st March 2023</b>	<b>1.00</b>	<b>1.60</b>	<b>2.60</b>

**Note No.4 - NON-CURRENT INVESTMENTS**

Particulars	Face Value (Share/Bond)	(No of Shares / Bonds )	As at 31.03.2023	As at 31.03.2022
<b>Investments in Equity Instruments at Cost</b>				
<b><u>In Subsidiary Companies (Unquoted)</u></b>				
<b>Fully Paid Equity Shares :</b>				
C & C Investments Limited	10	7,50,130	–	75.01
Less: Provision for Diminution in Value (Refer Note No.40) Sold in current Year			–	75.01
<b>Investments in Equity Instruments at FVTOCI</b>				
<b><u>Others (at fair value through Other Comprehensive Income)</u></b>				
<b>Fully Paid Equity Shares (Quoted)</b>				
Amines & Plasticizers Ltd. * (Inclusive of 3495000 Bonus Shares of Rs.2/- each)	2	69,90,000	<b>4,888.81</b>	7,636.58
<b>Investments In Equity Instrument (Annexure A) **</b>				
<b><u>(at fair value through Profit and Loss)</u></b>				
<b><u>(at fair value through OCI)</u></b>				
(Note No. 36 for information about credit risk and market risk on investments.)			4,871.29	2,013.21
			–	4,871.29
<b>Investments In Debenture or Bonds (Annexure B) **</b>				
<b><u>(at fair value through Profit and Loss)</u></b>				
<b><u>(at fair value through OCI)</u></b>				
(Note No. 36 for information about credit risk and market risk on investments.)			965.97	382.99
			–	1,013.53

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	Face Value (Share/Bond)	(No of Shares / Bonds )	As at	
			31.03.2023	31.03.2022
<b>Investments In Mutual Funds (Annexure C) **</b>				
(at fair value through Profit and Loss)			7,453.22	4,751.25
(at fair value through OCI)			-	785.69
(Note No. 36 for information about credit risk and market risk on investments.)			<b>7,453.22</b>	
<b>Investments In AIF (Annexure D) **</b>				
(at fair value through Profit and Loss)			1,934.28	438.79
(at fair value through OCI)			-	1,272.97
(Note No. 36 for information about credit risk and market risk on investments.)			<b>1,934.28</b>	
<b>Total</b>			<b>20,113.57</b>	<b>20,694.21</b>

\* Investments carried at fair value through Other Comprehensive Income.

**4,888.81** 13,107.98

\*\* Investments carried at fair value through Profit and Loss.

**15,224.76** 7,586.23

Aggregate market value of quoted investments

**4,888.81** 7,636.58

Aggregate amount unquoted investments

**15,224.76** 13,057.64

Aggregate amount of impairment in value of unquoted investments

- -

Particulars	Number of Units		Amount	
	As at 31.03.2023 (Nos.)	As at 31.03.2023 (` in Lacs)	As at 31.03.2022 (Nos.)	As at 31.03.2022 (` in Lacs)
<b>Annexure - A</b>				
<b>Investments In Equity Instrument</b>				
<b>(At fair value through Profit and Loss)</b>				
Ask Select Focus Fund	<b>10,699.86</b>	<b>160.98</b>	10,699.86	162.49
Accuracap - Alpha Gen	-	-	1.69	338.36
Accuracap - Pico Power	<b>1.69</b>	<b>305.84</b>	3.00	235.78
SC Credit Trust	<b>28.65</b>	<b>292.12</b>	28.65	281.20
Motilal Oswal India Opportunity Portfolio Strategy - V2	-	-	2.91	213.14
White Oak India Equity Fund II - Class A	<b>19,50,055.86</b>	<b>355.19</b>	19,50,055.86	384.86
Marcellus Investment Managers Pvt. Ltd.	<b>7.60</b>	<b>353.51</b>	7.60	397.38
Abakkus All Cap Approach	<b>1.00</b>	<b>51.91</b>	-	-
Abakkus Select Opportunities Strategy Approach	<b>2.00</b>	<b>393.95</b>	-	-
ASK Emerging Opportunities Portfolio (PMS)	<b>3.00</b>	<b>136.09</b>	-	-
ASK Indian Entrepreneur Portfolio (PMS)	<b>3.00</b>	<b>132.70</b>	-	-
Accura Cap Alpha 10	<b>3.50</b>	<b>362.04</b>	-	-
Marcellus Investment Kings Capital Portfolio	<b>3.60</b>	<b>163.20</b>	-	-
Multiples Private Equity Fund III	<b>3,59,935.55</b>	<b>448.98</b>	-	-
Sixth Sense India Opportunities III	<b>31,875.00</b>	<b>328.86</b>	-	-
Stride Venture India Debt Fund I	<b>147.35</b>	<b>152.78</b>	-	-
True North Credit Opportunities Fund I	<b>5,370.76</b>	<b>51.02</b>	-	-
White Oak India Pioneers Equity Portfolio	<b>10.00</b>	<b>464.28</b>	-	-
White Oak India Top 200 PMS Portfolio	<b>3.35</b>	<b>160.43</b>	-	-
Unifi Capital Private Limited BLENDED- RANGOLI	<b>39.00</b>	<b>434.67</b>	-	-
Unifi Capital Private Limited - Others	<b>10.00</b>	<b>53.79</b>	-	-
WHITE OAK INDIA LIQUID PORTFOLIO	<b>0.68</b>	<b>68.94</b>	-	-
		<b>4,871.29</b>		<b>2,013.21</b>

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	Number of Units	Amount	Number of Units	Amount
	As at 31.03.2023 (Nos.)	As at 31.03.2023 ( <sup>^</sup> in Lacs)	As at 31.03.2022 (Nos.)	As at 31.03.2022 ( <sup>^</sup> in Lacs)
<b>Investments In Equity Instrumenst (at fair value through OCI)</b>				
Abakkus All Cap Approach	–	–	1.00	51.38
Abakkus Select Opportunities Strategy Approach	–	–	2.00	345.59
ASK Emerging Opportunities Portfolio (PMS)	–	–	3.00	150.78
ASK Indian Entrepreneur Portfolio (PMS)	–	–	3.00	151.04
Accura Cap Alpha 10	–	–	3.50	369.02
Marcellus Investment Kings Capital Portfolio	–	–	3.60	182.23
Multiples Private Equity Fund III	–	–	1,76,761.43	176.76
Sixth Sense India Opportunities III	–	–	20,625.00	217.67
Stride Venture India Debt Fund I	–	–	300.00	297.44
True North Credit Opportunities Fund I	–	–	2,000.00	20.00
White Oak India Pioneers Equity Portfolio	–	–	6.70	333.87
White Oak India Top 200 PMS Portfolio	–	–	2.00	103.43
		–		2,399.21
<b>Annexure - B</b>				
<b>Investments In Debenture or Bonds (At fair value through Profit and Loss)</b>				
ATS Infrabuild Private Limited	10.00	100.00	10.00	100.00
Brookfield India Real Estate Trust-REIT	42,200.00	118.09	42,200.00	132.15
Mindspace Business Parks REIT- MLD Series 2	–	–	10.00	102.33
MINDSPACE BUSINESS PARKS REIT MINDSPACE BUSS PARKS REAL ESTATE INVT TRUST	14,000.00	45.79	14,000.00	48.52
Embassy MLD Series - III	10.00	78.85	–	–
HDB Financial Services Ltd	10.00	100.00	–	–
MAS FINANCIAL SERVICES LIMITED SR 02 BR LOA 18SP23 FVRS10LAC	10.00	112.13	–	–
Muthoot Fincorp Ltd SR VII BR NCD 16MR24 FVRS10LAC	–	–	–	–
Nippon India ETF Nifty SDL - 2026 Maturity	70,185.00	78.25	–	–
Powergrid Infrastructure Investment Trust-Invt	1,28,700.00	157.68	–	–
Reddy Veeranna Investments Private Limited	–	–	–	–
NSE Shares	10,010.00	175.18	–	–
		965.97		382.99
<b>Investments In Debenture or Bonds (At fair value through OCI)</b>				
Embassy MLD Series - III	–	–	10.00	98.00
HDB Financial Services Ltd	–	–	10.00	100.00
MAS FINANCIAL SERVICES LIMITED SR 02 BR LOA 18SP23 FVRS10LAC	–	–	10.00	100.00
Muthoot Fincorp Ltd SR VII BR NCD 16MR24 FVRS10LAC	–	–	20.00	200.00
Nippon India ETF Nifty SDL - 2026 Maturity	–	–	70,185.00	75.03
Powergrid Infrastructure Investment Trust-Invt	–	–	1,28,700.00	172.33
Reddy Veeranna Investments Private Limited	–	–	10.00	93.00
NSE Shares	–	–	10,010.00	175.18
		–		1,013.53

Particulars	Number of Units	Amount	Number of Units	Amount
	As at 31.03.2023 (Nos.)	As at 31.03.2023 (` in Lacs)	As at 31.03.2022 (Nos.)	As at 31.03.2022 (` in Lacs)
<b>Annexure - C</b>				
<b>Investments In Mutual Funds</b>				
<b>(At fair value through Profit and Loss)</b>				
Kotak Standard Multicap Fund - Direct Plan - Growth	–	–	7,96,788.10	453.09
Mirae Asset India Equity Fund - Direct Plan - G	<b>5,15,092.45</b>	<b>435.12</b>	5,15,092.45	434.93
Kotak Standard Multicap Fund - Growth (Regular Plan)	<b>2,67,911.46</b>	<b>142.03</b>	2,67,911.46	139.24
Aditya Birla Sunlife Balanced Advantage Fund - G -D	<b>3,92,350.01</b>	<b>324.20</b>	3,92,350.01	310.03
ICICI Prudential Balanced Advantage Fund - Growth	<b>6,02,550.24</b>	<b>316.46</b>	6,02,550.24	298.56
Franklin India Focused Equity Fund	<b>2,41,849.10</b>	<b>162.74</b>	2,41,849.10	157.13
Axis Mid Cap Fund - Growth	<b>2,46,281.05</b>	<b>158.46</b>	2,46,281.05	165.97
Mirae Asset Large Cap Fund - Regular Growth Plan Growth	<b>1,86,827.11</b>	<b>143.21</b>	1,86,827.11	144.63
NIPPON INDIA LARGE CAP FUND - GROWTH PLAN GROWTH OPTION	<b>2,86,565.88</b>	<b>154.72</b>	2,86,565.88	145.24
L&T Hybrid Equity Fund Direct Plan - Growth	<b>14,47,289.77</b>	<b>580.05</b>	14,47,289.77	586.24
SUNDARAM EMERGING SMALL CAP SR 2-5 YEARS DIRECT GROWTH	<b>5,00,000.00</b>	<b>90.00</b>	5,00,000.00	82.90
SUNDARAM EMERGING SMALL CAP SR 2-5 YEARS REGULAR GROWTH	<b>5,00,000.00</b>	<b>85.89</b>	5,00,000.00	79.73
Canara Robeco Emerging Equities - Direct Growth(EQDG)	<b>60,657.54</b>	<b>105.22</b>	60,657.54	106.10
Invesco India Growth Opportunities Fund - Direct Plan Growth	<b>1,71,342.33</b>	<b>99.69</b>	1,71,342.33	99.33
Kotak Emerging Equity Fund- Direct Plan- Growth	<b>1,43,983.90</b>	<b>120.74</b>	1,43,983.90	114.64
Motilal Oswal Dynamic Fund - Direct Growth	<b>17,40,332.76</b>	<b>273.86</b>	17,40,332.76	277.89
SBI Equity Hybrid Fund Regular Growth	<b>3,66,221.04</b>	<b>725.71</b>	3,66,221.04	745.34
UTI Short Term Income Fund - Direct Growth Plan	<b>12,36,828.55</b>	<b>347.85</b>	12,36,828.55	330.94
Bharat Bond FOF	<b>7,32,821.80</b>	<b>81.36</b>	7,32,821.80	79.31
Aditya Birla Sun Life Equity Hybrid '95 Fund - Growth- Regular Plan	<b>19,429.90</b>	<b>198.28</b>	–	–
DSP Floater Fund - Reg - Growth	<b>13,81,800.78</b>	<b>150.85</b>	–	–
DSP India Enhanced Equity SatCore Fund - Class B - 1.01	<b>93,997.51</b>	<b>126.62</b>	–	–
Edelweiss Greater China Equity Off-shore Fund - Regular Plan Growth	<b>1,88,602.65</b>	<b>73.86</b>	–	–
Edelweiss US Technology Equity Fund of Fund - Regular Plan Growth	<b>5,09,916.72</b>	<b>76.58</b>	–	–
Nippon India Money Market Fund - Growth Plan Growth Option	<b>989.30</b>	<b>34.75</b>	–	–
UTI Treasury Advantage Fund - Regular Growth Plan	<b>3,809.12</b>	<b>114.45</b>	–	–
Edelweiss CRISIL IBX 50 50 Gilt Plus SDL Sep 2028 Index Fund Reg-G	<b>28,98,550.72</b>	<b>300.00</b>	–	–
HDFC Nifty G-Sec Apr 2029 Index Regular Growth	<b>39,47,456.73</b>	<b>399.98</b>	–	–
ICICI Prudential Nifty G-Sec Dec 2030 Index Fund - Growth	<b>38,33,870.11</b>	<b>399.98</b>	–	–
KOTAK NIFTY SDL PLUS AAA PSU BOND JUL 2028 60:40 INDEX FUND Regular- Gr	<b>38,61,220.80</b>	<b>399.98</b>	–	–
Bandhan Crisil IBX Gilt April 2026 Index Fund Direct Plan- Growth(412)	<b>1,92,865.55</b>	<b>20.00</b>	–	–
Bandhan Crisil IBX Gilt April 2026 Index Fund Direct Plan- Growth(415)	<b>4,82,163.87</b>	<b>49.99</b>	–	–
Bandhan Crisil IBX Gilt April 2026 Index Fund Direct Plan- Growth(419)	<b>2,89,298.32</b>	<b>30.00</b>	–	–
BARODA BNP PARIBAS GILT FUND - DIRECT GROWTH	<b>2,60,155.69</b>	<b>100.00</b>	–	–

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	Number of Units	Amount	Number of Units	Amount
	As at 31.03.2023 (Nos.)	As at 31.03.2023 ( <sup>₹</sup> in Lacs)	As at 31.03.2022 (Nos.)	As at 31.03.2022 ( <sup>₹</sup> in Lacs)
ICICI Prudential Constant Maturity Gilt Fund - Direct Plan - Growth	4,83,544.17	100.00	—	—
Mirae Asset Large Cap Fund - Direct Plan - Growth	39,909.56	33.71	—	—
NIPPON INDIA LIQUID FUND - GROWTH PLAN - GROWTH OPTION	2,329.80	127.05	—	—
NIPPON INDIA NIVESH LAKSHYA FUND - DIRECT GROWTH PLAN	13,36,465.28	199.99	—	—
Mirae Asset Cash Management Fund - Direct Plan	7,147.54	169.87	—	—
		7,453.22		4,751.25
<b>Investments In Mutual Funds (At fair value through OCI)</b>				
Aditya Birla Sun Life Equity Hybrid '95 Fund - Growth- Regular Plan	—	—	19,429.90	211.72
DSP Floater Fund - Reg - Growth	—	—	13,81,800.78	144.64
DSP India Enhanced Equity SatCore Fund - Class B - 1.01	—	—	93,997.51	125.11
Edelweiss Greater China Equity Off-shore Fund - Regular Plan Growth	—	—	1,88,602.65	75.58
Edelweiss US Technology Equity Fund of Fund - Regular Plan Growth	—	—	5,09,916.72	86.97
Nippon India Money Market Fund - Growth Plan Growth Option	—	—	989.30	32.86
UTI Treasury Advantage Fund - Regular Growth Plan	—	—	3,809.12	108.80
		—		785.69
<b>Annexure - D Investments In AIF (At fair value through Profit and Loss)</b>				
IIFL Special Opportunities Fund Series 7	9,73,363.41	104.13	9,73,363.41	174.87
India Housing Fund - Class A	9,16,409.36	70.94	9,16,409.36	90.86
Motilal Oswal Select Opportunities Fund- Series II	12,09,521.39	169.45	12,09,521.39	173.05
IIFL INCOME OPPORTUNITIES FUND - SERIES 3 - CLASS A1 (AIF CATEGORY II)	9,77,249.11	107.94	—	—
IIFL SPECIAL OPPORTUNITIES FUND - SERIES 10 - CLASS A2 (AIF CATEGORY II)	24,99,925.00	258.72	—	—
IIFL Special Opportunities Fund Series 8	23,17,913.68	298.53	—	—
IIFL SPECIAL OPPORTUNITIES FUND SERIES 11	26,99,865.01	270.76	—	—
IIFL WEALTH PRIME LIMITEDBR LOA 18MR33 FVRS1LAC	100.00	100.00	—	—
Motilal Oswal Select Opportunities Fund Series III	51,17,056.13	553.79	—	—
		1,934.28		438.79
<b>Investments In AIF (at fair value through OCI)</b>				
IIFL INCOME OPPORTUNITIES FUND - SERIES 3 - CLASS A1 (AIF CATEGORY II)	—	—	9,77,249.11	100.69
IIFL SPECIAL OPPORTUNITIES FUND - SERIES 10 - CLASS A2 (AIF CATEGORY II)	—	—	8,74,956.25	87.47
IIFL Special Opportunities Fund Series 8	—	—	24,99,956.25	317.86
Motilal Oswal Select Opportunities Fund Series III	—	—	42,06,776.09	457.38
ICICI Prudential Long Short Fund - Series I	—	—	3,04,824.91	309.58
		—		1,272.97
		15,224.76		13,057.64

**Note No.5 - OTHER FINANCIAL ASSETS**

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>Non-current</b>				
Unsecured : Considered good				
Security Deposits		61.35		53.30
Loans and Advances to related parties				
Unsecured : Considered doubtful				
To Subsidiary Company				
C & C Investments Ltd.	–		40.95	
Less: Provision for doubtful advance	–		40.95	
(Refer Note No.40)		–		–
Other Financial Assets		0.37		–
Deposit for maintenance charges		–		–
On Term Deposits with Banks		2.84		276.55
(With more than 12 months maturity)				
		<b>64.56</b>		<b>329.86</b>

**Note No.6 - OTHER NON-CURRENT ASSETS**

Particulars	As at 31.03.2023		As at 31.03.2022	
Prepaid Expenses (Leasehold Land)		40.68		41.24

**Note No.7 - INVENTORIES** (At lower of cost or net realisable value)

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>Raw Materials</b>		9,590.90		9,871.41
Includes in-transit Rs. 2906.97 (As at 31.3.22-Rs. 132.89)				
<b>Finished Goods</b>		11,251.20		7,914.27
Includes in-transit Rs. 1243.12 (As at 31.3.22-Rs. 139.55)				
<b>Stores and Spares</b>		323.87		284.72
Includes in-transit Rs.23.53 (As at 31.3.22-Rs. NIL)				
		<b>21,165.97</b>		<b>18,070.40</b>

**Note No.8 - CURRENT INVESTMENTS**

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Units As at 31.03.2023 (Nos.)	Amount As at 31.03.2023 (` in Lacs)	Number of Units As at 31.03.2022 (Nos.)	Amount As at 31.03.2022 (` in Lacs)
<b>Investments In Mutual Funds (Unquoted)</b>				
<b>(at fair value through Profit and Loss)</b>				
L&T Triple Ace Bond Fund Direct Plan - Growth	1,52,826.36	99.43	71,947.16	45.23
Nippon India Dynamic Bond Fund - Growth Plan	3,52,533.26	109.32	3,52,533.26	105.66
Nippon India Liquid Fund - D G Plan - Growth Option	–	–	194.60	10.13
IDFC Corporate Bond Fund Direct Plan-Growth	6,54,944.75	108.74	6,54,944.75	105.05
Aggregate amount unquoted investments		<b>317.48</b>		<b>266.07</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.9 - TRADE RECEIVABLES**

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>UNSECURED: CONSIDERED GOOD</b>				
(a) Trade Receivables considered good - Secured;		4,656.04		6,019.69
(b) Trade Receivables considered good - Unsecured;				
(c) Trade Receivables which have significant increase in Credit				
(d) Trade Receivables - credit impaired (Note No. 36 for information about credit risk and market risk and Note No.37 for Age-wise Analysis.)				
		4,656.04		6,019.69

**Note No.10 - CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2023		As at 31.03.2022	
Balances with Banks *		1,258.02		506.20
Deposits with Bank (Having Original Maturity less than 3 Months)		-		774.16
Cash in hand		4.85		1.92
		1,262.87		1,282.27

\* Includes Margin Deposits for Future foreign currency contract amounting to NIL (As at 31.3.22 Rs. 111.08)

**Note No.11 - OTHER BANK BALANCES**

Particulars	As at 31.03.2023		As at 31.03.2022	
For Unclaimed Dividend (Earmarked for payment of unclaimed dividend)		31.21		28.88
On Term Deposits (With original maturity of more than three months but less than twelve months)		994.37		66.69
		1,025.58		95.57

**Note No.12 - OTHER FINANCIAL ASSETS**

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>Current</b>				
Unsecured : Considered good				
Interest Receivables		14.26		15.24
Security Deposits		327.88		205.82
Other Receivable		0.75		(0.00)
		342.89		221.06

**Note No.13 - OTHER CURRENT ASSETS**

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>Unsecured : Considered good</b>				
Prepaid Expenses	53.66		39.09	
Advances for Supply of Goods & Services	2,282.47		2,513.45	
Balances with Statutory Authorities	2,563.90		2,093.65	
Advances and Deposits	81.74	4,981.78	49.24	4,695.43
		4,981.78		4,695.43

**Note No.14 - EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2023		As at 31.03.2022	
	<b>Authorised</b>			
8500000 Equity Shares of Rs.10 Each		<b>850.00</b>		850.00
		<b>850.00</b>		850.00
1500000 Preference Shares of Rs. 100 each		<b>1,500.00</b>		1,500.00
		<b>1,500.00</b>		1,500.00
<b>Issued, Subscribed and Paid-up</b>				
2650000 Equity Shares of Rs.10 Each Fully Paid-up *		<b>265.00</b>		265.00

\* There were no changes in number of shares during the years ended 31st March, 2023 and 31st March, 2022

- (a) The Company has one class of Equity Shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.
- (b) Details of shareholders holding more than 5 percent of the aggregate shares in the Company:

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Oxbow Calcining LLC, USA	<b>8,12,377</b>	<b>30.66</b>	8,12,377	30.66
Shree Shyam Orchid Estates Ltd	<b>6,99,970</b>	<b>26.41</b>	6,99,970	26.41
Anita Himatsingka	<b>2,09,615</b>	<b>7.91</b>	2,09,615	7.91
Shaurya Veer Himatsingka	<b>2,37,431</b>	<b>8.96</b>	2,37,431	8.96

**Share held by Promoters at the end of the Year**

Sl. No	Promoters Name	No. of Shares held at the beginning	% of Shares held at the beginning	No. of Shares held at the end of the Year	% of Shares held at the End	% of Change in the shareholding, if any
1	Sri Rakesh Himatsingka	10,445	0.39	10,445	0.39	-
2	Smt.Anita Himatsingka	2,09,615	7.91	2,09,615	7.91	-
3	Smt.Maalika Himatsingka	24,975	0.95	24,975	0.95	-
4	Smt.Sonal H Modi	36,492	1.38	36,492	1.38	-
5	Sri Shaurya Veer Himatsingka	2,37,431	8.96	2,37,431	8.96	-
6	Smt.Ridhdhima S.V.Himatsingka	92,860	3.50	92,860	3.50	-
7	Shree Shyam Orchid Estates Limited	6,99,970	26.41	6,99,970	26.41	-

**Note No.15 - OTHER EQUITY**

Particulars	As at 31.03.2023		As at 31.03.2022	
	<b>RESERVES &amp; SURPLUS</b>			
Securities Premium Reserve		<b>75.00</b>		75.00
Retained Earnings		<b>35,443.01</b>		33,187.42
General Reserve		<b>3,188.06</b>		3,188.06
<b>OTHER RESERVES</b>				
Capital Reserves		<b>0.06</b>		0.06
Capital Redemption Reserve		<b>20.00</b>		20.00
<b>OTHER COMPREHENSIVE INCOME</b>		<b>4,415.25</b>		6,853.28
		<b>43,141.39</b>		43,323.83

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>RETAINED EARNINGS - MOVEMENT DURING THE YEAR</b>				
As per Last Financial Statements	33,203.37		25,201.04	
Add: Balance in Statement of Profit & Loss	2,392.39		8,134.83	
Add: Realized profit on sale of Investments transferred from OCI	5.24		–	
	35,601.00		33,335.87	
Less: Dividends on Equity Shares for the year 2021-22	132.50	35,468.50	132.50	33,203.37
Add: Remeasurement of Defined Benefit Plans transferred from OCI		(25.50)		(15.95)
		35,443.01		33,187.42
<b>GENERAL RESERVE - MOVEMENT DURING THE YEAR</b>				
As per Last Financial Statements		3,188.06		3,188.06
<b>CAPITAL REDEMPTION RESERVE - MOVEMENT DURING THE YEAR</b>				
As per Last Financial Statements		20.00		20.00
<b>OTHER COMPREHENSIVE INCOME - MOVEMENT DURING THE YEAR</b>				
Equity Instruments through Other Comprehensive Income	4,981.05		7,728.82	
Less: Income Tax thereon	560.55		875.54	6,853.28
Less: Realized profit on sale of Investments(OCI) transferred to Retained Earnings	5.24	4,415.25		
Remeasurement of Defined Benefit Plans	(19.75)		(10.23)	
Less: Income Tax thereon	5.75	(25.50)	5.72	(15.95)
Less: Remeasurement of Defined Benefit Plans transferred to Retained earnings		25.50		15.95
		4,415.25		6,853.28

**Nature and purpose of each Reserve****Securities Premium Reserve**

Premium received on equity shares are recognised in the securities premium account. This reserve may be utilised in accordance with the provisions of Section 52 of the Companies Act 2013.

**Retained Earnings**

Retained earning includes revaluation reserve amounting to Rs. 65.24 Lacs created on revaluation of freehold land and two buildings done on 30th September 1985 by approved valuers. The aforementioned revaluation reserve is not a free reserve as per the Companies Act, 2013 and hence is not available for distribution of dividend.

**General Reserve**

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations, to ensure that if a dividend distribution in a given year is more than 10% of the paid up capital of the Company for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn.

**Capital Redemption Reserve**

The Act requires that where a Company redeems its preference shares out of free reserves, a sum equal to the nominal value of the shares so redeemed shall be transferred to Capital Redemption Reserve Account. This reserve may be applied by the Company in issuing fully paid bonus shares. The Company established this reserve pursuant to the redemption of preference shares issued in earlier years,

**Note No.16 - PROVISIONS**

Particulars	As at 31.03.2023		As at 31.03.2022	
<b>NON-CURRENT</b>				
Provision for Employee Benefits (Refer Note No.34)		<b>40.65</b>		35.85

**Note No.17 - DEFERRED TAX LIABILITIES (NET)**

Significant Component and movement in Deferred Tax Assets and Liabilities during the Year

Nature - Liability / (Assets)	Balance Sheet		Statement of Profit and Loss	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
<b>Deferred Tax Liabilities</b>				
Arising out of:				
Temporary difference in depreciable assets	<b>20.00</b>	4.50	<b>15.49</b>	(18.19)
Investment (Equity Instruments) through Other Comprehensive Income	<b>560.55</b>	875.54	<b>(314.98)</b>	286.15
Investment (Mutual Funds) through Profit and Loss	<b>234.19</b>	253.15	<b>(18.97)</b>	66.45
	<b>814.74</b>	1,133.20	<b>(318.46)</b>	334.41
<b>Deferred Tax Assets</b>				
Loans and Advances	–	11.92	<b>(11.92)</b>	(2.38)
Employee Benefits	<b>13.09</b>	11.42	<b>1.66</b>	(10.40)
Business Loss		–	–	(356.94)
MAT Credit	<b>709.16</b>	1,158.27	<b>(449.11)</b>	(1,048.30)
Remeasurement of Defined Benefit Plans	<b>(5.75)</b>	(5.72)	<b>(0.03)</b>	(8.82)
	<b>716.50</b>	1,175.90	<b>(459.39)</b>	(1,426.83)
	<b>98.24</b>	(42.70)	<b>140.94</b>	1,761.24

**Reconciliation of Deferred Tax liabilities (net)**

Particulars	As at 31.3.2023	As at 31.3.2022
Opening Balance	<b>(42.70)</b>	(1,803.94)
Tax Expense during the period recognised in Statement of Profit and Loss	<b>455.89</b>	1,466.27
Tax Expense during the period recognised through OCI	<b>(314.96)</b>	294.97
Closing Balance	<b>98.24</b>	(42.70)

**Note No.17.1 - INCOME TAX EXPENSE**

Particulars	As at 31.3.2023	As at 31.3.2022
<b>A. Tax Expense recognised in Profit or Loss</b>		
<b>Current Tax</b>		
Current Tax on profit for the Year	<b>601.71</b>	3,137.94
Adjustment for current Tax of earlier years (MAT Credit)	<b>481.12</b>	(1,112.00)
	<b>1,082.84</b>	2,025.94
<b>Deferred Tax</b>		
Origination and Reversal of Temporary Differences	<b>455.89</b>	1,466.27
<b>Income Tax expense</b>	<b>1,538.73</b>	3,492.21
<b>B. Tax on Other Comprehensive Income</b>		
<b>Current Tax</b>		
Remeasurements on Post-employment Defined Benefit Plans	<b>0.03</b>	8.82
Equity Instruments through OCI	<b>(314.98)</b>	286.15
	<b>(314.96)</b>	294.97

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.17.2 - NUMERICAL RECONCILIATION OF INCOME TAX EXPENSE TO PRIMA FACIE TAX PAYABLE**

Particulars	As at 31.3.2023	As at 31.3.2022
Profit before Income Tax Expense	3,438.66	11,627.03
Enacted Statutory Income Tax Rate in India applicable to the Company	29.12%	29.12%
<b>Computed Expected Income Tax Expense</b>	<b>1,001.34</b>	3,385.79
<b>Adjustments:</b>		
Impact of employee benefit provisions, not funded	(1.66)	10.40
Impact of depreciation difference between IT and Accounts	(15.49)	18.19
Adjustment for current Tax of earlier years (MAT Credit)	(481.12)	(1,112.00)
Income exempt from Income Taxes	-	-
Impact of appreciation in value of investment in mutual funds through profit and loss	(18.97)	66.45
Brought Forward Business Loss	-	-
MAT Credit to be Carried Forward	709.16	1,158.27
Remesurement of Defined Benefit Plan	0.03	8.82
Adjustment for Expenses not allowable as per Income Tax	-	-
Impact of expenses relating to exempt income	-	-
Interest	-	-
Others (Temporary difference for loans and advances)	(11.92)	(43.72)
<b>Income Tax Expense</b>	<b>1,181.35</b>	3,492.20

**Note No.18 - BORROWINGS**

Particulars	As at 31.3.2023	As at 31.3.2022
<b>CURRENT</b>		
<b>Secured</b>		
<b>From Banks</b>		
Cash Credit (repayable on demand) *	-	2.96
Buyers Credit Arrangements (in foreign currency) **	-	2,296.06
Working Capital Demand Loan (WC DL)	11,500.00	3,500.00
* Secured Loans from Banks are secured by way of hypothecation of Stocks, Stores, Book Debts and equitable mortgage of Fixed Assets of the Company. Cash Credit is repayable on demand and carries floating interest @ 1 Year MCLR + 1.05% p.a (31.3.2022 @ 1 Year MCLR + 1.05% p.a.) for UCO Bank, 1 Year MCLR + 1.10% P.A for Axis Bank (31.3.2022 @ 1 Year MCLR + 1.10% p.a.), REPO + 2.75 % p.a for ICICI Bank, and 3M T Bill + 175 bps for HDFC Bank.		
** The buyers' credit is repayable during the year NIL (31.03.2022 was 151 Days and carries interest 6M SOFR + 55 bps + 10 bps handling) and hypothecation of stocks and book debts, both present and future.		
** Working Capital Demand Loan carries different interest rate mentioned below and repayable within 30 Days. Out of Amounting Rs.115 Crore of WC DL Rs.45 Cr availed from Axis Bank against Pledging of Securities in form of Mutual Fund, 10 crore availed from Axis Bank at fixed rate of 7.75% p.a and remaining 60 Crore of WC DL has been availed from HDFC Bank out of 60 crore of WC DL amounting Rs 30 crore availed at the rate of 7.55 % and remaining amounting Rs 30 crore availed at the rate of 7.72 % against hypothecation of Stocks, Stores, Book Debts and equitable mortgage of Fixed Assets of the Company.		
Note No.36 For information about liquidity risk and market risk on borrowings.		
	<b>11,500.00</b>	5,799.01

**Note:** The Company has an authorised Preference Shares - 150000 shares of Rs. 100/- each.

**Note:** The quarterly returns or statements of current asset filed by the company with banks are in agreement with the books of account.

**Note:** Refer Note No 42 (B) Changes in Liabilities arising from financing activities.

**Note No.19 - TRADE PAYABLES**

Particulars	As at 31.3.2023	As at 31.3.2022
Total outstanding dues of Micro Enterprises and Small Enterprises	215.97	549.82
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	351.59	2,238.40
	<b>567.56</b>	<b>2,788.22</b>
Details of dues to Micro, Medium and Small Enterprises as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, based on the available information with the Company are as under:		
Principal amount as at the end of the year	<b>215.97</b>	549.82
Interest thereon as at the end of the year	-	-
Amount paid beyond the respective due date during the year	-	-
Interest paid thereon in terms of Sec.16 during the year	-	-
<b>(Refer Note No.38 for age wise Analysis of Trade Payable)</b>		

**Note No.20 - OTHER FINANCIAL LIABILITIES**

Particulars	As at 31.3.2023	As at 31.3.2022
Current Maturities of Long-term Debt	-	-
Interest Accrued on borrowings	-	3.17
Unclaimed Dividends *	<b>31.21</b>	28.88
Statutory Dues	<b>104.86</b>	370.81
Subjudiced Adhoc Refund of Excise Incentive against furnishing solvent surety		
Other Payables	<b>272.86</b>	783.25
Education Cess and Higher Education Cess on Excise Incentive -Refundable (Note No:-42A)	<b>63.42</b>	63.42
	<b>472.36</b>	<b>1,249.53</b>

\* Represents dividend amounts not claimed.

**Note No.21 - OTHER CURRENT LIABILITIES**

Particulars	As at 31.3.2023	As at 31.3.2022
Advances received from Customers	<b>41.47</b>	89.88
Other Payables	-	-
	<b>41.47</b>	<b>89.88</b>

**Note No.22 - PROVISIONS**

Particulars	As at 31.3.2023	As at 31.3.2022
<b>CURRENT</b>		
Provision for Employee Benefits (Refer Note No.34)	<b>34.49</b>	7.80
	<b>34.49</b>	<b>7.80</b>

**Note No.23 - CURRENT TAX LIABILITIES (NET)**

Particulars	As at 31.3.2023	As at 31.3.2022
Income Tax (Net of Advance Tax)	<b>52.57</b>	145.07
	<b>52.57</b>	<b>145.07</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.24 - REVENUE FROM OPERATIONS**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
<b>Sale of Products:</b>				
Calcined Petroleum Coke	52,954.68		43,217.00	
Electrode Carbon Paste	3,263.38		2,160.86	
Thermal Carbon (Tamping) Paste	185.45		234.50	
Desiccated Petroleum Coke Powder	168.35	56,571.86	–	45,612.37
		56,571.86		45,612.37

**Note No.25 - OTHER INCOME**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
Interest Income				
From Banks	134.49		41.01	
From Others	77.28	211.77	78.19	119.20
Dividend Income		55.39		58.46
Provision No Longer written back	115.96			
Rent	10.16		20.40	
Bad Debts Recovered	20.00		–	
Liability no longer required written back	0.95		13.62	
Refunds & claims recd	609.49		548.43	
(Includes refund of IGST Rs. 2,49,82,894 previous year - Rs.2,21,08,157)				
Miscellaneous Receipts	29.17		16.70	
Net Gain / (Loss) on Sale of Investments	2.27		164.81	
Net Gain on Investment measured at fair value through profit or loss	–	788.00	1,030.28	1,794.24
		1,055.16		1,971.89

**Note No.26 - COST OF MATERIALS CONSUMED**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
Opening Stock		9,871.41		3,745.61
Add: Purchases				
Raw Petroleum Coke	35,170.89		27,839.52	
Green Needle Coke	–		–	
Calcined Petroleum Coke	13,810.23		13,371.22	
Pitch	651.89		618.88	
Others	170.73		2.86	
RM-GCA Coal	63.45	49,867.19	42.78	41,875.26
		59,738.60		45,620.86
Deduct: Cost of Materials Sold		–		–
Deduct: Closing Stock		9,590.90		9,871.41
Cost of Materials Consumed				
Raw Petroleum Coke	34,475.73		22,509.24	
Green Needle Coke	–		–	
Calcined Petroleum Coke	14,832.04		12,584.97	
Pitch	703.85		571.21	
Others	136.09		84.04	
		50,147.70		35,749.45

**Note No.27 - CHANGES IN INVENTORIES OF FINISHED GOODS**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
	Opening Inventory		7,914.27	
Less: Closing Inventory		11,251.20		7,914.27
		(3,336.93)		(5,898.90)

**Note No.28 - EMPLOYEE BENEFITS EXPENSE**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
	Salaries and Wages		1,097.36	
Contribution to Provident and other Funds		95.26		85.64
Staff Welfare Expenses		57.56		58.17
		1,250.17		1,787.47

**Note No.29 - FINANCE COSTS**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
	Interest Expense		575.96	
Other Borrowing Costs		94.91		78.31
		670.87		108.01

**Note No.30 - OTHER EXPENSES**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
	Stores, Spare-parts and Packing Materials		363.75	
Power, Fuel and Water		469.71		568.10
Carriage and Handling		760.46		472.21
Repairs and Maintenance to Buildings		69.64		18.27
Repairs and Maintenance to Machinery		292.33		121.29
Repairs and Maintenance to Others		245.96		142.62
Insurance		56.38		58.42
Rent		6.16		6.94
Rates and Taxes		27.35		27.50
Net Loss (Gain) on Foreign Currency transactions and translation		281.96		62.66
Net Loss on Investment measured at fair value through profit or loss		47.20		-
Miscellaneous Expenses				
Freight and Forwarding	1,964.33		1,538.52	
Advertisement and Publicity	3.21		1.68	
Commission on Sales	-		-	
Travelling, Transport and Conveyance	109.56		78.25	
Professional and Legal Expenses	119.67		82.54	
Donations and Subscriptions	58.15		76.27	
Corporate Social Responsibility	70.55		121.00	
Establishment Expenses	293.50		273.71	
Loss on sale of fixed assets/Discard of fixed Assets	1.24			
Board Meeting Fees	11.75		9.85	
Bad Debts / Advances written off	41.37	2,673.33	20.74	2,202.57
Auditors' Remuneration				
As Auditors	2.00		2.00	
For Other Audits and Certifications	-		0.51	
Travelling Expenses	-	2.00	-	2.51
		5,296.24		4,008.25

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.31 - EARNING PER EQUITY SHARES**

Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
<b>(A) Basic</b>				
(i) Number of Equity Shares at the beginning of the year		<b>26,50,000</b>		26,50,000
(ii) Number of Equity Shares at the end of the year		<b>26,50,000</b>		26,50,000
(iii) Weighted Average Number of Equity Shares outstanding the Year		<b>26,50,000</b>		26,50,000
(iv) Face Value of each Shares (Rs.)		<b>10</b>		10
(v) Profit after Tax Available for Equity Shareholders Profit for the Year		<b>2,392.39</b>		8,134.83
(vi) Basic earning per Equity Shares (Rs.) [(v)/(iii)]		<b>90.28</b>		306.97
<b>(B) Diluted</b>				
(i) Dilutive Potential Equity Shares		<b>—</b>		—
(ii) Dilutive Earnings per Equity Shares (Rs.) [Same as (A)(vi) above]		<b>90.28</b>		306.97

**Note No.32 - CONTINGENT LIABILITIES AND COMMITMENTS** (To the extent not provided for)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
<b>Contingent Liabilities</b>		
Claims against the Company not acknowledged as debts;		
Central Sales Tax and W.B.VAT	<b>131.83</b>	131.83
Entry Tax	<b>395.76</b>	395.76
Railway Authorities	<b>109.30</b>	109.30
It is not probable that an outflow of economic resources will be required to settle the obligations and therefore, no provision is considered necessary.		
Indemnity Bonds/Guarantees through Banks	<b>1,946.92</b>	953.14

**Note No.33 - RELATED PARTIES DISCLOSURE**

List of related parties		
<b>Subsidiary Company</b>		
C & C Investments Ltd (Ceased to be subsidiary w.e.f 12th October 2022)		
<b>Key Management Personnel</b>		
Mr. Rakesh Himatsingka, Managing Director		
Mr. Shaurya Veer Himatsingka, Deputy Managing Director		
Mr. Bhaskar Rakshit, Company Secretary		
Mr. Vinod Kumar Agarwal, Chief Finance Officer		
<b>Company in which Directors are interested as Director in</b>		
Assam Carbon Products Ltd.		
Upper Assam Petro Coke Pvt. Limited		
New Age Pet Coke Pvt. Limited		

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	Year ended 31.03.2023 Rs.	Year ended 31.03.2022 Rs.
<b>Detail of Transactions taken place with Key Management Personnel</b>		
Nature of Transactions		
Remuneration of :		
Managing Director	172.80	458.15
Deputy Managing Director	172.80	458.15
Company Secretary	4.19	5.74
Chief Finance Officer	31.63	26.62
<b>Outstanding Payable</b>		
	As at 31.03.2023 Rs.	As at 31.03.2022 Rs.
Mr. Rakesh Himatsingka, Managing Director	78.39	245.10
Mr. Shaurya Veer Himatsingka, Deputy Managing Director	79.94	246.42
Company Secretary	0.59	0.42
Chief Finance Officer	2.16	1.46

The Company has sold goods amounting to Rs.6.80 Lacs (2021-22 - Rs.1.67 Lacs) and received Rent amounting to Rs. 5.10 Lacs (2021-22 Rs.2.40 Lacs) from Assam Carbon Products Ltd Balance outstanding as on 31.3.2023 Rs.Nil (2021-22 Rs.Nil).

The Company has purchased goods amounting to Rs. NIL (2021-22 - Rs. 29.19 Lacs) and provided technical assistance for Rs. 5 Lacs (2021-22 Rs. 5 Lacs) from Upper Assam Petro Coke Pvt. Limited Balance outstanding as on 31.3.2023 Rs. Nil (2021-22 Rs. NIL).

The Company has purchased goods amounting to Rs. 4960.46 Lacs (2021-22 Rs 1852.87 Lacs) and provided technical assistance for Rs.5.00 Lacs (2021-22 Rs 5 Lacs) from New Age Pet Coke Pvt. Limited Balance outstanding as on 31.3.2023 Rs.Nil (2021-22 Rs. Nil).

### 34. EMPLOYEE BENEFITS

#### I. Post Employment Defined Benefit Plans :

##### (A) Gratuity (Funded)

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the plan, the Gratuity Fund Trusts, administered and managed by the Trustees and is funded by the Company to make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. The Trustees are responsible for the overall governance of the plan and to act in accordance with the provisions of the trust deed and rules in the best interests of the plan participants. Each year an Asset-Liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note 2 based upon which, the Company makes contributions to the Employees' Gratuity Funds.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

The following table sets forth the particulars in respect of the Gratuity Plan (Funded) of the Company :

	31 March 2023	31 March 2022
<b>(a) Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation :</b>		
Present value of obligation at the beginning of the year	240.09	230.68
Current service cost	20.96	19.56
Interest cost	16.86	16.31
Past Service cost	0.00	0.00
<b>Remeasurement Losses</b>		
Actuarial losses arising from changes in financial assumptions	1.55	4.39
Actuarial losses arising from changes in demographic assumptions	0.00	0.00
Actuarial losses arising from changes in experience adjustments	12.29	-17.58
Benefits paid	-11.73	-13.28
Present value of obligation at the end of the year	280.02	240.09
<b>(b) Reconciliation of opening and closing balances of the fair value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	235.67	206.94
Interest income	17.16	15.07
<b>Remeasurement Gains</b>		
Return on plan assets (excluding interest income)	4.32	3.20
Contribution from employer	4.42	23.74
Benefits paid	(11.73)	(13.28)
Fair value of plan assets at the end of the year	249.83	235.67
<b>(c) Reconciliation of the present value of the defined benefit obligation and the fair value of plan assets</b>		
Present value of obligation at the end of the year	280.02	240.09
Fair value of plan assets at the end of the year	249.83	235.67
Liabilities recognised in the balance sheet	30.18	4.42
<b>(d) Actual Return on plan assets</b>	21.47	18.26
<b>(e) Expense recognised in the other comprehensive income</b>		
Remeasurement losses / (gain)	9.52	(16.39)
<b>(f) Expenses recognised in Profit or Loss</b>		
Current service cost	20.96	19.56
Net Interest cost (Income)	(0.29)	1.25
Total *	20.66	20.81
* Recognised under Contribution to Provident and Other Funds (Note 31)		
<b>(g) Category of plan assets</b>		
Funded with Gratuity Fund Trust	100%	100%
<b>(h) Maturity profile of defined benefit obligation</b>		
1st year	56.10	30.10
2-5 years	98.37	90.49
6-10 years	117.92	115.91
More than 10 years	256.45	238.92
<b>(i) Principal actuarial assumptions</b>		
Discount Rate	7.20%	7.28%
Salary growth rate	6.00%	6.00%

Assumptions regarding future mortality experience are based on mortality tables of 'Indian Assured Lives Mortality (2012-2014 ultimate)' published by the Institute of Actuaries of India for both years.

The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

		Changes in assumption	Impact on defined benefit obligation 31 March 2023	Impact on defined benefit obligation 31 March 2022
(j)	<b>Sensitivity analysis</b>			
	Discount rate	Increase by 1 % Decrease by 1 %	<b>Decrease by Rs. 9.74</b> <b>Increase by Rs.10.40</b>	Decrease by Rs. 17.11 Increase by Rs.19.48
	Salary growth rate	Increase by 1 % Decrease by 1 %	<b>Increase by Rs.10.04</b> <b>Decrease by Rs. 9.47</b>	Increase by Rs.18.69 Decrease by Rs. 17.35

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit obligation recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior periods.

- (k) The company expects to contribute **Rs.2.80** (Previous Year Rs.2.16) the funded gratuity plan during the next financial year.

#### (B) Provident fund

Contributions towards provident funds are recognised as expense for the year. The Company has set up Provident Fund Trusts in respect of employees which are administered by Trustees. Both the employees and the Company make monthly contributions to the Funds at specified percentage of the employee's salary and aggregate contributions along with interest thereon are paid to the employees/nominees at retirement, death or cessation of employment. The Trusts invest funds following a pattern of investments prescribed by the Government. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company.

In view of the Company's obligation to meet shortfall, if any, on account of interest, Provident Fund trusts set up by the Company are treated as defined benefit plans.

During the year, the Company's contribution of **Rs. 46.97** (Previous year – Rs. 35.58) to the Provident Fund Trusts has been expensed under the 'Contribution to Provident and Other Funds' in Note 28.

### II. Post Employment Defined Contribution Plans

#### (A) Superannuation Fund

Certain categories of employees of the Company participate in superannuation, a defined contribution plan administered by the Trustees. The Company makes annual contributions based on a specified percentage of each covered employee's salary. The Company has no further obligations under the plan beyond its annual contributions.

#### (B) The Employees Pension Scheme 1995

The employees of the Company received benefits from the above mentioned scheme, a defined contribution plan. The employer makes monthly contributions to a Government administered fund at specified percentage. The Company has no further obligation under the plan beyond its monthly contributions.

During the year the Company has made contribution amounting to Rs. 21.01 (Previous Year Rs.22.79) has been recognised as expenditure.

### III. Leave Obligations

The Company provides for accumulation of leave by its employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash (only in case of earned leave) in lieu thereof as per the Company's policy. The Company records a provision for leave obligations in the period in which the employee renders the services that increases this entitlement.

The total provision recorded by the Company towards this obligation was **Rs. 44.95** (Previous Year - Rs.39.23). The amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Particulars	31st March, 2023	31st March, 2022
Leave provision not expected to be settled within the next 12 months	<b>40.65</b>	35.85

**IV. Risk Exposure**

Through its defined benefit plans, the Company is exposed to some risks, the most significant of which are detailed below:

**Discount Rate Risk**

The Company is exposed to the risk of fall in discount rate. A fall in discount rate will eventually increase the ultimate cost of providing the above benefit thereby increasing the value of the liability.

**Salary Growth Risks**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

**Demographic Risk**

In the valuation of the liability, certain demographic (mortality and attrition rates) assumptions are made. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to the assumptions thereby causing an increase in the benefit cost.

**Note No.35 - Fair Value Measurements**

Financial Instruments by category	Note No.	As at 31.03.2022	As at 31.03.2021
		Carrying Amount/ Fair Value	Carrying Amount / Fair Value
<b>Financial Assets</b>			
<b>Assets Carried at Fair Value through Profit or Loss / OCI</b>			
Investments			
Equity Instrument	4	<b>4,888.81</b>	7,636.58
Mutual Funds	4, 8	<b>15,542.24</b>	13,323.71
<b>Assets Carried at Amortised Cost</b>			
Trade Receivables	9	<b>4,656.04</b>	6,019.69
Cash and Cash Equivalents	10	<b>1,262.87</b>	1,282.27
Other Bank Balances	11	<b>1,025.58</b>	95.57
Other Financial Assets	5, 12	<b>407.44</b>	550.92
<b>Total Financial Assets</b>		<b>27,782.98</b>	28,908.74
<b>Financial Liabilities</b>			
<b>Liabilities Carried at Amortised Cost</b>			
Borrowings	18	<b>11,500.00</b>	5,799.01
Trade Payables	19	<b>567.56</b>	2,788.22
Other Financial Liabilities	20	<b>472.36</b>	1,249.53
<b>Total Financial Liabilities</b>		<b>12,539.92</b>	9,836.76

\* Amounts are below the rounding off norm adopted by the Company.

**(ii) Fair Values**

The fair values of financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31st March, 2023.

The following methods and assumptions were used to estimate the fair values:

- (a) In respect of investments in mutual funds, the fair values represent net asset value as stated by the issuers of these mutual fund units in the published statements. Net asset values represent the price at which the issuer will issue further units in the mutual fund and the price at which issuers will redeem such units from the investors. Accordingly, such net asset values are analogous to fair market value with respect to these investments, as transactions of these mutual funds are carried out at such prices between investors and the issuers of these units of mutual funds.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

- (b) The fair value of foreign exchange future contracts is determined using closing exchange rates at the Balance Sheet date.
- (c) The management assessed that fair values, of trade receivables, cash and cash equivalents, other bank balances, other financial assets (current), investments in commercial papers, trade payables, borrowings (current) and other financial liabilities (current), approximate to their carrying amounts largely due to the short-term maturities of these instruments.

For financial assets carried at fair value, the carrying amounts are equal to their fair values.

**(iii) Fair Value Hierarchy**

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between level 1 and level 2 fair value measurements during the year ended 31st March, 2023 and 31st March, 2022.

	31st March, 2023			31st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Recognised and Measured at Fair Value - Recurring Measurements</b>						
<b>Financial Assets</b>						
Equity Instrument	4888.81			7636.58		
Mutual Funds	15542.24			13323.71		
Foreign Exchange Future Contracts		0.00			0.00	
	<b>20431.05</b>	<b>0.00</b>	<b>0.00</b>	20960.28	0.00	0.00

**Note No.36 - FINANCIAL RISK MANAGEMENT**

The Company's business activities are exposed to a variety of risks including liquidity risk, credit risk and market risk. The Company seeks to minimize potential adverse effects of these risks by managing them through a structured process of identification, assessment and prioritization of risks followed by coordinated efforts to monitor, minimize and mitigate the impact of such risks on its financial performance and capital. For this purpose, the Company has laid comprehensive risk assessment and minimization/mitigation procedures, which are reviewed by the Audit Committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risks by way of properly defined framework. The Company does not enter into derivative financial instruments for speculative purposes. The following table explains the sources of risk and how the entity manages the risk in its financial statements. The management reviews the status of all principal risks with a significant potential impact. Additionally, the Audit Committee carried out focused risk reviews of each Plant and divisions. These reviews included an analysis of both the principal risks, and the controls, monitoring and assurance processes established to mitigate those risks to acceptable levels. As a result of these reviews, a number of actions were identified to continue to improve internal controls and the management of risk.

	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis, Credit analysis	Credit limits and letters of credit
Liquidity Risk	Borrowings and other liabilities	Cash Flow forecasts	Credit facilities
Market Risk – foreign exchange	Recognised financial assets and liabilities not denominated in INR	Cash Flow forecasts	Monitoring of currency movement
Market Risk – interest rate	Long Term Borrowings/Liabilities	—	Monitoring of interest rate movements
Market Risk – security prices	Investment in Securities	—	Portfolio Management

**A. Credit Risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. Credit risk arises from cash and cash equivalents, investment carried at amortised cost, deposit with banks and financing institutions as well as credit exposure to customer and other parties.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

For banks and financial institutions, only high rated banks/institutions are accepted. For other financial assets, the entity assesses and manages credit risk based.

The entity considers the probability of default on ongoing basis and at each reporting period. Micro-economic information is incorporated as part of internal rating model.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due.

The ageing of Trade receivables i.e. receivables which are past due (net of allowances / provisions) are given below :

Age of receivables	31-Mar-23	31-Mar-22
1 – 30 days past dues	4123.58	5,335.74
31 – 60 days past dues	–	576.24
61 – 90 days past dues	–	20.56
91 – 180 days past dues	–	46.25
Above 180 days past dues	532.47	40.90

**B. Liquidity Risk**

The company objective is to at all times maintain optimum level of liquidity to meet its cash and collateral requirement at all times. The Company relies on Borrowing to meet its additional need for fund. The current committed lines of credit are sufficient to meet its short to medium term expansion needs and hence evaluates the concentration of risk with respect to liquidity as low. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining headroom on its undrawn committed borrowing facilities at all times so that Company does not breach borrowing limits or covenants (where applicable ) on any of its borrowing facilities.

The company is required to maintain debt equity ratio as mentioned in the loan agreements at specified levels. In the event to meet any ratios these become callable at the option of the lenders, except where exception is provided by lender.

**C. Market Risk**

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for commodities or equity instruments).

- (i) **Foreign Exchange Risk** - The company transacts business by way of purchase of raw materials in local currency and foreign currency (primarily in US dollars). The Company takes buyer's credit facility and is therefore exposed to foreign currency risk.

The Company manages its foreign currency risk by hedging appropriate percentage of its foreign currency exposure using Future Purchase Contracts. The Company does not have any liability in foreign currency at the end of the year and hence is not exposed to foreign currency risk.

**(a) Foreign Currency Risk Exposer**

The Company's exposure to foreign currency (in US dollar) risk at the end of the reporting period expressed in INR, are as follows:

	31st March, 2023	31st March, 2022
<b>Financial Liabilities</b>		
Buyers Credit (US \$ NIL (31.3.2022 - US \$ 30.38)	–	2,296.06
Trade Payables	–	–
Against Letter of Credit		

**(b) Sensitivity**

The sensitivity of profit or loss to change in the foreign exchange rates arises mainly from foreign currency denominated financial instruments.

(Amount in Rupees)

	Impact on profit before tax	
	31st March, 2023	31st March, 2022
<b>USD Sensitivity</b>		
INR/USD - Increase by 5% *	–	114.80
INR/USD - Decrease by 5% *	–	114.80

\* Holding all other variables constant.

(ii) **Interest Rate Risk** - Interest rate exposure of the Company is mainly on Borrowing from Bank/FI, which is linked to their prime lending rate and the Company does not foresee any risk on the same.

(iii) **Security Price Risk** – (a) The Management invests its surplus funds in mutual funds operated by only high rated institutions. To manage price risk arising from investment in mutual funds, The Company diversifies its portfolio.

**Sensitivity**

The sensitivity of profit or loss to change in Net Assets Value (NAVs) at the year end for investments in mutual funds.

	Impact on profit before tax	
	31st March, 2023	31st March, 2022
<b>Sensitivity</b>		
NAV - Increase by 1% *	155.42	133.24
NAV - Decrease by 1% *	155.42	133.24

\* Holding all other variables constant.

**Note No.37**

Give age wise disclosure of trade receivable in the following manner :

**Ageing from the Trade Receivable from the due date of payments of each of the category as at 31 st March 2023**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Un-Disputed Trade Receivables-Considered Goods	4,123.58	37.09	492.10	1.36	1.92	4,656.04
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk	–	–	–	–	–	–
(iii) Undisputed Trade Receivables-Credit impaired	–	–	–	–	–	–
(iv) Disputed Trade Receivables-Considered Goods	–	–	–	–	–	–
(v) Disputed Trade Receivables-Which have significant increase in credit risk	–	–	–	–	–	–
(vi) Disputed Trade Receivables-Credit impaired	–	–	–	–	–	–

• To disclose unbilled dues separately in the schedule.

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

Ageing from the Trade Receivable from the due date of payments of each of the category as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Un-Disputed Trade Receivables-Considered Goods	5,496.94	519.47	1.44	1.84	0	6,019.69
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables-Credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
(v) Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables-Credit impaired	-	-	-	-	-	-

- To disclose unbilled dues separately in the schedule.

**Note No.38**

- o Total outstanding dues to MSME

- o Total outstanding dues to other creditors

Give age wise disclosure of trade payable in the following manner :

Ageing from the Trade payable from the due date of payments of each of the category as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
<b>Undisputed Dues</b>					
MSME	215.95	0.02	-	-	215.97
Others	338.01	13.57	-	-	351.59
<b>Disputed Dues</b>					
MSME	-	-	-	-	-
Others	-	-	-	-	-

Ageing from the Trade payable from the due date of payments of each of the category as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
<b>Undisputed Dues</b>					
MSME	549.82	-	-	-	549.82
Others	2,238.40	-	-	-	2,238.40
<b>Disputed Dues</b>					
MSME	-	-	-	-	-
Others	-	-	-	-	-

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.39 - Dividends on Equity Shares**

- (A) Final Dividend for the year ended 31st March 2022 @ 50% i.e Rs.5 per equity share on face value of Rs.10/- each totalling Rs. 132.50 Lacs spent during the Year.
- (B) The Board has recommended payment of Dividend for the Financial Year ended 31st March, 2023 @ 40% i.e. Rs.4 per equity shares on the face value of Rs.10/- each totalling Rs.106 Lakh subject to approval of the members.

**Note No.40**

Pursuant to the approval of the Board of Directors in their meeting held on 4th August,2022 and subsequent approval of the Shareholders of the Company in their Annual General Meeting held on 30th September,2022, the Company during the year has sold its entire shareholding (99.99%) in its subsidiary M/s. C&C Investment Limited.

**Note No.41**

CSR (Corporate Social Responsibilites)	As at 31.03.2023	As at 31.03.2022
(a) Gross amount required to be spent by the Company during the year :	<b>63.88</b>	122.58
(b) Amount of expenditure incurred	<b>70.55</b>	121.00
(c) Shortfall at the end of the year	<b>(6.67)</b>	1.58
(d) Total of previous year shortfall	-	0
(e) Reason of shortfall Rs 1.60 lakh excess paid in F.Y 2020-21 has been adjusted with the shortfall for the year 21-22	-	-
(f) Nature of CSR Activities	<b>Administration and Construction</b>	Administration and Construction
(g) Detail of RPT e.g contribution to a trust controlled by the company in relation to CSR expenditure as per relevant accounting standard		
<b>Name of the Trust</b>		
India Carbon Charitable Trust	<b>3.00</b>	5.00
Manav Kalyan Trust	<b>0.00</b>	15.00
(h) Provision is made with respect to a liability incurred by entering into a contractual obligation	<b>Nil</b>	Nil

**Note No.42**

- (a) For Capital-work-in progress, following ageing schedule shall be given :

**CWIP ageing schedule**

(Amount in lacs)

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1 - 2 Years	2 -3 Years	More than 3 Years	Total
<b>Projects in progress</b>	<b>211.91</b>	<b>231.68</b>	-	-	<b>443.59</b>
<b>Projects temporarily suspended</b>	<b>7.10</b>	-	-	-	<b>7.10</b>

- b) For capital-work -progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule shall be given \*\* :

**CWIP ageing schedule**

(Amount in lacs)

CWIP	To be completed in				
	Less than 1 Year	1 - 2 Years	2 -3 Years	More than 3 Years	Total
Project at Odisha	-	-	-	<b>253.73</b>	<b>253.73</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

**Note No.42 (A)**

Hon'ble Supreme Court vide its Judgement dated 06th December,2019 in another case held that when a particular kind of duty is exempted, other types of duty or cess imposed by different legislation for a different purpose cannot be said to have been exempted and therefore, has over ruled its earlier Judgement dated 10th November,2017. Pursuant to this judgement the Company during the financial year 2019-20 recognized liability of Rs.63.42 Lacs on account of Education Cess and Higher Education Cess, which was earlier refunded during the financial year 2018-19 by reversal of Income and charging it off as expense in the financial year 2019-20.

On 06th August,2020 the Joint Commissioner, GST & Central Excise Commissionerate, Guwahati issued Demand cum Show Cause Notice asking the Company to show cause as to why the Education Cess and Secondary and Higher Education Cess amounting to Rs.63.42 Lacs refunded to the Company shall not be demanded back along with interest.

On 10th September,2020 the Company filed a Writ Petition before the Hon'ble Guwahati High Court challenging the said Demand cum Show Cause Notice, which was allowed by the Court on 12th March,2021 by setting aside the aforesaid Demand cum Show Cause Notice.

Being aggrieved by the judgment dated 12th March,2021 of Hon'ble Guwahati High Court, the Department filed Appeals before the Division Bench of the High Court challenging the aforesaid judgment, which the Division Bench has dismissed on 08th October, 2021.

In the situation, the matter is still considered sub-judice and other costs associated with this, being indeterminate, will be considered in these accounts on finality.

**Note No.42 (B)**

Particulars	April 1, 2022	Cash Flows	Exchange Difference	March 31, 2023
<b>Borrowings</b>				
<b>Secured</b>				
<b>Loans Repayable on Demand from Banks</b>				
- Cash Credit and Export Credit facilities	2.96	(2.96)		-
- Working Capital Demand Loan	3500.00	8000.00		11,500.00
<b>Unsecured</b>				
<b>Loans Repayable on Demand from Banks</b>				
- Cash Credit and Export Credit facilities				
Buyers Credit	2296.06	(2,293.24)	(2.82)	0.00
<b>Total Liabilities from financing activities</b>	<b>5799.02</b>	<b>5703.800</b>	<b>(2.82)</b>	<b>11500.000</b>

Particulars	April 1, 2021	Cash Flows	Exchange Difference	March 31, 2022
<b>Borrowings</b>				
<b>Secured</b>				
<b>Loans Repayable on Demand from Banks</b>				
- Cash Credit and Export Credit facilities	980.81	(977.85)		2.96
- Working Capital Demand Loan		3500		3,500.00
<b>Unsecured</b>				
<b>Loans Repayable on Demand from Banks</b>				
- Cash Credit and Export Credit facilities				
Buyers Credit	804.82	1479.57	11.67	2,296.06
<b>Total Liabilities from financing activities</b>	<b>1785.63</b>	<b>4001.72</b>	<b>11.67</b>	<b>5799.02</b>

**Note No.42 (C)**
**Disclosure Regarding analytical ratios:**

Ratio	Numerator	Denominator	2022-23	2021-22	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	2.66	3.04	-12.38%	Increase in value of Inventory
Debt-equity ratio	Total Debt	Shareholder's Equity	0.26	0.13	99.14%	Increase in borrowings
Debt service coverage ratio	Earnings available for debt service	Debt Service	NA	NA	-	There is no Long term Debt
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	9.03	30.70	-70.59%	Decrease in Profit in C.Y
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	2.88	3.78	-23.81%	Increase in Turnover in C.Y
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	10.60	11.11	-4.59%	
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	8.76	8.94	-2.00%	
Net capital turnover ratio	Net Sales	Average Working Capital	2.72	2.66	2.28%	
Net profit ratio	Net Profit	Net Sales	0.04	0.18	-76.29%	Decrease in profit margin
Return on capital employed	Earning before interest and taxes	Capital Employed	0.09	0.27	-64.92%	Decrease in profit

Further explanation shall be provided for any change in the ratio by more than 25% as compared to the ratio of preceding year.

<b>CURRENT RATIO</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Current Assets</b>		
Inventories	21,165.97	18,070.40
Current Investments	317.48	266.07
Trade Receivables	4,656.04	6,019.69
Cash and Bank Balance	1,262.87	1,282.27
Other Bank Balance	1,025.58	95.57
Financial Assets	342.89	221.06
Other Current Assets	4,981.78	4,695.43
<b>Total (A)</b>	<b>33,752.61</b>	<b>30,650.50</b>
<b>Current Liabilities</b>		
Borrowings	11,500.00	5,799.01
Trade payables	567.56	2,788.22
Other Financial Liabilities	472.36	1,249.53
Other current liabilities	41.47	89.88
Current Provision	34.49	7.80
Current Tax Liabilities	52.57	145.07
<b>Total (B)</b>	<b>12,668.45</b>	<b>10,079.52</b>
<b>CURRENT RATIO (A/B)</b>	<b>2.66</b>	<b>3.04</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

<b>Debt–equity ratio</b>	<b>2022–23</b>	<b>2021–22</b>
<b>Total Debt</b>		
Borrowings		
Cash Credit	–	2.96
Buyers Credit	–	2296.06
WCDL	11,500.00	3500.00
<b>Total (A)</b>	<b>11,500.00</b>	<b>5,799.01</b>
<b>Shareholder's Equity</b>		
Equity Share Capital	265.00	265.00
Other Equity	43,141.39	43,323.83
<b>Total (B)</b>	<b>43,406.39</b>	<b>43,588.83</b>
<b>Debt–equity ratio (A/B)</b>	<b>0.26</b>	<b>0.13</b>
<b>Debt Service Coverage Ratio</b>		
Earning available for Debt Service		
PAT	2,392.39	8,134.83
Depreciation	160.30	202.94
Interest	670.87	108.01
Loss on sale of fixed assets	1.24	–
<b>Total (A)</b>	<b>3,224.81</b>	<b>108.01</b>
Interest	–	–
Principal Payment	–	–
<b>Total (B)</b>	–	–
<b>Debt Service Coverage Ratio (A/B)</b>	<b>NA</b>	<b>NA</b>
<b>Return on equity ratio</b>		
Net Profits after taxes – Preference Dividend (if any)	2,392.39	8,134.83
<b>Total (A)</b>	<b>2,392.39</b>	<b>8,134.83</b>
Opening	265.00	265.00
Closing	265.00	265.00
<b>Average Shareholder's Equity (Total B)</b>	<b>265.00</b>	<b>265.00</b>
<b>Return on equity ratio (A/B)</b>	<b>9.03</b>	<b>30.70</b>
<b>Inventory turnover ratio</b>		
COGS or Sales	56,571.86	45,612.37
<b>Total (A)</b>	<b>56,571.86</b>	<b>45,612.37</b>
<b>Average Inventory</b>		
Opening Inventory	18,070	6,034
Closing Inventory	21,166	18,070
<b>Average Inventory (Total B)</b>	<b>19,618</b>	<b>12,052</b>
<b>Inventory turnover ratio (A/B)</b>	<b>2.88</b>	<b>3.78</b>
<b>Trade receivables turnover ratio</b>		
Revenue from operation	56,571.86	45,612.37
<b>Total (A)</b>	<b>56,571.86</b>	<b>45,612.37</b>
<b>Average Accounts Receivable</b>		
Opening Receivables	6,019.69	2,193.16
Closing Receivable	4,656.04	6,019.69
<b>Average Accounts Receivable (B)</b>	<b>5,337.87</b>	<b>4,106.42</b>
<b>Trade receivables turnover ratio (A/B)</b>	<b>10.60</b>	<b>11.11</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)

(Rs. in Lacs)

	<b>2022-23</b>	<b>2021-22</b>
<b>Trade payables turnover ratio</b>		
<b>Net Credit Purchases</b>		
Total Purchase	49,867.19	41,875.26
Less :- RPC Purchase	35,170.89	27,839.52
<b>Total (A)</b>	<b>14,696.30</b>	<b>14,035.73</b>
<b>Average Trade Payables</b>		
Opening Trade payable	2,788.22	352.58
Closing Trade Payable	567.56	2,788.22
<b>Average Trade Payables (Total B)</b>	<b>1,677.89</b>	<b>1,570.40</b>
<b>Trade payables turnover ratio (A/B)</b>	<b>8.76</b>	<b>8.94</b>
<b>Net capital turnover ratio</b>		
<b>Net Sales</b>	56,571.86	45,612.37
<b>Total (A)</b>	<b>56,571.86</b>	<b>45,612.37</b>
<b>Opening Working Capital</b>		
CURRENT ASSETS	30,650.50	17,491.52
CURRENT LIABILITIES	10,079.52	3,712.12
<b>Total</b>	<b>20,570.98</b>	<b>13,779.40</b>
<b>CLOSING WORKING CAPITAL</b>		
CURRENT ASSETS	33,752.61	30,650.50
CURRENT LIABILITIES	12,668.45	10,079.52
<b>Total</b>	<b>21,084.16</b>	<b>20,570.98</b>
<b>Average Working Capital (B)</b>	<b>20,827.57</b>	<b>17,175.19</b>
<b>Net capital turnover ratio (A/B)</b>	<b>2.72</b>	<b>2.66</b>
<b>Net profit ratio</b>		
Net Profit	2,392.39	8,134.83
<b>Total</b>	<b>2,392.39</b>	<b>8,134.83</b>
Revenue from operation	56,571.86	45,612.37
<b>Total</b>	<b>56,571.86</b>	<b>45,612.37</b>
<b>Net profit ratio (A/B)</b>	<b>0.04</b>	<b>0.18</b>
<b>Return on capital employed</b>		
Earning before interest and taxes		
PBT	3,438.66	11,627.03
Interest	670.87	108.01
<b>EBIT (A)</b>	<b>4,109.53</b>	<b>11,735.04</b>
Capital Employed		
TOTAL ASSETS	56,213.72	53,704.20
LESS:CURRENT LIAB.	12,668.45	10,079.52
<b>Capital Employed (B)</b>	<b>43,545.27</b>	<b>43,624.68</b>
<b>Return on capital employed (A/B)</b>	<b>0.09</b>	<b>0.27</b>

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March, 2023 (Contd.)**Note No.43**

The Company had imported 10,000 MT of Raw Petroleum Coke (RPC) under Bill of Entry no. 4632598 dated 10.07.2021. The Department of Customs and the Directorate of Revenue Intelligence (DRI) alleged that the said import was in violation of IS 17049 and seized the unused 4,510 MT of RPC lying at Company's factory premises and 45.79 MT lying at the port. A show cause notice dated 31.01.2022 was issued by the DRI in the above matter, which the company had duly replied.

The Company contested the matter in various proceedings before the Adjudicating Authority of Customs, Commissioner (Appeals), as well as Customs, Excise, and Service Tax Appellate Tribunal (CESTAT). The Company also challenged the legality of the impugned action of the Customs Authorities before the High Court of Calcutta. On 23.02.2023, CESTAT directed the Adjudicating authority of Customs to release the RPC provisionally immediately. The 45.79 MT of RPC lying at the port is yet to be released.

The matter with respect to the show cause notice issued by the Department of Revenue Intelligence dated 31.01.2022 is sub-judice and the proceedings are pending before the adjudicating authorities.

Per our report attached of even date.

**For S. SAMANTA & CO.**

Chartered Accountants

Firm Registration No. 305020E

S. Samanta

Partner

Place: Kolkata

Date: 2nd May 2023

UDIN: 23007200BGUQDS1691

**Rakesh Himatsingka**  
Chairman & Managing Director  
DIN: 00632156

**Shaurya Veer Himatsingka**  
Deputy Managing Director & CEO  
DIN : 01200202

On Behalf of Board of Directors

**Soumendra Mohan Basu**  
Director  
DIN: 01125409

**Vinod Agarwal**  
Chief Financial Officer

**Hemant Kumar Khaitan**  
Director  
DIN: 00220049

**Bhaskar Rakshit**  
Company Secretary



**India Carbon Limited**

Temple Chambers, 4th Floor

6, Old Post Office Street

Kolkata - 700 001

CIN : L23101AS1961PLC001173