

spgprints®

**STOUEC**®  
INDUSTRIES LIMITED



50<sup>TH</sup>  
ANNUAL  
REPORT  
2023



**Printing tomorrow.**

## BETWEEN THE COVERS

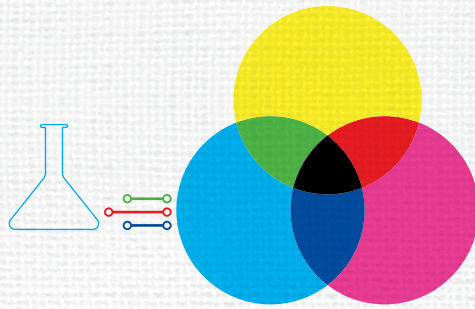
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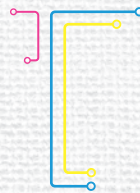
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Stovec Industries proudly upholds its five-decade illustrious legacy in the textile printing machinery with a steadfast commitment on being future ready.

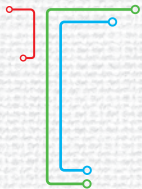
Guided by its unwavering passion for 'Printing Tomorrow' the Company is strategically implementing cutting-edge ideas, introducing innovative products and services, and venturing into promising avenues.



Embracing the potential of diversification to explore new markets and harnessing the transformative force of innovation, Stovec Industries will continue to strengthen its legacy, ensuring continued significance and sustainability amidst the dynamic landscapes of an **ever-changing world.**

# WE ARE WORKING UNTIRINGLY TOWARD BUILDING A FUTURE- READY ENTERPRISE POISED TO CAPITALISE ON OPPORTUNITIES ARISING OUT OF THE TEXTILE SECTOR'S REPOSITIONING TO **DELIVER PROFITABLE BUSINESS GROWTH OVER THE COMING YEARS**

DEAR  
SHAREHOLDERS,



I am pleased to write this statement as your Company crosses an important milestone. We have completed 50 years in our business journey, during which we imprinted an indelible mark on the domestic textile industry with our innovative machines platformed on cutting-edge technology.

## THE ECONOMIC LANDSCAPE

Economic progress at the global level was volatile owing to increased human conflicts in multiple geographies. This resulted in elevated inflation and recessionary conditions in leading global economies.

While the world economy stuttered, India emerged as the beacon of hope in an otherwise dull landscape.

India's economy registered a significant rebound from the pandemic and continued to exhibit strong growth momentum. India's GDP growth for FY23 stood at 7.2%, supported by an uptick in private consumption and government capital expenditure.

Moreover, India's economic progress has continued unabated into CY2023 despite the growing global stress and political and economic fragilities. The Indian economy surged with a growth of 8.4% in the quarter that ended December 2023, belying fears of tempering as manufacturing, electricity and construction registered robust growth.

As we advance, India's economy is expected to sustain its growth momentum well into 2024 as the incumbent Government promises to roll out policies that will drive investments.

## THE TEXTILE SECTOR

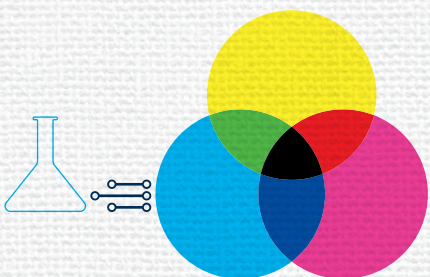
Year 2023 was reportedly a subdued year for the textile space due to multiple factors impeding its growth.

The subdued global environment and restrained consumer spending in global textile hubs such as the US and Europe impacted exports from India to these geographies. As a result, capital projects by domestic textile players were relegated to the back burner, which impacted Stovec's order booking.

Interestingly, green shoots of recovery were visible towards the close of calendar 2023. Barring unforeseen events, the road to recovery should be sustained.

## OUR PERFORMANCE

In the wake of a subdued textile sector globally and in India, our financial performance was tepid. Our aggressive cost optimisation measures ensured that our Net Profit remained in the black. However, our margins dipped, and our operational liquidity dropped.





OUR AGGRESSIVE COST OPTIMISATION MEASURES ENSURED THAT OUR NET PROFIT REMAINED IN THE BLACK. HOWEVER, OUR MARGINS DIPPED, AND OUR OPERATIONAL LIQUIDITY DROPPED.

- Revenue from operations stood at ₹2,072.56 million in 2023 compared to ₹2,358.49 million in 2022
- Profit Before Tax was ₹114.19 million in 2023 compared to ₹247.40 million in 2022
- Earnings per share achieved at ₹43.18 per share as against ₹118.61 for the previous year

### THE OUTLOOK

Given the elevated volatility and geopolitical stress, the near-term outlook for the textile sector appears to remain muted. However, the medium - to long-term prospects are promising.

A report by FICCI-Wazir Advisors noted that the Indian textile and apparel market was around US\$165 billion in 2022, including the domestic market of US\$125 billion and exports of US\$40 billion. Given the long-term positive outlook, the market size is projected to grow at a 10% CAGR to reach US\$350 billion by 2030 (including US\$100 billion from exports).

The Government's unwavering focus on achieving this ambitious goal is expected to result in tectonic shifts in the domestic textile sector.

The Government's flagship scheme, the PM Mitra initiative, promises to emerge as a catalyst for transforming India's textile landscape. These textile

parks will synergise production, innovation, and research, propelling India to the forefront of global textile manufacturing while ensuring sustainable growth.

The National Technical Textiles Mission aims to propel India to the forefront of technical textile manufacturing. The mission emphasises research, skill development, technology transfer, market expansion, and infrastructure advancement to catalyse innovation and elevate economic growth.

The Government's unflinching efforts to forge Free Trade Agreements (FTAs) with global textile hubs are poised to play a seminal role in shaping its future. The recent FTAs with Australia and the UAE, alongside the potential agreements on the horizon, promise to unlock new avenues for growth, diversification, and global expansion.

The convergence of the PLI schemes, the PM Mitra initiative, the NTTM and FTAs form a narrative of unparalleled transformation in India's textile industry, positioning India as a global textile powerhouse. And promises to unveil promising opportunities for your Company.

We are working untiringly toward building a future-ready enterprise poised to capitalise on opportunities

arising from the textile sector's repositioning to deliver profitable business growth over the coming years.

### SIGNING OFF

AS ALWAYS, I SINCERELY THANK ALL FELLOW DIRECTORS, MANAGEMENT, SHAREHOLDERS, EMPLOYEES, AND OTHER STAKEHOLDERS FOR THEIR CONTINUED FAITH AND TRUST IN STOVEC. YOUR FORWARD-LOOKING COMPANY WILL FURTHER STRENGTHEN OUR FIVE-DECADE LEGACY AND DELIVER VALUE TO OUR CUSTOMERS. BEST WISHES TO ALL OF YOU AND YOUR FAMILIES.

*Warm regards,*  
**K. M. THANAWALLA**  
CHAIRMAN

ABOUT **STOVEC** ●●●●●

# WE ARE **LEADERS** IN PRINTING TECHNOLOGY

Incorporated in the early 70s in Ahmedabad, Gujarat, Stovec Industries Limited (SIL), operates in the textile printing and industrial printing industry.

Over its illustrious 50 year journey, Stovec's innumerable innovations that have put Stovec on the map as a global market leader for textile rotary screen-printing technology.

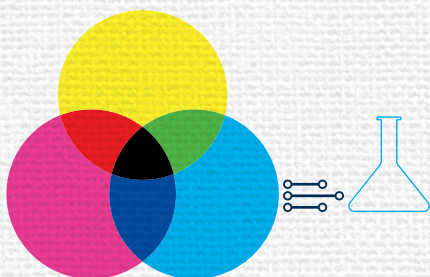
Stovec is committed to incremental innovation of its products and processes to stay ahead of the curve. It boasts state-of-the-art manufacturing facilities in India, ensuring the highest quality of products and services while minimising contamination.

## OUR **PARTNERS**

**spgprints**

SPGPrints with its headquarter in the Netherlands is one of the pioneers in digital printing technology the world over. Laced with cutting-edge technology, it offers a diverse range of products and solutions to the industrial, textile and label printing sectors, thereby positioning itself as an all-inclusive solution provider to its clients.

Part of this internationally acclaimed Group, Stovec Industries is the 'Global Competence Center' for rotary printing machines and maintains a widespread global footprint in several continents including Europe, Asia, and Americas.





# OUR PRODUCTS

A holistic printing solution provider, Stovec's a product portfolio comprises of capital & consumables products for textile & graphics printing industries. The Company's excellence in engineering and innovation has positioned it as a pivotal international player in the textile printing industry.

## STOVEC'S PRODUCT OFFERING INCLUDES:

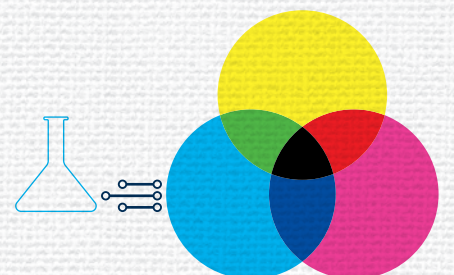


Pre-press & Rotary screens along with conventional rotary printing machines

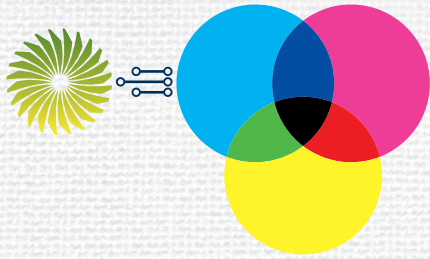


Inks along with Digital printing machines

In the non-textile segment, Stovec manufactures electro-formed products for the Packaging and Graphic printing sectors.



# BUSINESS HIGHLIGHTS, 2023 >



## OPERATIONS

In 2023, Stovec operations achieved a significant milestone. We enhanced our capabilities by manufacturing higher repeat NOVA screens, Orta and special screens, right here at our local facility. These specialized screens are customized for specific European applications. To enhance cost efficiency, we started production of these screens in India.

This involved several adjustments to the production process and an investment in equipment upgrades and tools. The project also entailed technology and know-how support from SPGPrints. We are thrilled with the project's outcome, and our next objective is to expand or enhance capacity for these screen types to meet the growing international demand.

## ENGINEERING

**A) TEAK Universal repeat:** In 2021-22, Stovec developed new TEAK universal repeat machine and sold in India. The Company successfully completed the site acceptance test. For this successful development, Stovec has won the award in R&D category from TMMMA in 2023.







**B) VIOLET Digital Printer and Dryer unit:** Designed and developed new dryer for VIOLET digital printing machine featuring single pass compact infrared dryer for rapid drying of printed ink on fabric.



**C) Dryer for African prints:** For drying application in African textile print, Stovec has developed a dryer for African prints.

**D) Technology upgrade package for Pegasus EVO old installed base:** Committed to provide quality solutions to the customers, Stovec has created upgrade packages to make sure old Pegasus EVO will continue to be a reliable machine, now and in the future. Upgrade package gives following benefits to the customers.

- Stability of machine operation
- Continuous productivity
- Fast & sure support
- Enhanced machine life

# LENDING A HELPING HAND



## OUR OUTREACH INITIATIVES

At Stovec, we believe that it is our responsibility to foster strong relationships with the society in which we operate with the objective of uplifting it. We are, therefore, committed to conducting our operations in a socially responsible manner. All our CSR initiatives are undertaken directly and through various implementing agencies registered with MCA that operate in accordance with Schedule VII of the Companies Act, 2013. Our CSR policy emulates the best policies to attain the objectives in the defined areas of social welfare.



## SCHOLARSHIPS IN SELECTED ENGINEERING COURSES

We continued our support to provide merit-based financial assistance for education to students of low-income families. Our preference is to give scholarships to those students who received the same in the previous year to support them until the completion of their courses. We trust that our scholarship programme helps deserving students from poor economic backgrounds break financial barriers and avail opportunities that can help them grow and eventually break free from the cycle of poverty.

Scholarships reward a student's academic achievements and whether one is about to start a career or studies high school, receiving a scholarship is a big reward. Scholarships are especially appealing to young aspirants who are just about to begin their careers. A scholarship can open the doors to various educational centre sand/ or employment opportunities. Our programme is, therefore, a golden opportunity for genuine aspirants.

At Stovec, we believe that the returns of better education are manifold and can potentially lead to upliftment of the beneficiary holistically.

To meet our objective, we shook hands with the Protean eGov Technologies Limited which offers the Vidyasarathi digital platform for providing scholarships to students on pan-India basis. We offered scholarships in the selected engineering courses to 78 deserving students in the second first year of our program.



## REVIVAL OF BATIK PRINTING

We took up this initiative for revival of batik printing in 2022 and concluded in 2023. Batik printing is a traditional craft being practised by the Muslim Khatri community in of Kutch region . The craft form passed through many challenges overtime and ended up being confined to Mundra and Bhujpur. The number of Batik printing units also reduced and few closed down during the Covid pandemic.

In view of the above backdrop, and to protect/save the local art and artisans livelihood, we took up this initiative to support this unique craft form and revive batik printing through Khamir, a craft organisation based in Kutch.

The last stage of the project and to encourage & promote the artisan's work, three days exhibition were organized in December 2023 in participative manner in Mumbai to

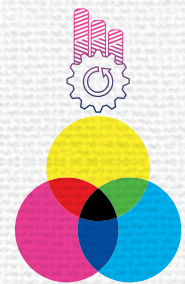
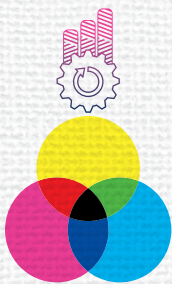
showcase the work done through the project and brand the "Batik printing" craft in mainstream market place. The exhibition supposed to inspire artisans to do innovations with materials, design and dyes; much of what they have learnt through the various project interventions.

Artisans expressed their overall satisfaction for the entire event post completion of exhibition,. They deliberated their weak and strong points and also as to which products did well and which did not. They received many inquiries, which they attended individually and in small group.

There were few buyers who collected samples from venue and contacted artisans afterwards.

We believe that , with this initiative we are able to help artisans to revive the batik craft which will not only help in the survival of the batik and other crafts; it will also empower artisans grow their livelihoods and further enhance the quality of their lives.

We assume that through these integrated efforts, the traditional craft forms would receive a new identity. As a result, the artisans' incomes would increase, and the growth of crafts would become more sustainable in the long-term.





## OPERATORS' TRAINING PROGRAMME

**Our** patronage with ATIRA for providing operators training on textile printing machines under a skill development program continues. It empowers unskilled people with skills necessary for the textile sector, making them available for job opportunities in the sector and thereby enhancing their family incomes.

During the year, we completed eight batches in local regions with 20 persons per batch. ATIRA conducted these training programs in various industrial units in and around Ahmedabad. Generally these candidates are selected from industrial units for providing them classroom-cum-practical training on

the textile printing machines. Upon completion of the training program, successful candidates are awarded certificates which enhance their employment prospects in the printing industry.





## DISTRIBUTION OF ARTIFICIAL LIMBS

**Our** contribution to Narayan Seva Sansthan for distribution of Artificial Limbs Project is a manifestation of our commitment to social responsibility. Narayan Seva Sansthan established in 1985 with the goal of providing healthcare, education and rehabilitation services particularly customized artificial limbs to those facing limb loss. This initiative for distribution of artificial limbs not only restores physical capabilities but also empower individuals with newfound confidence. This project stands as a testament to our innovation and compassion converging to make a positive impact on the lives of differently abled individuals.

This project has many transformative impacts on lives such as:

- Restored Mobility and Independence granting recipients newfound freedom and independence
- Enhanced Quality of Life Recipients report a significant boost in overall well-being, as the artificial limbs facilitate daily activities and contribute to improved self-esteem
- Reintegration into Society - With increased confidence, beneficiaries actively participate in community events, social activities, and even re enter the workforce
- Psychological Empowerment The donation in stills a sense of empowerment and pride, positively impacting the psychological well-being of recipients and their communities
- Opportunities for Personal Growth Artificial limbs open doors for education, vocational training, and personal aspirations, empowering recipients to explore their full potential

By illuminating these aspects of transformation, it becomes evident that the donation has not only provided physical support but has also catalyzed a holistic and positive change in the lives of differently abled individuals, allowing them to lead more fulfilling and meaningful lives.







# MANAGEMENT DISCUSSION & ANALYSIS >



However, inflation is expected to average around 2.6% for the advanced economies this year. Faster disinflation and steady growth in consumer spending will lead to higher growth but at the risk of costly adjustments later due to a looser fiscal policy. Strong structural reforms are likely to increase productivity with positive cross-border spillovers.

However, commodity price hikes are expected because of the situation in the Red Sea. Also, supply disruptions could prolong tighter monetary conditions, and a deepening property market crisis in China may hinder faster growth in the near term.

**WORLD ECONOMY**

The global economy demonstrated remarkable resilience in the post-pandemic scenario, but the pace of expansion remains slow. Global demand is supported by increasing government and private spending despite tight monetary conditions. Also, easing energy and commodity prices, increased labour force participation, and enhanced supply chains helped alleviate the conditions despite global geopolitical uncertainties.

The US delivered slow growth because of a still prevailing tighter monetary policy & restrained consumer spending.

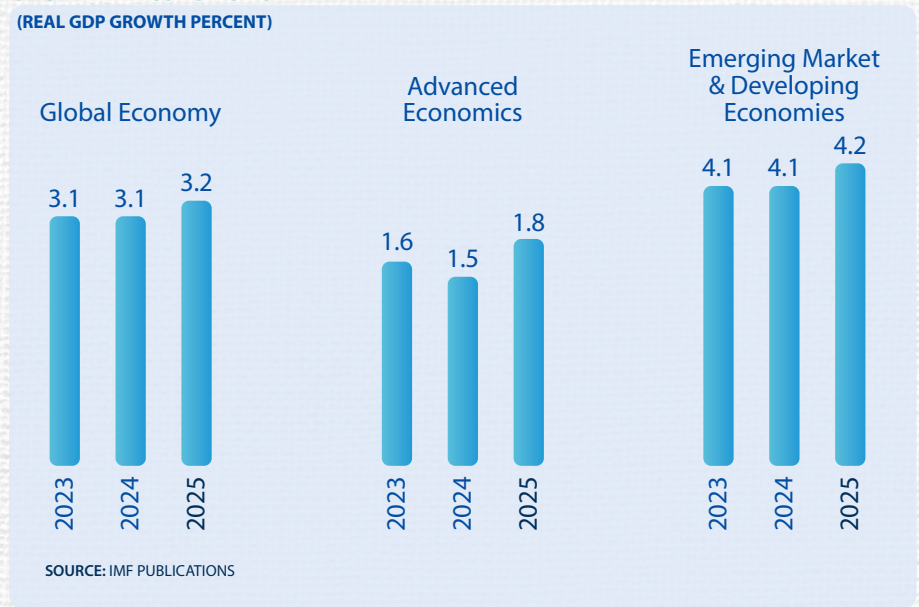
The Euro area narrowly avoided a shallow recession after reporting a mere 0.5% growth for 2023, primarily because of high energy prices and tight monetary conditions.

However, emerging markets remained resilient compared to other parts of the world, with stronger-than-expected growth and stable external balances due to a better monetary and fiscal framework.

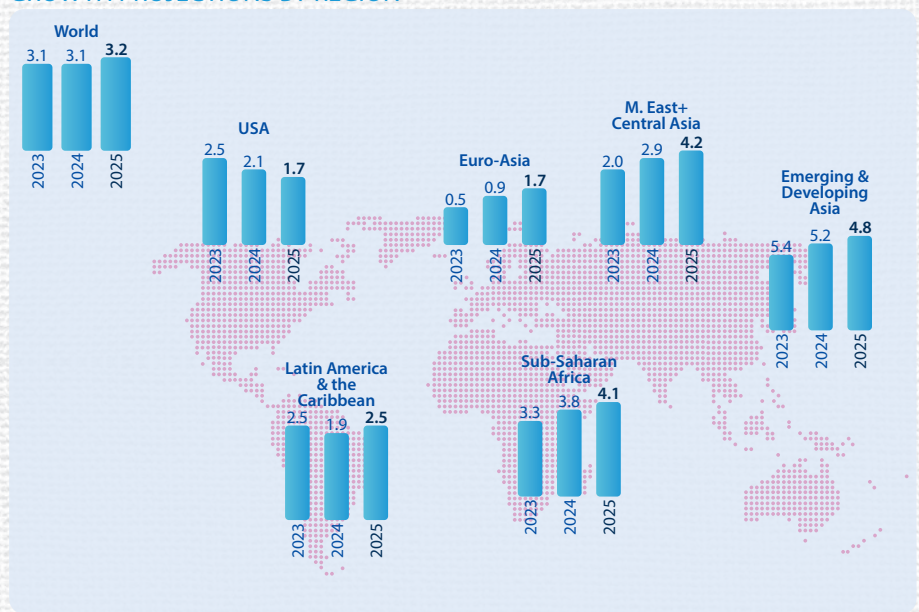
According to the IMF estimate, global growth was steady at 3.1% in 2023, 0.2% higher than their October projection. The projection for 2024 remains the same at 3.1%.

Global headline inflation is expected to fall to 5.8% in 2024 and 4.4% in 2025 as we advance. It was an estimated 6.9% in 2023. The US and Euro areas will likely face slow growth even in 2024.

WORLD ECONOMIC OUTLOOK JANUARY, 2024  
GROWTH PROJECTIONS  
(REAL GDP GROWTH PERCENT)



WORLD ECONOMIC OUTLOOK JANUARY, 2024  
GROWTH PROJECTIONS BY REGION







### INDIAN ECONOMY

In 2024, the Indian economy continues to show strength and resilience while outpacing the global average by a significant margin. According to NSO (National Statistical Office), it is likely to register a real GDP growth of 7.3% in the ongoing financial year even when the favourable base effect is fading out. Accordingly, it remains one of the fastest-growing major economies in the world even in 2023.

The size of the Indian economy expands to USD 3.73 trillion which puts it firmly on track to become a USD 7.3 trillion economy by 2030.

The growth is bolstered by steady domestic demand, an uptick in the manufacturing and service sectors, and the government and private sector focus on infrastructure spending. However, consumption was skewed in favour of households of the upper-income class of the populace.

Gross fixed capital formation which is a proxy for investment is also witnessing healthy growth in FY24.

Inflation has been reined. According to the RBI, the April-December 2023 period the CPI (Consumer Price Index) moderated to 5.5% from 6.7% during 2022. While, food prices remain stubborn and high, a drop in fuel prices as well as in core inflation was evident throughout the year.

However, the impact of uneven monsoon rainfall, weak external demand and tight monetary policy impacted crop production, manufacturing and external trade. But overall factory output saw an improvement during the year while the agri sector is likely to grow only 1.8% in FY24, a seven-year low.

**Future:** Going forward, India's economic outlook remains cautiously optimistic with RBI estimating it to be 7% for FY25. Experts believe in the next financial year this growth will be based on sustained government capex push, healthy corporate performance, softness in global commodity prices, the prospect of new private capex and rising domestic demand.

However, weakness in the global economy, rising geopolitical concerns and resultant global inflation can impact the growth prospect negatively. Also, because consumption is not broad-based producers will find it difficult to pass on the high input prices to the customer.





### THE TEXTILE INDUSTRY

India's textile industry is a vibrant tapestry of innovation and tradition that reflects the country's economic might and rich cultural legacy. Its origins go back centuries and include various weaving themes, techniques, and designs from different regions. Every thread conveys a tale of skill and tradition, from the elaborate embroidery of one state to the handloom sarees of the other.

Thanks to entrepreneurship and technology, the textile industry is vital, boosting employment, exports, and rural development. With 45 million direct employees and 100 million indirect employees in the related sector, the textile industry is also the second largest employer in the nation after agriculture.

Furthermore, besides being one of the world's leading producers of textile and textile products, India is also a significant user and producer of cotton, accounting for 13.5 million hectares, or 38% of all land under cultivation worldwide, according to the Indian Brand Equity Foundation (IBEF).

India's garment and textile sector accounts for 13% of the nation's industrial production and 12% of export earnings, making it a crucial part of the economy. India holds ~4% market share in the international textile and clothing trade.

According to IBEF research, the size of India's textile and apparel market will increase at a 14.59% CAGR from US\$172.3 billion in 2022 to US\$387.3 billion by 2028. The industry is also estimated to be one of the primary drivers of the country's economy, accounting for ~2% of the GDP.

### PERFORMANCE IN 2023

For the Indian textile and garment sector, 2023 was a year of cautious optimism despite the difficulties.

The sector's performance is mixed, highlighting promising growth and persistent challenges.

Rising disposable incomes and an increase in the affluent young population boosted the demand for high-quality and branded garments.

The demand for technical textiles, catering to sectors like medical, geo textile, and defence, saw significant growth, indicating a promising avenue for diversification and future expansion.

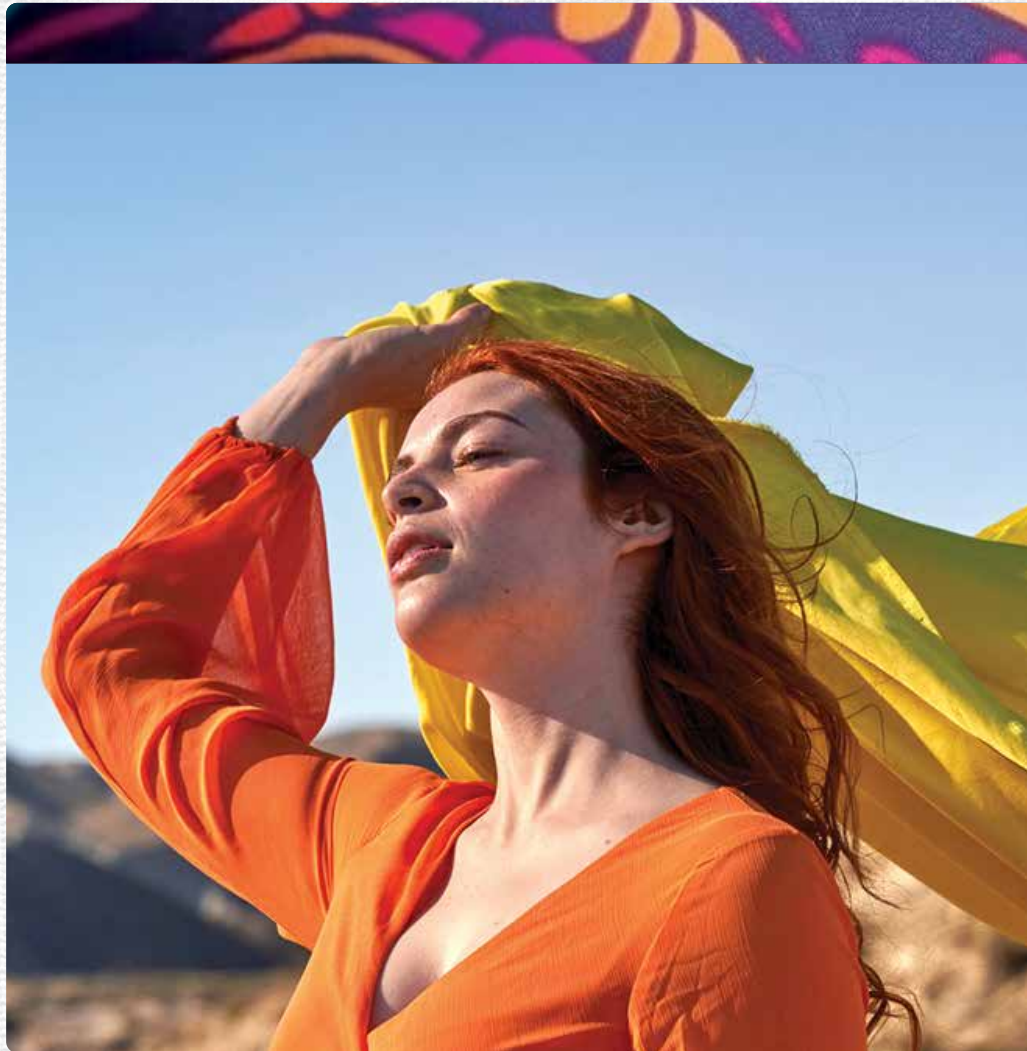
Based on projections from the Apparel Export Promotion Council (AEPCC), India's textile and apparel exports are expected to rise in the fiscal year 2023-24.

Compared to exports worth US\$45 billion in the previous fiscal year, the AEPCC anticipates that exports will surpass US\$50 billion.

The US and Europe account for a sizeable portion of India's textiles and clothing exports and are the primary drivers of this expansion, although their contribution in 2023 was muted.

The official government data reveals a 15% decrease in the export of ready-made clothing, with figures falling from US\$10.36 billion in April-November 2022 to US\$8.84 billion in the same months of 2023. The reason is the worsening global economic conditions impacting the choice of fashion and apparel.

This could be attributed to global economic slowdown, increased competition, and higher raw material costs.





### GOVERNMENT INITIATIVES IN 2023

The government wants to establish India as a major player in the global textile market. Therefore, the continued budget boost in recent years shows the government's commitment to developing and promoting the textile sector to enhance India's global standing in this industry.

And this year was no exception. The Indian government implemented several key initiatives in 2023 to empower and propel the industry towards the direction of growth and competitiveness on a global level. Here are some notable highlights:

- Launched in 2021, the PLI scheme provides financial incentives for manufacturing specific high-value textile and apparel products, attracting investments and enhancing quality. In 2023, the scheme was expanded to

include segments like Man-Made Fiber (MMF) apparel and fabrics and technical textiles. This diversification aims to strengthen domestic production and reduce dependence on imports.

- The Pradhan Mantri Mega Integrated Textile Regions and Apparel (PM-MITRA) scheme aims to create world-class infrastructure to attract investment and encourage job creation. With this aim, India will build 7 mega PM MITRA parks to boost the textile sector

In these textile parks, the Centre will provide ₹500 crores to the developers, who will, in turn, invest around ₹1,200 crores to create plug-and-play facilities in each park. Each park is expected to cover 1,000 acres.

The government aims to position itself as a textile sourcing and investment destination through these seven parks with an investment of ₹70,000 crore in the next five years.

- Negotiating favourable FTAs (free trade agreements) with key countries like Australia, the EU and UK will facilitate more comprehensive market access for Indian textile and apparel exports, thereby stimulating growth and competitiveness
- The Comprehensive Economic Partnership Agreement (CEPA) with the UAE, signed in February 2023, offers duty-free access for most Indian textile products, which is expected to boost exports to the region significantly
- The budget allocation for the Textiles Sector in the FY 2023-24 is ₹4389.34 crore, specifically targeting technical textile manufacturers and encouraging the adoption of advanced technologies in this promising sector
- Focus on handloom and handicraft promotion through schemes like the National Handloom Mission and Hunar Haat programs
- Streamlined customs processes and promote ease of doing business to reduce red tape and facilitate exports
- Encouraging sustainable practices through incentives for organic cotton production and wastewater treatment initiatives

Significant growth potential is presented through these government programs, promising domestic demand and diversification in the textile sector.



**Printing tomorrow.**



## GROWTH DRIVERS

**Rich Textile Tradition:** India has a long history of textile production, with traditional techniques and craftsmanship passed down through generations. This rich heritage forms the foundation upon which the modern industry has been built.

**Abundant Raw Materials:** India has abundant raw materials such as cotton, silk, jute, wool, and synthetic fibers, providing a solid base for textile manufacturing. India is the world's largest cotton producer, producing 5.9 million tonnes annually. In 2022-2023, India produced an estimated 343.47 lakh bales, or 5.84 million metric tonnes, of cotton. This represents 23.83% of the world's cotton production.

**Skilled Workforce:** The country boasts a vast pool of skilled artisans, weavers, and craftsmen with expertise in various textile techniques, including a large number of women. This skilled workforce contributes to the industry's growth and innovation.

**Cost Competitiveness:** India offers competitive production costs, making it an attractive destination for textile manufacturing. Lower labour costs and abundant raw materials drive this cost advantage. Moreover, through vertical integration, streamlining internal processes and optimising supply chains minimised bottlenecks and enhanced the industry's cost competitiveness.

**Diverse Market Segments:** The Indian textile industry caters to diverse market segments, including traditional wear, casual wear, formal wear, home textiles, and technical textiles. This diversity enables the industry to tap into consumer preferences and market trends.

**Government Initiatives:** The Indian government has implemented various policies and initiatives to



support the growth of the textile and apparel sector. These include incentives for investment, export promotion schemes, infrastructure development, and skill enhancement programs. Further, unlike many other developed nations, a textile business can be started in India with a minimum investment, which adds to its competitiveness. Also, the government offers subsidies for the textile sector, with up to 90% of the project cost.

**E-commerce and Retail Boom in the Domestic Market:** Integrating e-commerce and organised retail with the Indian textile industry has significantly boosted domestic demand, creating new opportunities for brands, artisans, and consumers. By addressing challenges, embracing sustainable practices, and leveraging technological advancements, e-commerce and branded retail are poised to fuel the growth of the Indian textile market further in the future.

**Export Opportunities:** India is the world's sixth-largest exporter of textiles and apparel, with access to global markets. Further, the industry benefits from favourable trade agreements, preferential tariffs, and growing demand for Indian textiles in international markets. The major exporting destinations for Indian garments are the European Union, the US, and the Middle East. However, 2023 witnessed a recession-like environment in most developed nations, which impacted the industry's growth to a great extent.

**Technological Advancements:** The adoption of advanced technologies and manufacturing processes has enhanced the efficiency, quality, and productivity of the Indian textile industry. Automation, digitalisation, AR and VR, Artificial Intelligence, Big data analytics, and other related innovations also play a crucial role in driving growth and competitiveness.

## Focus on Sustainability &

### Shifting Consumer Preferences:

With increasing awareness of environmental, social, and other ethical issues influencing consumer choice, the Indian textile industry is embracing sustainable practices such as organic farming, eco-friendly processing, and ethical labor standards. This focus on sustainability enhances the industry's reputation and competitiveness in global markets.

By fostering innovation, embracing sustainability, leveraging government initiatives, and catering to evolving consumer preferences, the Indian textile and apparel industry can unlock its immense potential and emerge as a global leader.

However, to achieve long-term success and maintain India's standing as a significant player in the global textile industry, overcoming the skill gap, infrastructure impediments, and external headwinds would be imperative.



### OPPORTUNITIES FOR ROTARY AND DIGITAL TEXTILE PRINTING

The prospects of Rotary and Digital Textile printing in India can be significantly influenced by improvements in several indicators.

**Macroeconomic Factors:** Population growth, especially the large number of young people, the increasing purchasing power of average Indians, a boom in online shopping, and the emergence of organised retail will drive the rotary and digital textile printing solutions market in the future.

India now accounts for 6.7% of the global GDP in terms of PPPs, compared to 16.4% and 16.3%, respectively, for China and the US. This PPP figure shows relatively strong purchasing power in domestic currency, implying that the average Indian enjoys a comfortable cost of living that is closely comparable to that of the largest economies in the world.

**Growth in the Fashion and Apparel Industry:** The fashion industry demands rapid production cycles and customisation. Digital textile printing allows for quick turnaround, personalised designs, and efficient sampling. As fashion trends evolve, the demand for digitally printed fabrics grows.

Traditional rotary printing is used to bulk-produce fabrics for ready-to-wear clothing. Its colour consistency and high throughput make it suitable for large-scale apparel manufacturing.

About two dozen high-end global fashion brands are expected to open stores in India in the coming months.

### Home Furnishings and Interior

**Design:** Home textiles, including curtains, bed linens, and upholstery fabrics, benefit from rotary printing's ability to produce consistent patterns and vibrant colours. With digital printing, interior designers and manufacturers can explore limitless design possibilities.

The surge in the real estate sector can directly benefit the home interior business. India's housing market was at an all-time high in 2023, and the growth pace is likely to sustain even in 2024. A total of 350,746 units were launched across the eight markets, registering a rise of 7% on a year-on-year basis.

### Technical Textiles and Sportswear:

Technical textiles used in automotive, medical, and industrial applications rely on rotary printing for durability and colour fastness. Sportswear brands are increasingly adopting digital printing for performance fabrics. Digital technology allows for

customised active wear, breathable materials, and moisture-wicking properties.

The Indian technical textile market is estimated to be around USD 22 billion and is projected to reach USD 40-50 billion by 2025-26, implying a robust growth rate of 11% year-on-year.

### Sustainable and Eco-friendly

**Practices:** As sustainability becomes a priority, both rotary and digital printings are adapting. Water-based inks, reduced energy consumption, and minimal waste drive the shift towards eco-friendly practices. Conscious clients are increasingly opting for these products instead of the traditional printing technology.

To summarise, while rotary printing continues to evolve, digital printing's flexibility, customisation, and environmental benefits are reshaping the textile industry in India. The future lies in a harmonious blend of these technologies, catering to diverse market segments and consumer preferences.



## CHALLENGES



**Global Headwinds:** Ongoing conflicts and regional instabilities have raised uncertainties in raw material sourcing, manufacturing, and trade routes, potentially disrupting supply chains and pushing costs.

Also, rising inflation, particularly for energy and commodities, threatens to squeeze profit margins and increase production costs, making it difficult for some players to remain competitive.

All these factors cast recessionary fears among major economies, which could dampen consumer spending on apparel and impact demand and export markets.



**Raw Material Shortage:** Overly strict pollution-control measures in China will likely impact raw material availability in the textile industry. China currently accounts for a large portion of the Indian textile and apparel industry's raw material. Further, lower estimated cotton crop production in India (the lowest projection in 15 years) due to the El-Nino effect will likely impact raw material sourcing within the country. These factors will likely create unpredictable market conditions, volatility in raw material pricing, and policy changes that may impact margin and profitability.



**Competitive Landscape:** Increased competition from other Asian countries with advanced technology and lower production costs can exert pressure on Indian exports and domestic market share.

## COMPANY OVERVIEW

Stovec Industries is a part of the prestigious SPGPrints Group headquartered in Boxmeer, Netherlands and is globally renowned for its new innovations in cutting-edge printing technology in the textile industry.

Stovec provides diverse technology-driven textile printing solutions to

marquee textile majors in India and across the globe. The Company deals primarily with rotary printing systems, digital textile printing machines and related consumables.

Aligning with the parent, Stovec uniqueness rests on its passion to develop innovative machines that meet the dynamic requirements of its customers. It's ability to stay ahead of the curve has positioned Stovec as the leader in the fabric printing

technology space.

Headquartered in Ahmedabad, Gujarat, the Company's operations are spearheaded by Mr. Shailesh Wani, Managing Director and managed by a strong team of experienced professionals. The Company's equity is listed on the BSE in India.





### FINANCIAL PERFORMANCE

During the year, your Company has achieved standalone revenue from operations of ₹2,072.56 Million as compared to ₹2,358.49 Million in previous year, and Operational Profit (PBT) stood at ₹114.19 Million as compared to ₹324.46 Million in previous year.

#### Changes in financial ratios over last year

Financial ratios	2023	2022	Change (%)
Inventory Turnover (in days) <sup>1</sup>	115	85	35%
EBITDA Margin (%) <sup>2</sup>	7.16	11.73	39%
Net Profit Margin (%) <sup>3</sup>	4.36	10.5	58%
Return on Net Worth (%) <sup>4</sup>	5.76	14.81	61%

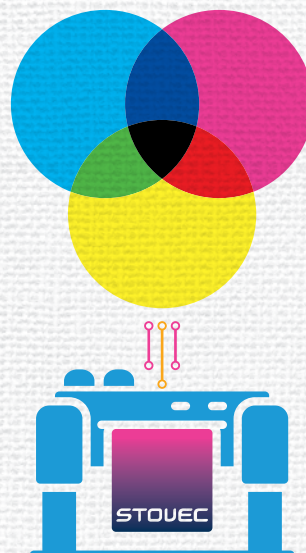
- (1) Inventory turnover ratio effected due to increase in average inventory and decrease in revenue for the year.
- (2) EBITDA margin decreased primarily on account of decrease in revenue and net profit before exceptional item for the year.
- (3) Net profit margin reduced on account of decrease in net profit and there was exceptional income in previous year.
- (4) Return on net-worth reduced due to decrease in net profit.

### Segment-wise performance

The Company's segment-wise revenue performances are as follows:

Particulars	₹ in Million	
	2023	2022
Textile consumables & machinery	1,951.90	2,060.54
Graphic products	120.66	118.47
Galvanic@	[Nil]	179.48

@ Discontinued in mid of 2022



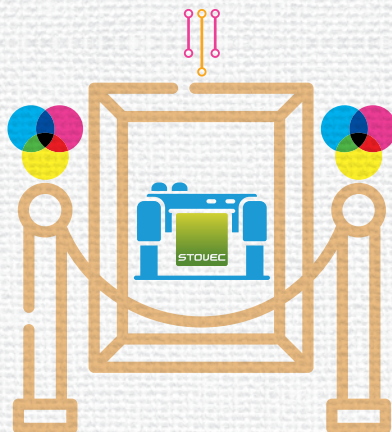
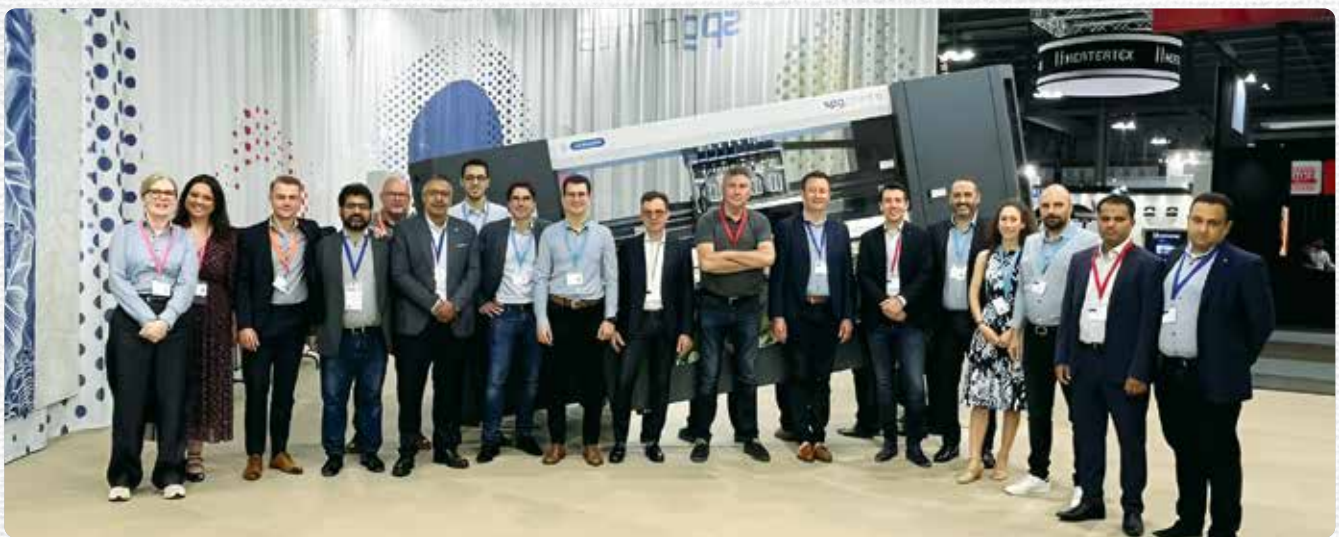
### PARTICIPATION IN EXHIBITIONS

Stovec has been participating in textile and label market exhibitions to present the industry's most recent advancements. The "Exhibitions" have provided the Company with

a valuable forum for interaction, knowledge exchange, and developing enduring relationships with professionals and specialists in the field.

### ITMA 2023

This year, SPGPrints went to ITMA in Milan from 8-14 June. With a new and innovative booth and first ever TECHTalks, SPGPrints shared the latest information and trends in the printing industry.







### RISKS & CONCERNS

Every organisation needs to manage risks, and Stovec is no exception. The Company has developed a risk management system to anticipate, identify, and stop errors, frauds, and other financial or commercial hazards. This accomplishes both profitable and sustainable growth while fortifying the business strategy.

The framework includes all the key managers, which also encompasses an integrated risk appraisal system and mitigation approach. The relevant metrics are brought before the board of the Company recurring evaluation and enhancement.



### INTERNAL CONTROL SYSTEM

The Company's internal controls are essential for maintaining financial integrity and minimising risks. These mechanisms include segregation of duties, regular audits, and proper documentation. Internal controls safeguard against fraud and errors by ensuring transparency and accountability, promoting overall organisational stability.



### HUMAN RESOURCES & INTERNAL MANAGEMENT

The Company acknowledges that its most valuable resource for growth is its people. It places the utmost value on developing human resources while working tirelessly to increase each team member's potential.

Through its training program, which includes both traditional and digital techniques, Stovec imparts technical, commercial, and behavioural skills and further develops the talents and capacities of its workforce. The HR staffs also keep creating engagement forums for its members to improve motivation and foster a stronger sense of teamwork.

In addition, the Company implemented employee-friendly HR policies that foster growth, maintain harmony within the organisation, facilitate communication across organisational levels, and attend to the general well-being of all team members.



# Corporate information

## BOARD OF DIRECTORS

**Mr. Khurshed M. Thanawalla,**  
Chairman & Independent Director

**Mr. Shailesh Wani,**  
Managing Director

**Mr. Garrett Forde,**  
Non-executive Director

**Mr. Eiko Ris,**  
Non-executive Director

**Mr. Marco Wadia,**  
Independent Director

**Ms. Kiran Dhingra,**  
Independent Director

## CHIEF FINANCIAL OFFICER

**Mr. Paras Mehta**

## COMPANY SECRETARY & COMPLIANCE OFFICER

**Mr. Sanjeev Singh Sengar**

## STATUTORY AUDITOR

**SRBC & CO LLP,  
Chartered Accountants**

## SECRETARIAL AUDITOR

**Sandip Sheth & Associates,  
Company Secretaries**

## REGISTRAR & SHARE TRANSFER

### AGENTS

Link Intime India Private Limited  
5th Floor, 506 to 508, Amarnath Business  
Center -I (ABC-I),  
Besides Gala Business Center,  
Near St. Xavier's College Corner,  
Off. C.G. Road, Navrangpura,  
Ahmedabad - 380 009, Gujarat  
Phone: +91 79 26465179/86/87,  
Fax: +91 79 26465179  
Email: ahmedabad@linkintime.co.in

### BANKERS

**Axis Bank Limited  
Citibank N.A  
HDFC Bank Limited**

## REGISTERED OFFICE AND FACTORY

N.I.D.C., near Lambha Village,  
Post: Narol, Ahmedabad - 382 405,  
Gujarat, India

## INVESTOR'S HELPDESK

Email: [secretarial@stovec.com](mailto:secretarial@stovec.com)  
Phone no: +91 79 6157 2300

## INVESTOR INFORMATION:

**AGM:** Thursday, 25<sup>th</sup> April, 2024 at 3:00 p.m.

**AGM venue:** Through VC/OAVM

**Remote e-voting:** begins on 22<sup>nd</sup> April, 2024 @ 9:00 a.m.  
ends on 24<sup>th</sup> April, 2024 @ 5:00 p.m.

**Cut-off date:** Thursday, 18<sup>th</sup> April, 2024

**CIN:** L45200GJ1973PLC050790

**BSE Code:** STOVACQ (504959)

**Final dividend :** ₹17 per share (170%)

**Website:** [www.stovec.com](http://www.stovec.com)



## NOTICE

**NOTICE** is hereby given that the 50<sup>th</sup> Annual General Meeting (“AGM”) of the members of STOVEC INDUSTRIES LIMITED will be held on Thursday, 25<sup>th</sup> April, 2024 at 03:00 pm (IST) through video conferencing (“VC”)/other audio-visual means (“OAVM”) from the registered office of the Company at NIDC, Near Lambha Village, Post Narol, Ahmedabad – 382 405 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended 31<sup>st</sup> December, 2023, together with the report of the Board of Directors and the Auditor’s thereon;
2. To confirm payment of Interim Dividend of ₹157/- (Rupees One Hundred and Fifty-Seven Only) per equity share and to declare Final Dividend of ₹17/- (Rupees Seventeen Only) per equity share for the financial year 2023.
3. To appoint a director in place of Mr. Garrett Forde (DIN: 09040078), who retires by rotation and being eligible, offers himself for re-appointment;

### SPECIAL BUSINESS:

4. **To approve commission payable to Mr. K. M. Thanawalla, Chairman for FY2023 in excess of the prescribed limit.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution-**

**“RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of Board of Directors of the Company, approval of members be and is hereby accorded for commission of ₹ 4.00 Lacs (Rupees Four Lacs only) payable to Mr. K. M. Thanawalla, Chairman, for the financial year 2023, that exceed fifty per cent of the total commission payable to all the non-executive directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters as may be deemed necessary and expedient in this regard.”

5. **To approve sale of goods to SPGPrints Baskı Sistemleri Tic. Ltd. Şti., a fellow subsidiary company, being a material related party transaction(s).**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution-**

**“RESOLVED THAT** pursuant to section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party transaction(s), as amended from time to time, approval of members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/transaction(s) with M/s SPGPrints Baskı Sistemleri Tic. Ltd. Şti., a fellow subsidiary company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for selling of goods i.e. rotary screens and spares, whose aggregate transactions value in the coming three financial years i.e. 2024, 2025 and 2026 likely to exceed the threshold of materiality as prescribed under Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer of the Company be and is hereby severally authorized to sign and execute all such documents, agreements, papers and writings as may be required and do all such acts deeds and things that may be necessary, proper, desirable to give effect to this resolution.”

6. **To approve sale of goods to SPGPrints B. V., holding company, being a material related party transaction(s).**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution-**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party transaction(s), as amended from time to time, approval of members of the Company be and is hereby accorded

to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/transaction(s) with M/s SPGPrints B. V., holding company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for selling of goods i.e. rotary screens and spares, whose aggregate transactions value in the coming three financial years i.e. 2024, 2025 and 2026 likely to exceed the threshold of materiality as prescribed under Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer of the Company be and is hereby severally authorized to sign and execute all such documents, agreements, papers and writings as may be required and do all such acts deeds and things that may be necessary, proper, desirable to give effect to this resolution."

**7. To ratify remuneration of Cost Auditors of the Company payable for FY2024**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution-**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 1.60 Lacs (Rupees One Lac Sixty Thousand only) plus applicable taxes and re-imbursment of out-of-pocket expenses payable to M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31<sup>st</sup> December, 2024.

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

By Order of the Board,  
**For Stovec Industries Limited**

**Sanjeev Singh Sengar**

Company Secretary  
Membership No. FCS 7835

Date: 26<sup>th</sup> February, 2024  
Place: Ahmedabad

**Notes:**

1. Ministry of Corporate Affairs in India (**MCA**) vide its General Circular No.09/2023 dated 25<sup>th</sup> September, 2023, extended the relaxation to the companies to conduct their AGM due in the financial year 2024 through video conferencing (**VC**) or other audio-visual means (**OAVM**) dispensing personal presence of the members at the meeting provided that such companies shall follow the procedures as prescribed in MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 (**'MCA Circulars'**). To continuously encouraging wider participation of the shareholders at the AGM, Company is pleased to providing facility to attend and participate in the AGM through VC/OAVM. Thus, Members can attend and participate in the meeting through VC/OAVM from their respective locations following the instructions given herein.
2. In view of above MCA Circulars, SEBI vide its circular dated 7<sup>th</sup> October, 2023 also relaxed from the requirement of sending hard copy of annual report to shareholders who have not registered their email address. It is, therefore, Annual Report of the Company for the financial year 2023 is being sent through electronic mode only to the members whose email addresses are registered/ available with the Company/ Depositories. The full Annual Report together with the Notice of convening this AGM is available on the website of the Company at [www.stovec.com](http://www.stovec.com); Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited (agency for providing the e-Voting facility) at i.e. <https://instavote.linkintime.co.in>.

In case the shareholder/s has not registered his/her email address with the Company/ RTA/Depositories or wish to make change or update the same, he/she can do so by following the instructions no. 3 below.

3. SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70 dated 17<sup>th</sup> May, 2023 provides simplified norms for processing investor's service request for furnishing mandatorily PAN, KYC details and Nomination etc. i.e., PAN, contact details (postal address, Mobile Number & E-mail), Nomination and Bank Account details of first holder. In compliance of such circular, Company had sent individual communication to the physical shareholders on 31<sup>st</sup> May, 2023 whose KYC details was pending to be updated and such members were requested to please update/complete their KYC on or before 31<sup>st</sup> March, 2023, which was extended to 30<sup>th</sup> September, 2023, then 31<sup>st</sup> December, 2023, failing which such physical folios shall be regarded as incomplete folio/s and no service request under such folio shall be accepted until the above KYC datils are updated.

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

4. SEBI vide its circular dated 31<sup>st</sup> July, 2023, introduced an Online Dispute Resolution Portal (ODR Portal) for resolving disputes of the investors in the Indian Securities Market. The ODR Portal integrates timebound online conciliation and arbitration methods to facilitate dispute resolution effectively. Investors are encouraged to initially address their concerns with market participants and may escalate to the Company through the SEBI SCORES guidelines, if not satisfied with the resolution provided earlier. If they are remain unsatisfied with the resolutions exhausting all options, they have the opportunity to seek resolution through the ODR Portal. The ODR Portal is available only when complaint is not

under consideration with market participants or the Company or pending before the judicial or quasi-judicial body. Such circular is available on the website of the BSE and the Company for reference.

5. Sections 124 of the Companies Act, 2013 provides that dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account required to be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government. During the year, the Company has transferred unclaimed dividend of ₹ 1.64 Million pertaining to the financial year 2015 to IEPF. Shareholders who have not claimed their dividend pertaining to financial year 2015 and all subsequent years are requested to claim their dividend as early as possible, failing which it would be transferred to IEPF as per the (tentative) date mentioned below. The details of unclaimed dividends are available on the Company's website at [www.stovec.com](http://www.stovec.com) and Ministry of Corporate Affairs' website at [www.iepf.gov.in](http://www.iepf.gov.in).

Relating to FY	Unclaimed dividend amount (₹ in Million)	Tentative date of transfer
Final Dividend 2016	1.79	13 <sup>th</sup> June, 2024
Final Dividend 2017	1.14	3 <sup>rd</sup> June, 2025
Final Dividend 2018	1.80	11 <sup>th</sup> June, 2026
Final Dividend 2019	1.50	15 <sup>th</sup> October, 2027
Final Dividend 2020	0.68	8 <sup>th</sup> June, 2028
Final Dividend 2021	1.49	3 <sup>rd</sup> June, 2029
Final Dividend 2022	1.15	6 <sup>th</sup> June, 2030
Interim Dividend 2023	2.89	7 <sup>th</sup> September, 2030

Further, pursuant to Section 124(6) of the Act read with relevant rule of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF. Company would be sending individual communications to all such shareholders whose dividend has not been paid or claimed for any year during the said seven consecutive years requesting them to claim their dividend before the due date of transfer failing which their shares would be transferred to the IEPF. The Shareholders whose shares are transferred to the IEPF Authority can claim their shares back from such authority by filing form IEPF-5 and following such procedures as may be prescribed in the IEPF Rules from time to time.

6. The Register of Members and Share Transfer Book shall remain closed from 19<sup>th</sup> April, 2024, to 25<sup>th</sup> April, 2024 (both days inclusive). The dividend, if declared, will be

paid on or before its due date to the shareholders whose names appear in the Register of Members as on **cut-off date i.e., Thursday, 18<sup>th</sup> April, 2024**, upon close of business hours. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

7. The dividend upon declaration at the AGM will be remitted electronically by RTGS/NECS/ NACH etc. to the bank account of the shareholders whose bank details are registered with the Company.
8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant ("DP"). However, Members holding shares in physical mode are required to notify any change pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to Registrar and Share Transfer Agent i.e., M/s. Link Intime India Private Limited,

5<sup>th</sup> Floor, 506 to 508, Amarnath Business Center-I (ABC-I), Besides Gala Business Center, Nr. St. Xavier's College Corner, off. C.G. Road, Navrangpura, Ahmedabad – 380 009, Gujarat.

9. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses and brief profile of Director(s) seeking appointment/re-appointment in the annual general meeting is annexed herewith and forms integral part of the Notice.

10. The required registers and documents are open for inspection at the registered office of the Company on all working days except Saturdays, Sundays, and public holidays between 11.00 a.m. to 4.00 p.m. up to the date of the AGM and also available electronically on the website of the Company.

11. **Members desirous of seeking any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 5 days before the date of the meeting so that the information sought may be made available at the meeting.**

12. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) latest by 15<sup>th</sup> April, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% excluding surcharge & cess.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) latest by that date.

13. Providing route map of the venue of the meeting is not applicable in case of VC meeting.

**14. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:**

a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and MCA Circulars the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means.

b) The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility as well as e-voting during the AGM to the Members.

c) 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.

d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.

e) 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.

f) Since the AGM is being held through VC/OAVM in accordance with MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip are not annexed to this Annual Report. 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.

g) The Notice calling the AGM has been uploaded on the website of the Company at [www.stovec.com](http://www.stovec.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the meeting) at <https://instavote.linkintime.co.in>.

- h) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
- i) M/s. Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad (Firm Regn. No. P2001GJ041000), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of AGM in a fair and transparent manner.
- j) The voting results will be declared on receipt of scrutinizer's report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency at <https://instavote.linkintime.co.in> and also on the website of the Company at [www.stovec.com](http://www.stovec.com), within two working days of the conclusion of the AGM of the Company and will also be submitted to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

**15. INSTRUCTIONS RELATING TO REMOTE E-VOTING:**

The remote e-voting period begins on **22<sup>nd</sup> April, 2024 @ 9.00 hours (IST)** and ends on **24<sup>th</sup> April, 2024 @ 17.00 hours (IST)**. During this period, shareholders of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e., 18<sup>th</sup> April, 2024 may cast their vote electronically. The e-voting module shall be disabled by the agency for voting thereafter.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

As per the SEBI circular dated 9<sup>th</sup> December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various evoting service providers (ESP) portals directly from their demat accounts.

**❖ LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

Type of shareholder	Login method
Individual Shareholders holding securities in demat mode <b>with NSDL.</b>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>2. If you are 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 i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholder	Login method
Individual Shareholders holding securities in demat mode <b>with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, can login through their 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/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login <b>through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

❖ **LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM:**

Individual Shareholders of the company, holding shares in physical form as on the **cut-off date** i.e., **18<sup>th</sup> April, 2024**, for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
  - User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
  - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

***\*Shareholders/ members holding shares in physical form but have not recorded details as per point 'C' and 'D' above, shall provide their Folio number in 'D:'***

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! #&\*&#), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click "confirm" (Your password is now generated).
- Click on 'Login' under **'SHARE HOLDER'** tab.
  - Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **'Submit.'**

**Cast your vote electronically:**

- After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- E-voting page will appear.
- Refer the resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire resolution details, click on the 'View Resolution' file link).



- After selecting the desired option i.e., Favour / Against, click on 'Submit.' A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes,' else to change your vote, click on 'No' and accordingly modify your vote.

❖ **GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS:**

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF

Login type	Helpdesk details
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: 022 - 4886 7000 and 022 - 2499 7000.
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 PHYSICAL MODE HAS FORGOTTEN THE PASSWORD:**

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

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

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

format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

❖ **HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS:**

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

❖ **HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

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

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

❖ **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:**

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event."

## 16. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. **Mobile No.:** Enter your mobile number.
    - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
  - ▶ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Please refer the instructions given in **Annexure** below for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### ❖ INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. **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 (3) three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@stovec.com](mailto:secretarial@stovec.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries 5 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@stovec.com](mailto:secretarial@stovec.com). The queries will be replied suitably by the Company.**

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

## 17. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote.”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e., Favour/ Against as desired and you have decided to vote,

click on "Save." A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm," else to change your vote, click on "Back" and accordingly modify your vote.

- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

## ANNEXURE

### GUIDELINES TO ATTEND THE VC MEETING (WEBEX) THROUGH LINK INTIME INDIA PVT. LTD.: INSTAMEET

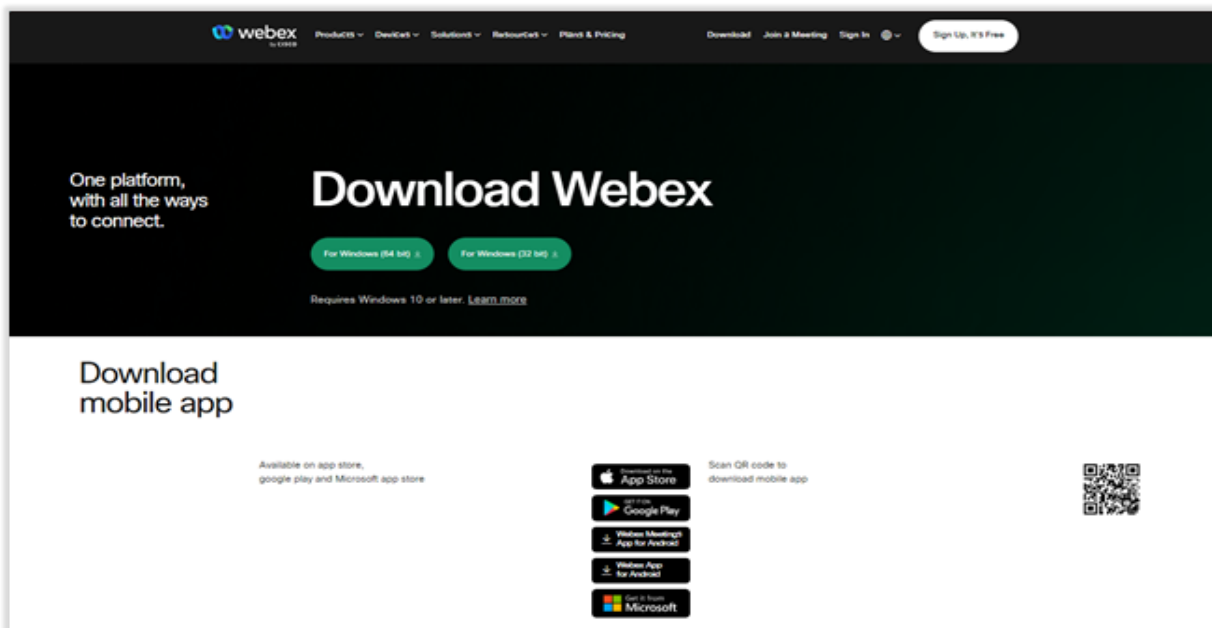
#### How do I install the WebEx meetings desktop app?

For a smooth experience of viewing the annual general meeting proceedings of the Company through webex, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application.

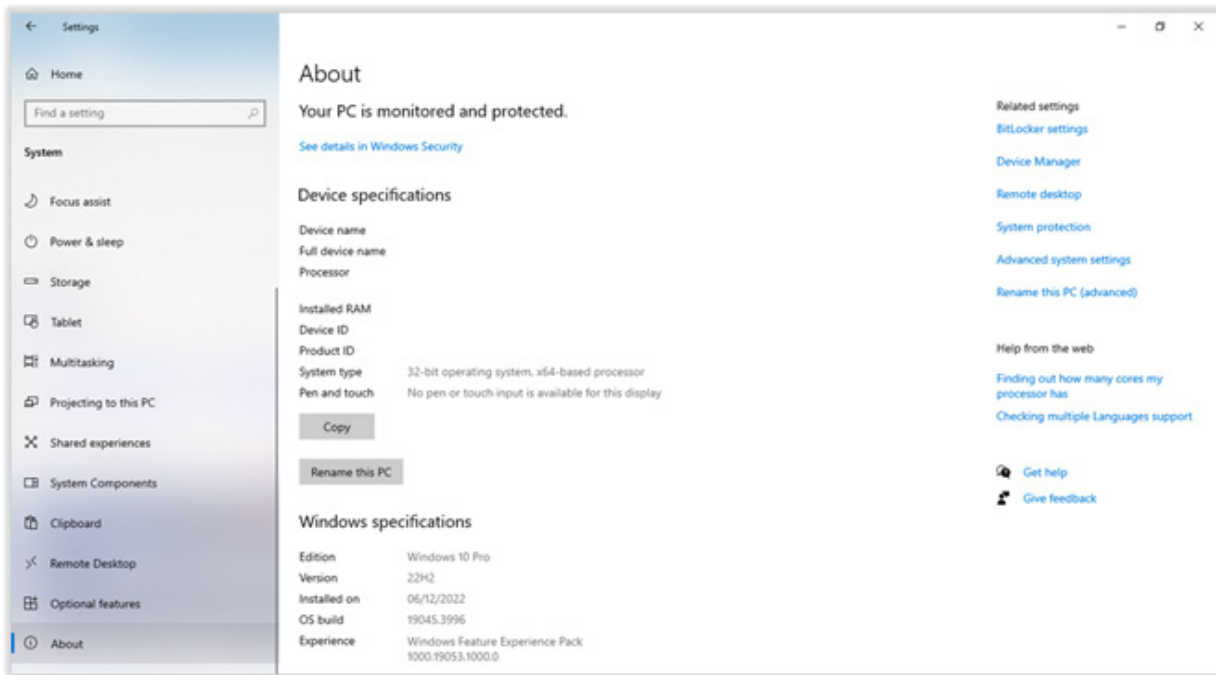
#### Refer to instructions as under:

Step 1: Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

Select download option as per device windows configuration i.e. (64 bit or 32 bit)



To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device "Setting", click on "About" to check the system type is 64 bit / 32 bit.



- Install the desktop app to get the full-featured Webex Meetings experience.
- You can still join from your web browser by clicking Join from your browser, If you can't install apps.


**Checkpoints:**


Your microphone and webcam are usually turned off.




You will need to turn both of those on, by clicking on each icon. You will also select "Use computer audio."

A

After you join the meeting, you'll be prompted to allow the browser access to your camera. If you don't want to show your video in the meeting, click the button below to turn off your video

To join with your video on – click Start Video 

To join with your audio on – click Unmute 

**How do I join the WebEx meetings?**

1. A. Open the internet browser and launch the Meeting URL shared to you.
- Or
- B. Open Webex App and further enter Meeting URL.
2. Enter your name and email address, click "Next" and further click "Join Webinar".
3. Click Join Meeting

or

If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

**Regd. Office:**

N.I.D.C. Nr. Lambha Village,  
 Post: Narol, Ahmedabad – 382 405  
 Gujarat, INDIA  
 CIN: L45200GJ1973PLC050790  
 Tel: +91 (0) 79 6157 2300, Fax: +91 (0) 79 2571 0406,  
 E-mail: secretarial@stovec.com,  
 Website: www.stovec.com  
 Date: 26<sup>th</sup> February, 2024  
 Place: Ahmedabad

By Order of the Board,  
 For **Stovec Industries Limited**

**Sanjeev Singh Sengar**  
 Company Secretary  
 Membership No. FCS 7835

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Businesses set out in the Notice is annexed hereto and forms part of this Notice.

### Item No. 4

Members may be aware that the Company has passed resolution at its 49<sup>th</sup> Annual General Meeting for paying commission to its independent directors for a period of three financial years commencing from 1<sup>st</sup> January, 2023, with powers to Board or Committee thereof, to pay commission to each of the Independent Directors as it may think fit. Board has accordingly approved commission to the independent directors for FY2023 in its meeting held on 26<sup>th</sup> February, 2024, in which commission payable to Mr. Thanawalla exceeds the fifty percent of the total commission payable to all Independent Directors of the Company which requires approval members in terms of Regulation 17(6)(ca) of SEBI Listing Regulations.

Mr. Thanawalla, 81, is a Non-Executive Director and Chairman of the Company for more than two decades. He graduated from the Bombay University, fellow member of The Institute of Chartered Secretaries & Administrators, London, UK, and Fellow of The British Institute of Management. He is also an Associate of The Textile Institute, U.K. He has over four decades of experience in establishing and managing green field projects across the spectrum of the textiles, shipping, trading and other industries in India, E. Africa, and S.E. Asia. Having regards to his ironic experience and in-depth knowledge of the textile industry around of five decades vis a vis his eminence role in the Company, the company has been paying him higher remuneration by way of commission compared to the other non-executive board members regularly. Board recommends resolution for approval of members of the company.

Except Mr. Thanawalla, none of the other Directors or key managerial personnel and relatives thereof, is in any way

concerned or interested, financially or otherwise, in the resolution.

### Item No. 5 & 6

Your company does business globally directly and/or indirectly through various channels and also catering to the group companies as well in the ordinary course of its business. The transaction with group companies falls in the ambit of related party transactions and the transaction with related parties becomes material when it exceed the threshold limits as prescribed under the Companies Act and the SEBI Listing Regulations.

In alignment with its business objectives, the Company has entered into an arrangement with SPGPrints Baskı Sistemleri Tic. Ltd. Şti. ("SPGPrints Baskı"), fellow subsidiary and SPGPrints B.V., holding company for sale of rotary screens and spares in the ordinary course of business at arm's length pricing. However, it is crucial to note that the transaction value of above arrangements during the coming three financial years 2024, 2025 & 2026 expected to exceed the materiality threshold prescribed under the Companies Act and SEBI Listing Regulations. SPGPrints Baskı, based in Istanbul, Republic of Turkey and SPGPrints B.V., The Netherlands, are related parties under the Act and SEBI Listing Regulations.

Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations define the material related party transaction means the transactions or arrangements with related party for sale, purchase or supply of goods exceeding 10% of the turnover of the company and/or transactions exceeding ₹ 1,000 crore or 10 percent of the annual consolidated turnover of the Company, whichever is lower, and all material related party transaction requires prior approval of members.

The following are the further details of the said transactions as required by the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021.

Heading	Particulars	Particulars
Name of the Related Party	SPGPrints Baskı Sistemleri Tic. Ltd. Şti., Turkey	SPGPrints B.V., the Netherlands
Nature of Relationship	Fellow Subsidiary	Holding Company
Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Garret Forde and Mr. Eiko Ris, being a Director of holding company may be regarded as related.	Mr. Garret Forde and Mr. Eiko Ris, being a Director of holding company.
Nature and Particulars of transactions	Sale of goods i.e., rotary screens and spares	
Material terms of the Contracts/ Arrangement/ Transactions	Part of regular business on arm's length pricing in the ordinary course of business.	
Justification for why the proposed transaction is in the interest of the listed entity;	Manufacturing and selling of company's product directly or indirectly globally is the main business of the company. Selling of rotary screens and spares parts of rotary printing machines will generate revenue for the company.	



Heading	Particulars	Particulars
	The global representation facilitated through these transactions is integral to the Company's business and Company utilize its enhanced/spare capacity to effectively cater to the dynamic demands of the market. Hence, these transactions are deemed imperative for the sustained growth and success of the company.	
Duration of Related Party Transactions	FY2024, FY2025 and FY2026.	
Estimated value of proposed related party transaction for the financial year 2024, 2025, 2026 and % of Annual Consolidated Turnover of the Company of the respective previous financial year.	For FY2024- Approx. ₹ 270 Million (12 %) For FY2025- Approx. ₹ 290 Million (12 %) For FY2026- Approx. ₹ 320 Million (12 %)	For FY2024- Approx. ₹ 270 Million (12 %) For FY2025- Approx. ₹ 290 Million (12 %) For FY2026- Approx. ₹ 320 Million (12 %)
The manner of determining the pricing and/or copy of the valuation or other external report.	Board has relied upon the benchmarking report of independent valuer for determining the pricing and also in compliance of international transfer pricing to be regarded as fair price of the transaction. Hence, Pricing is determined by the benchmarking report of independent valuer. Benchmarking report is available for inspection to the members of the Company.	

Aforesaid transactions are in the normal course of, and incidental to business and also play a significant role in the Company's business operations. Board and Audit Committee of the Company has reviewed and approved terms & conditions of the transactions and recommend to the members for their approval by way of passing an ordinary resolution.

SPGPrints B.V., being a related party to the above transactions shall not cast its votes to approve the transactions.

Except Mr. Garrett Forde and Mr. Eiko Ris, none of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the said resolutions.

**Item No. 7**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Dalwadi & Associates, Cost Accountants (Firm Registration No.000338), as the Cost Auditors to conduct

the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> December, 2024.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly consent of the Members is sought by way of an ordinary resolution as set out in the Notice for ratification of the remuneration of ₹ 1,60,000/- plus applicable taxes and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending on 31<sup>st</sup> December, 2024, in respect of products/ activities of the Company covered under the Companies (Cost Records and Audit) Rules, 2014 (as amended).

Board recommends the resolution for the approval of members.

None of the Directors, key managerial personnel, and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

**Brief profile of Director(s) seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2.**

<b>Name of Director</b>	<b>Mr. Garrett Forde</b>
Director Identification Number	09040078
Date of Birth	24 <sup>th</sup> January, 1963
Nationality	Dutch
Date of Appointment	26 <sup>th</sup> February, 2021
Expertise in specific functional areas	Business Strategy, Sales, Marketing and General Management
Qualifications & experience	He holds the degree of MBA from the university of Twente. He has rich experience of about two decades in Management Level.
Terms and conditions of appointment/re-appointment	Non-Executive Director liable to retire by rotation.
Remuneration to be paid	Nil
Remuneration last drawn. by the Director	Nil
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Details of shares held in the Company	Nil
No. of Board Meetings attended during the financial year 2023	1 (One)
List of listed entities in which directorship held as on 31 <sup>st</sup> December, 2023	None
Listed entities from which the person has resigned in the past three years.	None
Chairman/Member of the Committees of other public Companies as on 31 <sup>st</sup> December, 2023 (includes Audit Committee and Stakeholders' Relationship Committee only)	None



## BOARD'S REPORT

*To the Members,*

Your Company's Board of Directors ("Board") is pleased to present the fiftieth Annual Report of Stovec Industries Limited ("Stovec" or "Company") for the financial year ended 31<sup>st</sup> December, 2023 ("year under review" or "year" or "FY23").

### 1. FINANCIAL PERFORMANCE

(₹ in Million except EPS)

Particulars	FY23	FY22
Revenue from Operations (net)	2,072.56	2,358.49
Other Income	44.33	46.17
<b>Total Income:</b>	<b>2,116.89</b>	<b>2,404.66</b>
<b>Total Expenditure:</b>	<b>1,939.08</b>	<b>2,097.48</b>
<b>Gross Profit before Depreciation and Amortization exp.</b>	<b>177.81</b>	<b>307.18</b>
Less: Depreciation & Amortization expenses	63.62	59.78
<b>Profit Before Exceptional Items and Tax</b>	<b>114.19</b>	<b>247.40</b>
Add: Exceptional items	0	77.06
<b>Profit before tax</b>	<b>114.19</b>	<b>324.46</b>
Current Tax	30.78	83.82
Deferred tax	(3.80)	(5.17)
(Excess)/Short provision of income tax of earlier years (Net)	(3.16)	(1.86)
<b>Profit After Tax</b>	<b>90.37</b>	<b>247.67</b>
<b>Add:</b> Profit brought forward from previous year	1,643.49	1,514.35
Dividend on equity shares (Refer Note below)	(425.96)	(119.02)
Remeasurement (losses) / gains on defined benefit plans (net of tax)	(1.28)	0.49
<b>Profit available for appropriation &amp; carried forward to Balance Sheet</b>	<b>1,306.62</b>	<b>1,643.49</b>
<b>EPS</b>	<b>43.28</b>	<b>118.61</b>

During the year, your Company has achieved standalone revenue from operations of ₹ 2,072.56 Million as compared to ₹ 2,358.49 Million in previous year, and Operational Profit (PBT) stood at ₹ 114.20 Million as compared to ₹ 324.46 Million in previous year. A detailed overview of the global and Indian economy has been provided in the Management, Discussion and Analysis Report.

The Company has no subsidiary, associate and joint venture company during the year.

### 2. RESERVES AND SURPLUS

There is no amount transferred to the reserves.

### 3. DIVIDEND

On the occasion of 50<sup>th</sup> anniversary of the Company, the Board of Directors of the Company has declared and paid interim dividend as one-time special dividend of ₹ 157/- per equity share of ₹ 10/- each to the shareholders of the Company during the year.

Committed towards the stakeholders' return vis a vis Company's performance in the year, Board has recommended final dividend of ₹ 17/- per equity share of ₹ 10/- each (i.e. 170%) for the financial year ended on 31<sup>st</sup> December, 2023 subject to the approval of members in the ensuing annual general meeting of the Company.

The aggregate dividend for the financial year ended on 31<sup>st</sup> December, 2023, on approval of the proposed final dividend at ensuing annual general meeting would be ₹ 174/- per shares amounting to ₹ 363.31 Million [including interim dividend of ₹ 157/- per share amounting to ₹ 327.82 Million]

Unclaimed dividend of ₹ 1.64 Million pertaining to FY2015 has been transferred to the Investor Education and Protection Fund ("IEPF") during the year upon completion of seven years in accordance with IEPF Rules.

### 4. SHARE CAPITAL

During the year under review, there was no change in the paid-up share capital of the Company. The Company's

paid-up equity share capital stood at ₹ 20.88 Million as on 31<sup>st</sup> December, 2023. No shares or securities were issued by the Company during the year.

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

Information as required to be given under Section 134(3) (m) of the Companies Act, 2013 (“Act”) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in Annexure-I to this Report.

#### 6. DEPOSITS

The Company has not accepted any deposits during the year which falls under Chapter V of the Act and rules made thereunder.

#### 7. CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), is annexed to the Annual Report as Annexure-II along with the certificate of Practicing Company Secretary for compliance of the conditions of Corporate Governance.

#### 8. AUDIT COMMITTEE

The Company has in place Audit Committee in terms of requirements of the Act read with rules framed thereunder and the Listing Regulations. The details relating to the Audit Committee are given in the Corporate Governance Report forming part of this report. During the year under review, Board has accepted all recommendations of the Audit Committee and there were no incidence of deviation from such recommendations during the financial year under review.

#### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Garrett Forde (DIN: 09040078) Non-executive director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offers himself for re-appointment. The particulars of his re-appointment have been given in the notice of the AGM.

None of the directors has been disqualified as specified in section 164 of the Companies Act, 2013 nor debarred or disqualified from being appointed or act as director of the Company as specified in Regulation 34(f) of the Listing Regulation and certificate to this effect has been obtained from the Sandip Sheth and Associates, a firm of practicing company secretaries.

Company meets the requirement of section 203 of the Companies Act, 2013 of having Key Managerial Personnel (KMP). Mr. Shailesh Wani, Managing Director (DIN: 06474766), Mr. Paras Mehta, Chief Financial Officer and Mr. Sanjeev Singh Sengar, Company Secretary are the KMP of the Company.

The Company's Independent Directors have given requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. The Independent Directors of the Company are registered with the Indian Institute of Corporate Affairs (IICA) who maintained data bank of the independent directors and they meet the requirements of proficiency self-assessment test.

The independent directors are being updated on company's performance, industry's overview, business model, associated risks and opportunities through various presentations at the meeting of the board of directors of the company and regulatory updates are presented or circulated to the Board members from time to time towards their familiarization program.

#### 10. BOARD MEETING

During the financial year, four meetings of the Board were held, details of which are given in the Corporate Governance Report annexed to this report.

**Disclosure on the compliance of Secretarial Standards:** The Board affirms to the best of their knowledge that the Company has complied with all the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India.

#### 11. PERFORMANCE EVALUATION

The performance evaluation of the Directors, Chairman, Board as a whole and Committees of the Board were made during the year in accordance with the provisions of the Act and Listing Regulations.

Nomination and remuneration committee has evaluated the aforesaid performance taking into accounts inter alia feedback of the each of the directors on structured questionnaire made for evaluating the above performance. Independent Directors in their meeting has also evaluated the performance of Chairman and the directors individually. The results from this evaluation



process have been communicated to the Chairman of the Board. The evaluation has been further elaborated in corporate governance report section.

## 12. CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act and Rules framed thereunder, the Corporate Social Responsibility (“CSR”) Committee has been constituted consisting of three members, details of which is given in the Corporate Governance Report. The Company has implemented its CSR projects during the year through the implementing agencies approved by the Committee and Board. The details of CSR policy and Annual report on CSR activities of the Company as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014, have been provided in Annexure-III to this report.

## 13. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (“BRSR”)

Last year, we had published our First BRSR report of the Company ahead of the mandate. We are proud to publish our 2<sup>nd</sup> BRSR of the Company for the year 2023. The BRSR would follow the format detailed in the amendment to Regulation 34(2) (f) of Listing Regulations vide Gazette notification no. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated 10<sup>th</sup> May, 2021 and will form a part of this Annual Report. The BRSR for Financial Year 2023 is aligned with the nine principles of the National Guidelines on Responsible Business Conduct notified by the Ministry of Corporate Affairs, Government of India and annexed to this report as Annexure-IV.

## 14. NOMINATION AND REMUNERATION POLICY

Gist of the Nomination and Remuneration Policy of the Company is covered in Corporate Governance Report section of this report.

## 15. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company’s internal control system commensurate with the size, scale and complexity of its operations and they are well defined. Management and the Internal Auditors monitors and evaluates the efficacy and adequacy of internal control systems of the Company with reference to the Financial Statement, its compliance with standard operating procedures, accounting procedures and policies. Reports of Internal Auditor are quarterly placed before the Audit Committee for its review. Based on the report of Internal Auditors, process owners undertake corrective actions in their respective areas and thereby strengthening the controls

continuously. Significant audit observations, if any, and corrective actions suggested and taken are presented to the Audit Committee.

Our internal control system, supports orderly and efficient conduct of its business including adherence to Company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. During the year under review, no material weakness is reported and observed. Regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

## 16. ANNUAL RETURN

Annual Return for FY2023 is available on the Company’s website at [www.stovec.com](http://www.stovec.com) as required by section 92 of the Act.

## 17. CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All the transactions with related parties that were entered during the year were at arms’ length and in the ordinary course of business of the Company and none of them were material except one which was approved by the members in previous AGM held in 2022. Particulars of such material related party transactions in Form AOC-2 is reported as required by section 134 read with section 188 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014 by way of Annexure-VI to this report.

During the period under review, all the Related Party Transactions (RPTs) were placed before the audit committee for its prior approval and audit committee grants its approval or omnibus approval, as the case may be, considering, inter alia, their nature and repetitiveness. There was no material modification in any of the RPTs during the year. All RPTs including omnibus approvals are reviewed by the audit committee quarterly. The Company has framed a policy on RPTs for the purpose of identification, approval and monitoring of such transactions.

The policy on Related Party Transactions is hosted on the Company’s website at [www.stovec.com](http://www.stovec.com). Necessary related party disclosures are made in note no. 30 of notes to financial statements.

## 18. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

As at 31<sup>st</sup> December, 2023, the Company has no inter-corporate loans, investments, guarantees or security as specified in Section 186 of the Act.

## 19. VIGIL MECHANISM

Your company believes in doing business with integrity and displays zero tolerance for any form of unethical behavior. In terms of Section 177(9) of the Act, vigil mechanism for the Directors and employees has been framed to report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code of conduct, which also provides for adequate safeguards against victimization of director(s) / employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional circumstances. Audit Committee oversees and review the functioning of this policy from time to time.

The whistleblower policy of the company is available on the Company's website at [www.stovec.com](http://www.stovec.com) at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/Whistle%20Blower%20Policy.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/Whistle%20Blower%20Policy.pdf)

## 20. RISK MANAGEMENT

Your company has a risk management policy pursuant to Section 134(3)(n) of the Act, 2013 read with Companies (Accounts) Rules, 2014, which guides identification of risk, that may threaten to the existence of the Company, assess them and mitigation plan.

The risk management process is designed to safeguard the organization from various risks through adequate and timely action. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The risk management framework of the Company is appropriate compared to the size of the Company and the environment under which the Company operates. The Audit Committee oversees the risk management system and its adequacy.

## 21. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3)(c) and 134 (5) of the Act, your directors confirm, to the best of their knowledge and belief:

- a) that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> December, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and

prudent, so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> December, 2023 and of the profit of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements for the year ended 31<sup>st</sup> December, 2023, have been prepared on a going concern basis;
- e) that proper internal financial controls are in place in the Company and that such internal financial controls are adequate and are operating effectively; and
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 22. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Company has framed a policy on Sexual Harassment at workplace which aims to provide protection to women employees at workplace and prevent and redress complaints of sexual harassment and for matters connected therewith or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. An internal complaint's committee has been set up to redress complaints regarding sexual harassment.

The Company has not received any complaint under the sexual harassment of women at workplace during the year under review.

## 23. AUDITORS AND AUDITORS REPORT STATUTORY AUDITORS

M/s. SRBC & CO LLP, Chartered Accountants (FRN 324982E/E300003) is appointed as Statutory Auditors of the Company for a term of 5 consecutive years to hold office from the conclusion of 46<sup>th</sup> Annual General Meeting until the conclusion of 51<sup>st</sup> Annual General Meeting to be held in the year 2025 pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditor's) Rules, 2014.



### INTERNAL AUDITOR

M/s. Shah & Shah Associates, Chartered Accountants, (Firm Registration No. 113742W) who had been an Internal Auditor of the Company was re-appointed as internal auditor for the FY2024 as well for the purpose of maintaining proper and adequate internal financial control.

### COST RECORDS AND COST AUDITORS

In terms of Section 148 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, your company duly maintain the cost accounts and records.

Board on the recommendation of the audit committee, have reappointed M/s Dalwadi and Associates, Cost Accountants (Firm Registration No.000338) as its Cost Auditors to audit the cost records of the Company for the financial year 2024. The Audit report on the cost records of the Company will be submitted to the Central Government in due course. A certificate has been received from the Cost Auditors to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limit as specified under Section 141 of the Act and Rules framed thereunder. A resolution seeking member's approval for the remuneration payable to Cost Auditors forms part of the Notice convening 50<sup>th</sup> Annual General Meeting of the Company and the same is recommended for approval of Members.

### SECRETARIAL AUDIT

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Listing Regulations, M/s Sandip Sheth & Associates, Practicing Company Secretaries (COP No. 4354) was appointed secretarial auditor of the Company for conducting secretarial audit for the financial year ended on 31<sup>st</sup> December, 2023. The secretarial audit report provided by him is annexed to this report as Annexure-VII.

### AUDITORS REPORT

The Auditors' Report to the members for the year under review does not contain any qualifications or reservations or adverse remarks of the respective auditors and need not require any comments or explanation under section 134(3)(f) of the Act.

There have been no instances of fraud reported by any of the auditors under Section 143(12) of the Act and Rules made thereunder, either to the Company or to the Central Government.

### 24. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments have occurred between the end of the financial year to which the Financial Statements relate and the date of this Report, which affect the financial position of the Company.

### 25. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

As on date of this report, there are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and operations of the Company in future.

### 26. PARTICULARS OF EMPLOYEES

The statement related to the remuneration pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) is provided as Annexure-V to this Report.

The information on employees' particulars as required by Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. In terms of Section 136 of the Act, the Report and Financial Statements are being sent to the Members and others entitled thereto, excluding such information. The said information is available for inspection by any members at the Registered Office of the Company on any working day (i.e. except Saturday, Sunday and Public Holidays) up to the date of Annual General Meeting. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

### 27. ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to health and safety of its employees, contractors and visitors. We are compliant with all EHS Regulations stipulated under the Water (Prevention and Control of Pollution) Act, The Air (Prevention and Control of Pollution) Act, The Environment Protection Act and the Factories Act and Rules made thereunder. Our mandate is to go beyond compliance standards, and we are progressive in this direction.

The health and safety of our people is paramount. We prepare our people as much as possible for the potential risks in our facilities. This preparation includes adherence to clear standards, education, training, auditing and follow-up to reinforce accountability.

## 28. HUMAN RESOURCE & INDUSTRIAL RELATIONS

Your Directors believe that the key to the success of any Company are its employees. Industrial Relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the co-operation extended by all employees in maintaining cordial relations and their commitment towards the growth of the Company.

## 29. GENERAL

- a. There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

- b. The Company is debt free and has no loan. Hence, there has been no such instance of valuation done for settlement or for taking loan from the Banks or Financial Institutions.

## 30. ACKNOWLEDGEMENT

The Board express its appreciation for the contribution, co-operation and confidence reposed by SPG Prints B.V. – the Parent Company. The Directors further express their deep sense of gratitude to the Central and State Government Ministries and departments, shareholders, customers, suppliers, business associates, bankers, employees, and all other stakeholders for their support and look forward to their continued co-operation and support.

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

**K. M. Thanawalla**

Chairman

DIN: 00201749

Date: 26<sup>th</sup> February, 2024  
Place: Singapore

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

(Pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014).

### A. CONSERVATION OF ENERGY

(i)	The steps taken or impact on conservation of energy	<ul style="list-style-type: none"> <li>To achieve energy-saving goals, antiquated electroplating baths for rotary screens are continuously being updated.</li> <li>Integrating variable frequency drives to ensure continual reduction of electrical energy consumption in old conventional system and chiller based air handling units.</li> <li>Limiting idle operation in electrical motors by integrating limit switches and proximity sensors.</li> <li>Continuously maintaining power factor close to unity by APFC.</li> <li>Adopted a regular procedure of swapping out outdated, inefficient lighting fixtures for LED fixtures and outdated industrial fans with BLDC fans.</li> <li>Adhered to a regular, well-planned schedule of maintenance in order to ensure the effective operation of all plant machines.</li> </ul>
(ii)	The steps taken by the company for utilizing alternate sources of energy.	Company regularly assesses the feasibility of utilizing the several available options for alternative energy in the market.
(iii)	The capital investment on energy conservation equipment's	<ul style="list-style-type: none"> <li>Installation of VFD controlled HVAC and higher capacity pumping system.</li> <li>Old inefficient rectifiers are being replaced with modern energy efficient rectifiers.</li> </ul>

### B. TECHNOLOGY ABSORPTION

(i)	The efforts made towards technology absorption	Company constantly strives to improve product quality and process improvement to achieve the maximum degree of efficiency in order to acquire customer satisfaction, and R&D activities have become an essential component of our corporate culture.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> <li>New product development</li> <li>Product cost reduction</li> <li>Product and Process improvement</li> <li>Improved product features,</li> <li>Improved functionalities</li> </ul>
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
iv)	The expenditure incurred on Research and Development.	₹ 3.54 Million

### FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Million)

Particulars	Amount
Earnings in foreign exchange from Goods and Services exported, Commission etc.	₹ 407.22
Value of imports of raw materials, components, stores, spares, Commission, technical know-how fees, royalty etc.	₹ 932.69

For and on behalf of Board of Directors

**K. M. Thanawalla**

Chairman

DIN: 00201749

Date: 26<sup>th</sup> February, 2024  
Place: Singapore

## CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a Report on Corporate Governance for the year ended 31<sup>st</sup> December, 2023 is presented below:

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

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably.

Stovec firmly believes in transparency and has immense value for the principles of corporate governance. Stovec understands that accountability, equity and total transparency in its interaction with all stakeholders is its responsibility while conducting its business and hence is totally committed to achieving highest level of standards in corporate governance practice. It is a well-accepted fact, both in India and world over that a good, governed organization results in maximizing its stakeholders' value in long run. Stovec always seek to ensure that it attains performance goals with integrity. Corporate Governance has indeed been an integral part of the way Stovec have done business. This emanates from our strong belief that strong governance is essential in creating value on a sustainable basis. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

The Company has complied with all the requirements stipulated under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), as applicable, with regard to Corporate Governance and listed below is the status with regard to same

### 2. BOARD OF DIRECTORS

The Board, being the trustee of the Company, is responsible for the establishment of cultural, ethical, sustainable and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable, and committed professionals. At the helm of the Company's Corporate Governance practice is its Board. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations.

The composition of the Board with reference to the number of Executive, Non-Executive Directors and Woman Directors, meets the requirement of Regulation 17(1) of Listing Regulations and it consists of an optimal combination of Executive, Non-Executive and Independent Directors, representing a judicious mix of in-depth knowledge and experience.



Name of Director	Category	*Outside Directorship	**No. of Committee positions held outside		Directorship in other listed entities	
			Member	Chairman	Name of Entity	Designation
Mr. K M Thanawalla (DIN: 00201749)	Non-Executive & Independent (Chairman)	13 (Thirteen)	3	2	Standard Industries Limited	Independent Director
Mr. Garrett Forde (DIN: 09040078)	Non-Executive & Non-Independent	-	-	-	-	-
Mr. Eiko Ris (DIN: 07428696)	Non-Executive & Non-Independent	-	-	-	-	-
Mr. Marco Wadia (DIN: 00244357)	Non-Executive & Independent	9 (Nine)	1	1	Josts Engineering Company Limited	Independent Director
					Mangalore Chemicals and Fertilizers Limited	Independent Director
Ms. Kiran Dhingra (DIN: 00425602)	Non-Executive & Independent	3 (Three)	5	1	Goa Carbon Limited	Independent Director
					Astra Microwave Products Limited	Independent Director
					Mangalore Chemicals and Fertilizers Limited	Independent Director
Mr. Shailesh Wani (DIN: 06474766)	Executive (Managing Director)	1 (One)	-	-	-	-

\* Excluding companies incorporated under Section 8 of the Companies Act, 2013 and Companies incorporated outside India

\*\* Includes Audit and Stakeholders Relationship Committee of all other listed and unlisted public limited companies

Based on declarations received from the Independent Directors, the Board has opinion that the Independent Directors fulfill the conditions specified in the Listing Regulations and the Companies Act, 2013 ("the Act") and they are independent of the management. None of the directors of the Company are related to each other.

The four meeting of the board were held during the year on 28<sup>th</sup> February, 2023, 9<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, and 9<sup>th</sup> November, 2023 within the permissible time gap between any two consecutive meetings. None of the Directors is a director in more than 20 Companies or more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. None of the Executive Directors act as Independent Director of more than 3 listed entities. None of the Directors is a member in more than 10 Committees or is Chairperson of more than 5 Committees amongst the Companies in which he/she hold directorships. The attendance record of the Directors at the Board as well as Annual General Meeting are as follows-

#### DETAILS OF THE BOARD MEETINGS, ATTENDANCE AND SHAREHOLDING

Directors	Board Meetings held	Board Meetings attended	Attendance at the last AGM	No. of Shares held	% of total shares held in the company
Mr. K. M. Thanawalla (KMT)	04	04	Yes	Nil	-
Mr. Garret Forde (GF)	04	01	Yes	Nil	-
Mr. Eiko Ris (ER)	04	04	Yes	Nil	-
Mr. Marco Wadia (MW)	04	04	Yes	4,160	0.20
Ms. Kiran Dhingra (KD)	04	04	Yes	Nil	-
Mr. Shailesh Wani (SW)	04	04	Yes	Nil	-

## DISCLOSURE OF EXPERTISE OR SKILLS OF DIRECTORS

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board and individual directors:

Sr.	List of core skills/expertise/ competence	KMT	GF	ER	MW	KD	SW
a)	Knowledge of the Manufacturing sector and Textile Industry	√	√	√	√	√	√
b)	General Business Understanding, Administration and management	√	√	√	√	√	√
c)	Sales and Marketing Functions	√	√	-	-	-	√
d)	Business Strategy Formation	√	√	√	√	√	√
e)	Corporate Strategy/Restructuring	√	√	√	√	√	√
f)	Finance, Accounting and Costing	√	√	√	√	√	√
g)	Legal, Regulatory Compliance	-	-	-	√	-	-
h)	Corporate Governance	√	√	√	√	√	√
i)	Human Resource Management	-	√	√	√	-	√
j)	Risk Management and Mitigation Planning	√	√	√	√	-	√

## APPOINTMENT / RE-APPOINTMENT

Disclosure in relation to appointment/re-appointment is given in the Directors' Report.

## ANNUAL PERFORMANCE EVALUATION

The annual performance evaluations of the Board, committees of the Board, individual directors including Chairman of the Board was carried out by the Company itself through a structured questionnaire, which was circulated to each of the board members for evaluating the said performances. The valuable feedback received from the directors on the questionnaire were sent by the Directors directly to the Chairman of the Board except feedback pertaining to his own evaluation which was sent to the Chairman of Nomination and Remuneration Committee (NRC). Based on feedback so received, NRC has carried out performance evaluation. Evaluation criteria encompasses various parameters for evaluating the performance such as leadership qualities, understating with critical matters, individual contribution to the company performance, maintaining confidentiality wherever required, effective and efficient participation, independence in judgment, vis a vis understanding of the Company's business and strategy, guidance on corporate strategy etc. Board has taken note of evaluation done by NRC.

Based on the evaluations made, it was determined that all the independent Directors shall continue with remaining period of their current term.

The Independent Directors in their meeting assessed the performance evaluations and the quality, sufficiency and timeliness of flow of information from the Company's management, which they found effective and reasonable to perform their duties. Board acknowledged and endorsed above evaluations.

## FAMILIARIZATION PROGRAM

The Independent Directors are familiarized by the management with respect to their roles and responsibilities, industry behavior, Company's business model, risks, threats and opportunities initially at the time of joining and thereafter from time to time through various business presentations at meeting of the board of directors. Moreover, the board members keep on abreast with regulatory updates time to time under the familiarization program. The details of familiarization program is available at the website of the Company at [www.stovec.com](http://www.stovec.com) at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media/Stovec%20investor%20relations/4.%20Shareholder%20Information%20and%20Disclosures/Familiarization\\_Programme.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media/Stovec%20investor%20relations/4.%20Shareholder%20Information%20and%20Disclosures/Familiarization_Programme.pdf)

## SEPARATE MEETING OF INDEPENDENT DIRECTORS:

During the year under review, Independent Directors' meeting was held in accordance with the provisions of Section 149(8) read with Schedule IV of the Act, Regulations 25(3) and (4) of the Listing Regulations and Secretarial Standards, on 28<sup>th</sup> February, 2023 without presence of any of the non-independent directors, wherein all Independent Directors were present. At the meeting, the Independent Directors:

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board which they found effective and reasonable to perform their duties.



### 3. COMMITTEES OF THE BOARD

The following Committees have been constituted by the Board and the same were in force during the year under review.

- 1) Audit committee ("AC");
- 2) Nomination and remuneration committee ("NRC");
- 3) Stakeholders relationship committee ("SRC");
- 4) Corporate Social Responsibility committee ("CSR");

The composition of the above Committees is in accordance with the provisions of the Listing Regulations and the Companies Act, 2013 ("the Act"). The Committees of the Board are constituted as per the Act and Listing Regulations.

#### 3.1 Audit Committee

As on 31<sup>st</sup> December, 2023, the Audit Committee comprised of 3 (three) Directors of which 2 (two) are Independent and 1 (one) is Executive Director of the Company. All the members are well versed with finance, accounts, corporate laws and general business practices. Mr. Khurshed Thanawalla, a Non-Executive Independent Director is the Chairman of the Committee. The composition, terms of reference, role and power of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Act and Rules framed thereunder. The Committee acts as a link between the Statutory and Internal Auditors and the Board of the Company. The Company Secretary of the Company acts as Secretary to the Committee.

##### Terms of reference

- (i) Review Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and also to examine the financial statement and the auditors' report thereon;
- (ii) Review with the management, of the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement forming part of the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013 or any amendment or re-enactment thereof;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
- (iii) Review with the management of the quarterly financial statements before submission to the Board for approval;
- (iv) Recommending to the Board, the appointment, re-appointment, terms of appointment/re-appointment, fixation of audit fees and, if required, the replacement or removal of the Auditor;
- (v) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- (vi) Review and monitor the auditor's independence and performance and effectiveness of audit process;
- (vii) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (viii) May call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the Internal and Statutory Auditors and the Management of the Company;
- (ix) Reviewing with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- (x) Review of the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xi) Discussion with Internal Auditors of any significant findings and follow up there on;
- (xii) Evaluation of internal financial controls and risk management systems;

- (xiii) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xiv) Review of information relating to:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
  - c) Internal Audit reports relating to internal control weaknesses;
  - d) The appointment, removal and terms of remuneration of the Chief internal auditor
  - e) quarterly statement of deviation(s) including report of monitoring agency, if applicable, and annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.
- (xv) Approval or any subsequent modification of transactions of the Company with related parties;
- (xvi) Scrutiny of inter-corporate loans and investments;
- (xvii) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), The statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (xviii) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xix) To look into the reasons for substantial defaults in the payment to the depositors, if any, debenture holders, if any, shareholders (in case of non-payment of declared dividends) and creditors;
- (xx) To review the functioning of the Whistle Blower/ Vigil Mechanism; Details of establishing the Vigil Mechanism have been disclosed on the Company's website and in the Director's Report;
- (xxi) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (xxii) To review the financial investments, in particular, the investments made by the unlisted subsidiary company;
- (xxiii) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (xxiv) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder;
- (xxv) Other matters as may be prescribed from time to time to be dealt with or handled by the Audit Committee pursuant to provisions of the Companies Act, 2013, the Rules framed thereunder, the Listing Regulation and the guidelines, circulars and notifications issued by Securities and Exchange Board of India ("SEBI")/Ministry of Corporate Affairs ("MCA") from time to time;
- (xxvi) Carrying out any other function as may be assigned to it by the Board from time to time.

#### Composition & attendance at the meeting

Name	category	No of meetings	
		Held	Attended
Mr. K. M. Thanawalla, Chairman	Non-Executive Independent	04	04
Mr. Marco Wadia	Non-Executive Independent	04	04
Mr. Shailesh Wani	Executive	04	04

The Committee met 4 (four) times during the year i.e., 28<sup>th</sup> February, 2023, 9<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023 and 9<sup>th</sup> November, 2023 and time gap between any two consecutive meetings of the committee did not exceed 120 days. Representatives of the Statutory auditors are generally invited to attend the Meetings of the Committee. Chief Financial Officer ("CFO") of the Company is a permanent invitee to the Committee Meetings.

Company Secretary act as the secretary to the Committee. The Chairman of the Audit Committee was present in the last Annual General Meeting to answer the shareholders queries.

### 3.2 NOMINATION AND REMUNERATION COMMITTEE

As on 31<sup>st</sup> December, 2023, the Nomination & Remuneration Committee ("NRC") comprised of 3 (three) members of which 2 (two) are Non-Executive Independent Directors and 1 (one) Non-Executive Non-Independent Director of the Company. The composition

and role of the NRC are in line with the Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The Company Secretary of the Company acts as a Secretary to the Committee.

**Terms of reference**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Evaluation of the balance of skills, knowledge and experience on the Board for every appointment of an Independent Director on the basis of such evaluation, to prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- To evaluate the performance of the board, committees and the individual directors.
- Whether to extend or continue the term of appointment of the independent director.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

**Composition & attendance at the meeting**

Name	category	No. of meetings	
		Held	Attended
Mr. Marco Wadia, Chairman	Non-Executive Independent	02	02
Mr. K. M. Thanawalla	Non-Executive Independent	02	02
Mr. Eiko Ris	Non-Executive Non-Independent	02	02

The NRC met 2 (two) times during the year on 28<sup>th</sup> February, 2023 and 9<sup>th</sup> May, 2023. Company Secretary acts as the Secretary to the Committee. Chairman of the

NRC was present in the last Annual General Meeting to answer to the shareholders queries.

**Nomination and Remuneration policy**

The Nomination and Remuneration policy of the Company (NRC Policy) is performance driven and designed to motivate employees, recognize their merits and achievements, to retain talent in the Company and stimulate excellence in their performance.

NRC Policy is available on the website of the Company at [www.stovec.com](http://www.stovec.com) and gist of the same are reproduced below :

**Appointment criteria and qualification**

- NRC considers, inter alia, following attributes/criteria, whilst recommending to the Board the candidature for appointment as director or key managerial person or senior management in line with corporate HR policy of the Company:
  - o Qualification, expertise and experience of the persons in their respective fields;
  - o Personal, Professional or business standing;
  - o Diversity of the Board etc.
- NRC shall, based on the criteria laid down in Corporate HR Policy, identify person for appointment or removal of KMP or Senior Management level and recommend to the Board.
- Independent Director shall fulfil the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time.
- In case of appointment of Independent Directors, the NRC satisfies itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively; disqualifications as prescribed under Section 164 of the Act; balance of skills, knowledge, backgrounds, board diversity, time commitment and experience on the Board, performance evaluation etc. Person recommended to the Board for appointment as an independent director shall have the capabilities identified by the committee.
- Term of appointment/re-appointment of any person as Managing Director or Whole-time Director or Executive Director shall not exceed five years at a time.

**Remuneration:**

The remuneration is divided into fixed component comprising of salary, perquisites and retirement

benefits, and variable component. Variable pay is paid based on the financial performance of the company. Remuneration is determined keeping in view the industry benchmark, performance of the Company vis a vis industry performance and prevailing market trend. Variable pay of the Executive/Managing Director shall be as per the scheme applicable to Managing Directors of SPGPrints Operating Companies. Remuneration to other Directors and KMPs are determined as per Act and the Listing Regulations.

**(i) Remuneration to Managing/Whole-time/ Executive Director:**

The NRC shall consider and recommend to the board remuneration and annual increment payable to the Managing/Whole-time/Executive Director and in case the approval of shareholders is required, the board recommend the same to the shareholders for their approval.

The Board on the recommendation of NRC decide the remuneration of the Managing Director/ Executive Director's, subject to the approval of the members. Remuneration comprises of fixed components viz. salary, perquisites, allowances and variable pay not exceeding to 50% of the remuneration (as per the scheme applicable to Managing Directors' of SPGPrints Group Companies) based on the targets achieved. The Managing Director will be entitled to bonus provided the conditions for awarding bonus have been met.

MD/WTD/ED are not being paid sitting fees for attending meetings of the Board and of its Committees.

**(ii) Remuneration to Non-Executive/Independent Director:**

A Non-Executive Director (Independent Director) shall be entitled to receive sitting fees for each

meeting of Board or Committees of the Board attended by him/her as approved by the Board of Directors within the prescribed limit under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

A Non-Executive Director (Independent Director) may be paid commission of such sum as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee and members approval is sought wherever necessary.

Independent Directors shall not be entitled to participate in the Stock Option Scheme of the Company, if any, pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

No sitting fee and/or commission are payable to Non-Executive Non-Independent Directors.

**(iii) Remuneration of KMPs and Senior Management Employees:**

Remuneration and annual increments of KMPs (other than ED/MD) and senior management persons shall be determined as per corporate HR policy of the Company. In case of remuneration of such KMPs, NRC recommend remuneration or annual increments to the Board.

**Performance Evaluations:**

- Performance evaluation of directors are done annually by the NRC or any external agency as the Company may think fit in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI Listing Regulations.
- Performance evaluation of senior management persons is done annually as per corporate HR policy of the Company.

Remuneration and sitting fees paid during the reporting period are as follows:

**(A) MANAGING DIRECTOR:**

(₹ in Million)

Name	Salary & Allowances	Perquisites & Benefits	Contribution to Provident and other Funds	Total
Mr. Shailesh Wani	12.96	1.34	0.83	15.13

**Service Contract and Notice Period**

Mr. Shailesh Wani appointed as the Managing Director of the Company for a further period of 5 years with effect from 1<sup>st</sup> October, 2022 by the shareholders of the Company at their annual general meeting held on 6<sup>th</sup> May, 2022, and the contract has been renewed to this effect which is terminable by six months' notice by either side to other or in lieu of six months' salary.

**(B) NON-EXECUTIVE DIRECTORS:**

The sitting fees is paid to the independent directors only for attending meetings of the Board and Committees as may be decided by the Board from time to time. The commission is also paid to the Independent Directors.

**Commission**

The Members at the 49<sup>th</sup> annual general meeting held on 9<sup>th</sup> May, 2023, approved the payment of commission to the Non-Executive Independent Directors up to 1% (one percent) or such other percentage as may be prescribed in the Act from time to time, of the net profits of the Company as computed under the applicable provisions of the Act for each Financial Year commencing from 1<sup>st</sup> January, 2023 with powers to the Board/Committee thereof to decide commission payable to each such independent directors within the overall limits.

The remuneration by way of commission to the Non-Executive Directors is decided by the Board based on recommendation of NRC. NRC takes into account, inter alia, their participation, attendance, contribution, role and responsibility as a Chairman/ Member of the Board/Committee, performance evaluation etc. as well as time spent on matters other than at meetings. The Company has no pecuniary relationships/transactions with any of the Non-Executive Directors of the company.

Besides above, Company does not pay any other remuneration to its Non-Executive Directors.

The sitting fee and commission paid during reporting period is given under.

(₹ in Million)

Name	*Sitting Fees	Commission	Total
Mr. K. M. Thanawalla	0.38	1.02	1.40
Mr. Marco Wadia	0.35	0.35	0.70
Ms. Kiran Dhingra	0.22	0.35	0.57

\*Exclusive of GST (as applicable).

**3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE:**

As on 31<sup>st</sup> December, 2023, the Stakeholders Relationship Committee ('SRC') comprised of 3 (three) Directors of which 1 (one) Independent Director, 1 (one) Non-Executive Non-Independent Director and 1 (one) Executive Director. The composition and role of the Stakeholders Relationship Committee are in line with the Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The

Company Secretary of the Company acts as a Secretary to the Committee.

**Terms of Reference**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

**Composition & attendance at the meeting**

Name	Category	No. of meetings	
		Held	Attended
Mr. K. M. Thanawalla, Chairman	Non-Executive Independent	1	1
Mr. Eiko Ris	Non-Executive Non Independent	1	1
Mr. Shailesh Wani	Executive	1	1

During the year, committee met on 28<sup>th</sup> February, 2023 and all the members were present at the meeting. The Chairman of the SRC was present in the last Annual General Meeting to answer the shareholders queries.

**Compliance officer:**

Mr. Sanjeev Singh Sengar, GM-Legal & Company Secretary, is the Compliance Officer of the Company and he can be contacted at :-

**Stovec Industries Limited**

N.I.D.C., Nr. Lambha Village, Post: Narol, Ahmedabad, Gujarat – 382 405, India.

Tel: +91 79 6157 2300 • Fax: +91 79 2571 0406

Email: [secretarial@stovec.com](mailto:secretarial@stovec.com)

Complaints or queries relating to the shares can be forwarded to the Company's Registrar and Transfer Agents 'M/s Link Intime India Private Limited' at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in). The Compliance officer has been regularly interacting with the Share Transfer Agents to ensure that shares related complaints of the investors are attended to without undue delay and where deemed expedient the complaints are referred to the committee or discussed at the meetings.

The status of complaints received during the year are as follows: -

Complaint received	Resolved during the year	Pending as on 31 <sup>st</sup> December, 2023
10	10*	1#

\*One complaint of previous year resolved in current year.

#Resolved after the closure of the financial year.

### 3.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

As on 31<sup>st</sup> December, 2023, the Corporate Social Responsibility ("CSR") Committee comprised of 3 (three) Directors, of which 1 (one) Executive Director, 1 (one) Non-Executive Director and 1(one) Independent Director of the Company. The composition and role of the Corporate Social Responsibility Committee are in line with Section 135 of the Act and Rules framed thereunder. The Company Secretary of the Company acts as Secretary to the Committee.

#### Terms of reference:

- Formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Formulate and recommend to the Board, an annual action plan which shall include the list of CSR Projects or Programmes that are approved to be undertaken in the areas or subjects as specified in Schedule VII of the Act, the manner of execution of such projects or programmes, the modalities of utilisation of funds and implementation schedules, monitoring and reporting mechanism for the projects or programmes, details of need and impact assessment, if any, for the projects undertaken by the company and recommend any alteration in such annual action plan.
- Recommend the amount of expenditure to be incurred on the CSR activities as per limits prescribed under the Act
- Review the CSR projects and program or activities undertaken by the Company and recommend suitable changes as deem fit or necessary.

- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Select, engage and approve fees for professional advisors/ consultants that the Committee may require to carry out their duties.
- Oversee various aspects such as statutory compliances in respect of CSR, admin expenditure etc. and carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

#### Composition & attendance

Name	Category	No. of meetings	
		Held	Attended
Mr. Shailesh Wani, Chairman	Executive	2	2
Mr. K. M. Thanawalla	Non-Executive Independent	2	2
Mr. Eiko Ris	Non-Executive Non Independent	2	2

CSR Committee met 2 (two) times during year on 28<sup>th</sup> February, 2023 and 9<sup>th</sup> November, 2023.

CSR Policy is available at the website of the Company at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/CSR%20Policy.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/CSR%20Policy.pdf)

For details of the CSR activities undertaken by the Company and amount spent thereon during the year under review, kindly refer to the Annexure - III to the Board's Report.

### 4. SENIOR MANAGEMENT

Followings are the senior management personnel of the Company:

Sr. No.	Name	Designation
1.	Mr. Paras Mehta	Chief Financial Officer
2.	Mr. K. Prabhakaran	General Manager (Capital Sales & Digital Portfolio)
3.	Mr. Pankaj Chadda	General Manager (Consumable Sales)
4.	Mr. Amit Patel	General Manager (Operation)
5.	Mr. Sandesh Kale	General Manager (Eng. and Quality Assurance)
6.	Mr. Devang Dave	General Manager (Service & Spares)
7.	Mr. Paulesh Shah	General Manager (HR & Admin)
8.	Mr. Sanjeev S. Sengar	General Manager (Legal) & Company Secretary

There were no changes in the senior management since the close of the previous financial year.



## 5. CODE OF CONDUCT AND ETHICS:

The Company has its Code of Business Conduct and Ethics for its board members, senior management and employees in placed. Board and Senior Management affirm compliance thereof annually.

The Company has received confirmation from all Directors, Senior Management Personnel as well as other employees regarding compliance with the Code of Conduct during the year under review as required under Regulation 26(3) of the Listing Regulations. Pursuant to Schedule V(D) of the Listing Regulations, a declaration signed by the Managing Director of the Company to this effect is enclosed at the end of this Report.

## 6. GENERAL BODY MEETINGS' DISCLOSURES:

Location and time of Annual General Meetings in the past three financial years and the special resolutions passed in the said AGMs:

AGM	Date, time & Location	Special resolutions passed
49 <sup>th</sup> AGM	May 9, 2023 at 2:15 pm through video conferencing	- Payment of commission to Mr. K. M. Thanawalla for the financial year 2022, in excess of the limit prescribed under the Listing Regulations.
48 <sup>th</sup> AGM	May 6, 2022 at 2:00 pm through video conferencing	- Re-appointment of Mr. Shailesh Wani as the Managing Director of the Company for five years - Payment of commission to Mr. K. M. Thanawalla for the financial year 2021, in excess of the limit prescribed under the Listing Regulations.
47 <sup>th</sup> AGM	May 11, 2021 at 2:00 pm through video conferencing	- Payment of commission to Mr. K. M. Thanawalla for the financial year 2020, in excess of the limit prescribed under the Listing Regulations.

### Postal Ballot:

No postal ballot was conducted during the year under review and as on the date of this report, and there is no proposal to pass any special resolution through postal ballot.

## 7. MEANS OF COMMUNICATION

The quarterly results are published in Business Standard (English) and Jaihind (Gujrati) and also placed on the Company's website at [www.stovec.com](http://www.stovec.com) and submitted with the BSE Limited (BSE). All the required disclosures and information are available on the Company's website for the benefit of the shareholders. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

## 8. GENERAL INFORMATION FOR MEMBERS

### 8.1 Annual General Meeting:

Day, Date and Time	Thursday, 25 <sup>th</sup> April, 2024 at 3:00 P.M.
Venue	Through VC/OAVM from the registered office of the Company

### 8.2 Financial Calendar:

Financial Year	FY 2023
Date of Book Closure	18 <sup>th</sup> April, 2024 to 25 <sup>th</sup> April, 2024 (Both day inclusive)
Dividend Payment Date	On or before due date.

### 8.3 Listing:

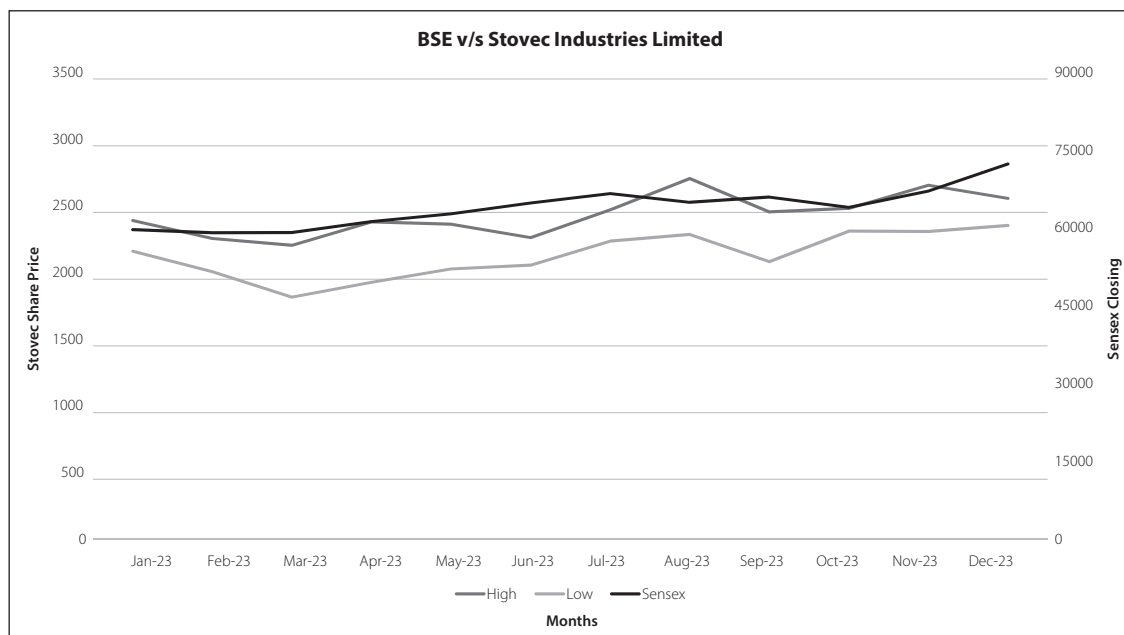
The Company's equity shares are listed on the BSE Limited (BSE) and the Company has paid annual listing fees to BSE for year 2023. The Ahmedabad Stock Exchange (ASE) vide its letter dated 11<sup>th</sup> January, 2017 communicated to the Company that it is non-functional and under exit policy, thereby no need to make any compliance with ASE.

Type of Shares	ISIN No.	BSE Stock Code
Ordinary Shares	INE755D01015	504959

### Market Information:

Month	BSE		BSE SENSEX
	High (₹)	Low (₹)	
Jan-23	2384.95	2155.00	59549.90
Feb-23	2250.00	2001.15	58962.12
Mar-23	2198.00	1810.00	58991.52
Apr-23	2374.00	1920.90	61112.44
May-23	2356.00	2021.00	62622.24
Jun-23	2256.00	2050.00	64718.56
Jul-23	2465.00	2230.00	66527.67
Aug-22	2700.00	2280.00	64831.41
Sep-23	2449.00	2076.00	65828.41
Oct-23	2475.00	2305.00	63874.93
Nov-23	2650.00	2302.00	66988.44
Dec-23	2550.00	2348.00	72240.26

**Performance in comparison to broad-based indices such as BSE Sensex:**



\*Source: [www.bseindia.com](http://www.bseindia.com)

**8.4 Registrar and Transfer Agents: -**

For transfer lodgment, delivery and correspondence related to Shares, Members are requested to do correspondence with the Company's Registrar and Share Transfer Agents - M/s Link Intime India Private Limited quoting their folio no. at the following address: -

**M/s Link Intime India Private Limited,**

5<sup>th</sup> Floor, 506 to 508, Amarnath Business Center –I (ABC-I),  
Besides Gala Business Center, Nr. St. Xavier's College Corner,  
Off. C.G. Road, Navrangpura, Ahmedabad – 380 009, Gujarat.  
Tel: +91(0) 79 - 2646 5179/86/87, Fax: +91(0) 79 - 2646 5179.  
E-mail: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

**8.5 Share Transfer System:**

The Board has authorized Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., to approve transfer of shares.

**8.6 Shareholding Pattern of the Company:**

Category	As on 31 <sup>st</sup> December, 2023		As on 31 <sup>st</sup> December, 2022	
	No. of Shares	%age	No. of Shares	%age
Promoters & Promoter Group	1,483,777	71.06	1,483,777	71.06
Investor Education and Protection Fund	36,777	1.76	35,591	1.70
Financial Institutions/Banks	965	0.05	965	0.05
Bodies Corporate	22,378	1.07	26,096	1.25
NRIs (Repatriable)	3,704	0.18	3,769	0.18
NRIs (Non-Repatriable)	14,268	0.68	11,483	0.55
Clearing Members	60	0.00	63	0.00
Directors & their Relatives	5,864	0.28	5,864	0.28
Individuals/HUF	5,16,721	24.75	5,16,562	24.74
Unclaimed Suspense Account	3,452	0.17	3,846	0.19
Unclaimed Escrow Account	50	0.00	0	0.00
<b>TOTAL</b>	<b>2,088,016</b>	<b>100.00</b>	<b>2,088,016</b>	<b>100.00</b>

### Distribution of Shareholding as on 31<sup>st</sup> December, 2023

Range of Shares	No. of Shareholders	% of total Shareholders	No. of Shares	% of Total Shares
1 - 500	7,332	97.88	3,05,631	14.64
501 - 1000	81	1.08	57,419	2.75
1001 - 2000	40	0.53	55,520	2.66
2001 - 3000	17	0.23	44,712	2.14
3001 - 4000	10	0.13	34,785	1.66
4001 - 5000	4	0.05	17,655	0.85
5001 - 10000	3	0.05	18,217	0.87
10001 or more	4	0.05	1,554,077	74.43
<b>TOTAL</b>	<b>7,491</b>	<b>100.00</b>	<b>2,088,016</b>	<b>100.00</b>

#### 8.7 Dematerialization of Shares & Liquidity:

As on 31<sup>st</sup> December, 2023, 2,043,365 equity shares representing 97.86 % of the Company's paid-up equity share capital are in demat form.

8.8 The company do not have any outstanding GDRs or ADRs or warrants or any convertible instruments during the reporting period.

#### 8.9 Plant Location:

1. N.I.D.C, Nr. Lambha Village, Post: Narol, Ahmedabad Gujarat-32 402
2. 296, G.V.M.S.A.V Limited, Odhav Road, Odhav, Ahmedabad-382415

<b>Correspondence address</b>	N.I.D.C., Nr. Lambha Village, Post: Narol, Ahmedabad, Gujarat – 382 405, India.
<b>CIN</b>	L45200GJ1973PLC050790
<b>Tel</b>	+91 79- 6157 2300
<b>Facsimile No</b>	+91 79- 2571 0406
<b>Website</b>	<a href="http://www.stovec.com">www.stovec.com</a>

#### 8.10 Credit Rating

The Company has not issued any debt securities or any fixed deposit program or any scheme or proposal involving mobilization of funds, thus, the requirement of disclosure of credit ratings is not applicable.

### 9. OTHER DISCLOSURES

9.1 There were no materially significant related party transactions entered during the FY2023 that may have potential conflict with the interests of the Company at large.

9.2 The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets. No penalties or strictures have been imposed by any of them on the Company during the last three years.

9.3 The Company has in place a Whistle Blower Policy for Directors, Employees and other Stakeholders to report their genuine concerns or grievances. The Whistle Blower Policy of the Company has been disclosed on the website of the Company. No personnel have been denied access to the Audit Committee to report its genuine concerns or grievances.

9.4 During the year under review, the Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 of Listing Regulations.

#### 9.5 Adoption of Non-Mandatory Requirements of Listing Regulations

- The Company has separate persons for the position of Chairman and Managing Director. Mr. K. M. Thanawalla is a Chairman (Independent & Non - Executive) and Mr. Shailesh Wani is the Managing Director of the Company.
- The audit report of the Company's Financial Statements for the year ended 31<sup>st</sup> December, 2023 is unmodified.
- The Internal Auditor reports directly to the Audit Committee.

#### 9.6 Policy for determining Material Subsidiaries

The Company has formulated policy for determining material subsidiary/ries and the same is available at the website of the Company at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/Policy%20for%20determining%20Material%20Subsidiaries.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/Policy%20for%20determining%20Material%20Subsidiaries.pdf)

#### 9.7 Related Party Transactions Policy

Related Party Transaction Policy has been formulated in order to regulate the transactions between Company and Related Parties. RPT Policy is available at the website of the Company at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/Related%20Party%20Transaction%20Policy%20v3.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/Related%20Party%20Transaction%20Policy%20v3.pdf)

### 9.8 Disclosure of Commodity Price Risks, Foreign Exchange Risk and Commodity Hedging Activities

High quality Nickel is the principal raw material for the Company, and it is imported regularly, as per purchase guidelines of the Company. The Company's performance may get impacted in case of substantial change in prices of Nickel or Foreign Exchange rate fluctuations. However, Company takes forward cover as per its forex risk coverage policy. The Company does not undertake commodity hedging activities.

The risk management policy has been putting place to address the risks associated with the business of the Company including commodity price risk and mechanism to continuously monitor the movement in commodity prices and take appropriate action to ensure better cost control. During the year, the Company has no material price risk exposure.

### 9.9 Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the year, the Company has not raised funds through the preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

### 9.10 Certificate from a company secretary in practice regarding disqualification of Directors

Sandip Sheth & Associates, practicing company secretary has provided a certificate confirming that none of the directors on the board of the company 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. The certificate so obtained is appended to this Report.

### 9.11 Regarding non-acceptance of recommendation of any committee of the Board

The Board of Directors have accepted every recommendation made by any committees of the Board.

### 9.12 Fees paid to the statutory auditor

Please refer Note 24 of Notes to the Financial Statements.

### 9.13 Disclosure in relation to Sexual Harassment of Women at Workplace is given at Sr. No. 22 to the Director's Report.

### 9.14 The company has not granted any loans and advances in the nature of loans to firms/companies in which directors are interested.

### 9.15 The Company does not have any subsidiary, associate and joint venture company during the year.

### 9.16 Pursuant to the provisions of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer have issued a certificate to the Board for the financial year ended 31<sup>st</sup> December, 2023.

### 9.17 Compliance certificate from Mr. Sandip Sheth, practicing company secretary, regarding compliance of conditions of corporate governance is annexed with this report.

### 9.18 Disclosures with respect to Unclaimed Suspense Account

In terms of Regulation 39(4) of the Listing Regulations, the Company reports the following details in respect of equity shares transferred from the "STOVEC INDUSTRIES LIMITED - UNCLAIMED SUSPENSE ACCOUNT" during the year and the balance in the same at the beginning and at the end of the year:

Particulars	Number of shareholders	Number of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e., 1 <sup>st</sup> January, 2023	250	3846
Number of shareholders who approached the Company for transfer of shares from suspense account during the year ended 31 <sup>st</sup> December, 2023	6	57
Shareholders to whom shares were transferred from the suspense account during the year ended 31 <sup>st</sup> December, 2023	6	57
Number of shares transferred to IEPF authority from Unclaimed Suspense Account during the year ended 31 <sup>st</sup> December, 2023	19	337
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31 <sup>st</sup> December, 2023	225	3,452

The voting rights on the shares outstanding in the suspense account as on 31<sup>st</sup> December, 2023 shall remain frozen till the rightful owner of such shares claims the shares.



### 9.19 Risk Management

The company forms part of top 2000 listed entities of BSE as on 31<sup>st</sup> March, 2023, therefore forming of Risk Management Committee is not obligatory to the Company. However, Company has formulated the risk management policy in terms of Listing Regulations and the same is available at the website of the Company at [www.stovec.com](http://www.stovec.com).

### 9.20 Policy for Prohibition of Insider Trading and Code of Conduct for Fair Disclosures

The Company has adopted a code of conduct for regulating, monitoring and reporting of trading by insiders and code of conduct for fair disclosures pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

### 9.21 Policy for determining Material Information

As required by Regulation 30 of Listing Regulations, the Board of Directors have approved the Policy for determining Material Information and is available at

the website of the Company at <https://spgprints.com/hubfs/Media/Stovec%20investor%20relations/6.%20Policies/Policy%20for%20Determining%20Material%20Information.pdf?hsLang=en>

### 9.22 Policy for preservation of documents and archival policy

As required by Regulation 9 of Listing Regulations, the Board of Directors have approved the Policy for Preservation of Documents and Archival Policy and the same is available at the website of the Company at [www.stovec.com](http://www.stovec.com) at [https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/Policy%20for%20Preservation%20of%20Documents%20Archival%20Policy.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/Policy%20for%20Preservation%20of%20Documents%20Archival%20Policy.pdf)

**9.23** The disclosure of binding agreements referred to in clause 5A pf Paragraph A of Part A of Schedule III of the Lising Regulations is not applicable to the Company.

## DECLARATION BY THE MANAGING DIRECTOR UNDER PART D OF SCHEDULE V OF LISTING REGULATIONS REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics for Board of Directors, Senior Management & Employees, as applicable to them, for the financial year ended 31<sup>st</sup> December, 2023.

Date: 26<sup>th</sup> February, 2024  
Place: Ahmedabad

**For Stovec Industries Limited**

**Shailesh Wani**

Managing Director  
(DIN: 06474766)

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,  
The Members,  
**Stovec Industries Ltd.**  
N.I.D.C. Nr. Lambha Village,  
Post: Narol, Ahmedabad.

We have examined all relevant records of **Stovec Industries Limited** for the purpose of certifying compliance of conditions of Corporate Governance under para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the year ended on 31<sup>st</sup> December, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. This certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanation and information furnished, we certify that the Company has complied with all the mandatory conditions of the para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

**Sandip Sheth & Associates**

*Company Secretaries*

Firm Unique Code: P2001GJ041000

**Sandip Sheth**

*Partner*

FCS: 5467, CP No.: 4354

UDIN: F005467E003489398

Place: Ahmedabad  
Date: 26<sup>th</sup> February, 2024



CIN: - L45200GJ1973PLC050790

Nominal Capital: 3,00,00,000/-  
Paid-up Capital: 2,08,80,160/-

## CERTIFICATE OF **NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members,

**Stovec Industries Limited**

CIN: L45200GJ1973PLC050790

N.I.D.C, Near Lambha Village,

Post: Narol, Ahmedabad – 382 405, Gujarat, India.

We have examined all relevant registers, records, forms and disclosures received from the directors of **Stovec Industries Limited**, produced before us by the Company for the purpose of certifying compliance of conditions of clause 10 (i) of para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the year ended on 31<sup>st</sup> December, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification. During the course of such certification, we have relied on various information and declaration furnished by each director of the Company as at and relied on the online information available with Ministry of Corporate Affairs Portal, its filling position and other web pages.

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

Sr No.	Name of Director	Director Identification Number (DIN)	Date of appointment in the Company
1	Mr. Khurshed Meherwanji Thanawalla	00201749	28/01/2005
2	Mr. Shailesh Chandrakrishna Wani	06474766	01/10/2013
3	Mr. Garrett Forde	09040078	26/02/2021
4	Mr. EIKO RIS	07428696	12/03/2019
5	Mr. Marco Philippus Ardeshir Wadia	00244357	21/05/1999
6	Ms. Kiran Dhingra	00425602	01/04/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the clause 10 (i) of para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the year ended on 31<sup>st</sup> December, 2023.

**Sandip Sheth & Associates**

*Company Secretaries*

Firm Unique Code: P2001GJ041000

**Sandip Sheth**

*Partner*

FCS: 5467, CP No.: 4354

UDIN: F005467E003489387

Place: Ahmedabad

Date: 26<sup>th</sup> February, 2024

## ANNUAL REPORT ON **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

AS PER SECTION 135 OF THE COMPANIES ACT, 2013 FOR FY 2023

### 1. Brief outline on CSR policy of the company:

Stovec's Corporate Social Responsibility (CSR) builds a dynamic relationship between Stovec on one hand and the society and environment on the other. As a responsible Corporate Citizen, Stovec believes that to succeed, an organization must maintain highest standards of corporate behavior towards its employees, customers and society in which it operates and accordingly Stovec has formulated CSR Policy.

The CSR policy, which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

### 2. Composition of CSR committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Shailesh Wani	Chairman	2	2
2.	Mr. Khurshed M. Thanawalla	Member	2	2
3.	Mr. Eiko Ris	Member	2	2

### 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:

#### a. Composition of CSR Committee:

<https://spgprints.com/hubfs/Composition%20of%20Board%20and%20Committees-SPGPrints-PCkA0.pdf?hsLang=en>

#### b. CSR Policy:

[https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20\(website\)/Stovec%20investor%20relations/6.%20Policies/CSR%20Policy.pdf](https://2131785.fs1.hubspotusercontent-na1.net/hubfs/2131785/Media%20(website)/Stovec%20investor%20relations/6.%20Policies/CSR%20Policy.pdf)

#### c. CSR projects approved by the board:

<https://spgprints.com/hubfs/Media/Stovec%20investor%20relations/6.%20Policies/Approved%20CSR%20projects%202023.pdf?hsLang=en>

### 4. Provide the executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub rule (3) of rule 8, if applicable:

Not applicable.

5. (a) Average net profit of the company as per section 135(5): ₹ 299.25 Million
- (b) Two percent of average net profit of the company as per section 135(5): ₹ 5.99 Million
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: Nil
- (d) Amount required to be set off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year 2023(5b+5c- 5d):. ₹ 5.99 Million.
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : ₹ 6.24 Million
- (b) Amount spent in Administrative Overheads: ₹ 0.03 Million
- (c) Amount spent on Impact Assessment, if applicable: Nil



(d) Total amount spent for the Financial Year 2023 (6a+6b+6c): ₹ 6.27 Million.

(e) **CSR amount spent or unspent for the Financial Year 2023:**

Total Amount Spent for the Financial Year. (₹ in Million)	Amount Unspent (₹ in Million)				
	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)		
	(₹ in million)	Date of Transfer	Name of the Fund	(₹ in million)	Date of Transfer
₹ 6.27*	₹ 2.56	30/01/2024		NA	

\* Including ₹ 2.81 million spent during the financial year related to ongoing project, out of the unspent amount pertaining to FY2022.

(f) **Excess amount for set off, if any:**

Sr. No.	Particulars	(Amount in ₹ million)
(i)	Two percent of the average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the financial year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

**7. Details of unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in Million)	Balance Amount in Unspent CSR Account under sub section (6) of section 135 (₹ in Million)	Amount spent in the Financial Year (₹ in Million)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (₹ in Million)	Deficiency, if any
					Amount (₹ in Million)	Date of Transfer		
1	FY2022	2.81	Nil	2.81	Nil	NA	Nil	--
2	FY2021	NA	NA	NA	NA	NA	NA	--
3	FY2020	NA	NA	NA	NA	NA	NA	--

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:** No

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable.

**For and on behalf of the Board of Directors & CSR Committee**

**Shailesh Wani**

Managing Director & Chairman of CSR Committee  
(DIN: 06474766)

Date: 26<sup>th</sup> February, 2024  
Place: Ahmedabad

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The BRSR reporting is mandatory for the top 1,000 listed companies by market capitalization. As of 31<sup>st</sup> March 2023, the company holds the 1284 position among the top 2000 companies listed on the BSE. Notably, SEBI, vide its Notification No. SEBI/LAD-NRO/GN/2021/22 dated 5<sup>th</sup> May, 2021, has mandated that SEBI Listing Regulations provisions applicable to a listed entity based on its market capitalization shall persist, even if the entity falls below the threshold limits in subsequent years. Considering these regulatory requirements and to bolster transparency and disclosure practices, the company has taken the proactive step of voluntarily publishing its BRSR Report.

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L45200GJ1973PLC050790
2.	Name of the Listed Entity	Stovec Industries Limited
3.	Year of incorporation	1973
4.	Registered office address	N.I.D.C., Near Lambha Village, Post: Narol, Ahmedabad -382 405 India
5.	Corporate address	Same as above
6.	E-mail	<a href="mailto:secretarial@stovec.com">secretarial@stovec.com</a>
7.	Telephone	07961572300
8.	Website	<a href="http://www.stovec.com">www.stovec.com</a>
9.	Financial year for which reporting is being done	1 <sup>st</sup> January, 2023 to 31 <sup>st</sup> December, 2023
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited
11.	Paid-up Capital	₹ 20,880,160.00
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sanjeev Singh Sengar Contact No.: 079-6157 2300 Email: <a href="mailto:Sanjeev_sengar@stovec.com">Sanjeev_sengar@stovec.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Yes, standalone basis

#### II. Products/services

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

S. No.	Description of Main Activity	Description of Business Activity	% of turnover of the entity
1	Manufacturing	Manufacturer of Rotary and digital printing machines, engravers, perforated nickel screens for textile & graphic industry, and other textile & graphic consumables and spare parts.	100%

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Textile Consumables and Graphics Products	32909	84.58%
2.	Textile Machineries	28262	15.42%

### III. Operations

**16. Number of locations where plants and/or operations/offices of the entity are situated :** Company's registered cum corporate office and factory are located in the same premises.

Location	Number of plants	Number of offices	Total
National	2	1	3
International	0	0	0

**17. Markets served by the entity:**

**a. Number of locations**

Locations	Number
National (No. of States)	Pan-India
International (No. of Countries)	Global presence

**b. What is the contribution of exports as a percentage of the total turnover of the entity-**20.43%

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

The company specializes in the manufacturing and supply of equipment and consumables tailored for the textile printing and graphic printing industries. Our primary clientele consists of processing companies and mills within the textile and graphics printing sector.

### IV. Employees

**18. Details as at the end of Financial Year: 31<sup>st</sup> December, 2023**

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1.	Permanent (D)	103	100	97.08%	3	2.92%
2.	Other than Permanent (E)	0	0	0.00%	0	0.00%
3.	<b>Total employees (D + E)</b>	<b>103</b>	<b>100</b>	<b>97.08%</b>	<b>3</b>	<b>2.92%</b>
<b>Workers</b>						
4.	Permanent (F)	137	137	100%	0	0%
5.	Other than Permanent (G)	39	39	100%	0	0%
6.	<b>Total workers (F + G)</b>	<b>176</b>	<b>176</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

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

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently abled Employees</b>						
1.	Permanent (D)	103	1	0.97%	0	0%
2.	Other than Permanent (E)	0	0	0	0	0%
3.	<b>Total differently abled employees (D + E)</b>	<b>103</b>	<b>1</b>	<b>0.97%</b>	<b>0</b>	<b>0%</b>
<b>Differently abled Workers</b>						
4.	Permanent (F)	137	0	0%	0	0%
5.	Other than permanent (G)	39	1	2.56%	0	0%
6.	<b>Total differently abled workers (F + G)</b>	<b>176</b>	<b>1</b>	<b>0.57%</b>	<b>0</b>	<b>0%</b>

## 19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67
Key Management Personnel	3	0	0

## 20. Turnover rate for permanent employees and workers

	FY 2023 (Turnover rate)			FY 2022 (Turnover rate)			FY 2021 (Turnover rate)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16.59%	28.57%	16.98%	9.22%	0	9.22%	7.44%	0	7.44%
Permanent Workers	9.96%	0.00%	9.96%	6.97%	0	6.97%	10.56%	0	10.56%

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

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

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	SPGPrints B.V., the Netherlands	Holding Company	71.06%	Yes

## VI. CSR Details

22 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover : ₹ 2,072.56 Million

(iii) Net worth : ₹ 1,400.65 Million

## VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023			FY 2022		
		(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
Communities	-	-	-	-	-	-	-
Investors (other than shareholders) bank	-	-	-	-	-	-	-
Shareholders	Yes (See note 1)	10	1	-	9	1	-
Employees and workers	Yes (See note 2)	-	-	-	-	-	-
Customers	Yes (See note 3)	-	-	-	-	-	-
Value Chain Partners	Yes	-	-	-	-	-	-
Other (please specify)	-	-	-	-	-	-	-

The Whistle Blower policy of the Company encompass all the stakeholders to raise their concern or complaint, and the policy is available on the website of the Company, weblink of which is given in this annual report.

**Note:**

- 1) Shareholders complaints are dealt with by the Secretarial team and reported to SRC and Stock Exchange.
- 2) Employees may report their complaints or concerned to the respective HOD and escalated to HR/MD level in case of no satisfactory redressal.
- 3) Customer complaints with respect to the Company's goods have been taken care of by a separate team and resolved within the committed timelines.

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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Well-being of employees	Risk cum Opportunity	Health is top priority. The Company prioritizes health and well-being of its own employees & workers.	Health checkup drive in the reputed hospital is taken once in every two years and once in a year for 50 plus. Additionally, company takes group Medclaim policy for all its employees.	Cost incurred on the health checkup and group Medclaim policy.
2	Uses of renewable energy - Installation of solar panel	Opportunity	Reduction of carbon footprint	-	Require capex
3	Use of natural light in production facility & Uses of LED lights	Opportunity	Reduction of power consumption	-	Replacement cost
4	CSR	Opportunity	Social responsibility	-	None, out of available CSR funds
5	Continuous development of employees.	Opportunity	Skilled and motivated workforce contributes to operational efficiency and innovation.	Regular training programs, skill development initiatives, and employee engagement activities.	Costs associated with training programs and employee development.

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)- (refer note-1)	Y	Y	Y	Y	Y	Y	N	Y	Y
b. Has the policy been approved by the Board? (Yes/No)- (refer note-2)	Y	Y	Y	Y	Y	Y	-	Y	Y
c. Web Link of the Policies, if available	All policies placed on the Company's website at <a href="http://www.stovec.com">www.stovec.com</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	-	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	-	Y	Y

Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015 for Quality Management System								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<ul style="list-style-type: none"> <li>• Reuse of wood packing material</li> <li>• Use of alternate packaging (corrugated in place of wood)</li> <li>• Use of LED &amp; most Energy efficient equipment</li> <li>• Energy saving initiatives in electroforming</li> <li>• Remaining cost competitive through various initiatives</li> <li>• Power purchase through Open Access</li> <li>• recycling of 100% hazardous /non-hazardous waste</li> <li>• use of clean fuel</li> </ul>								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Ongoing activity								

#### Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>We follow 3Ps concept (People, Plant and Planet) to ensure sustainability in our conduct &amp; behaviour and constantly strive to ensure maximum compliance in terms of governance, environment, and economic strategies. We always strive to enhance our strategies and commitments towards being a responsible business while we continue to transparently share our sustainability performance and goals moving forward. In our efforts we maintain an honest accountability towards our communities, stakeholders, and shareholders.</p> <p>Transparency is key, as we openly share our sustainability performance and goals. We maintain honest accountability to our communities, stakeholders, and shareholders, fostering a responsible business ethos.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Shailesh Wani, Managing Director								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Mr. Shailesh Wani, Managing Director								

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

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	The Board of Directors of the Company through its Managing Director or internal committee, assesses the performance of the referred policies.									On need basis								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company adhere to the compliance of all applicable laws and the same are confirmed by the respective functional heads to be Managing Director and he in turn confirm to the Board at its meeting by way of certificate on quarterly basis.									quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. (Refer note 3)	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
	N	N	N	N	N	N	-	N	N

**12. If answer to question (1) above is “No”, reasons to be stated:**

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	Y	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	Company do not feel immediate need to formulate it.								

**Notes:**

- The Company’s Code of Business Conduct & Ethics broadly covers the above principles. Other statutory policies such as insider trading policy and code of fair disclosure, policy on related party transactions and material subsidiary, whistle blower policy, familiarization program, CSR policy, policy on prevention of documents and archival policy, policy for determining material information, policy on prevention of sexual harassment of women at workplace etc. are supportive to cover the principles.
- As a process, all policies have been considered and noted by the Board/Committee/s of the Board and authenticated by Managing Director of the Company.
- No independent audit of the policies has been carried out, however, Internal Audit Function periodically looks at the implementation thereof.

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Essential Indicators**

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors & Key Managerial Personnel	Industry overview and business updates are given by the Managing Director during the board meeting while considering financial results of the Company. Regulatory updates under familiarization program are circulated from time to time.		100%
Employees other than BoD and KMPs	Awareness program on insider trading regulations, whistle blower mechanism and code of business conduct and ethics are conducted, from time to time. Safety training, soft skill training and technical training are also arranged from time to time.		100%
Workers			

**2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):** None

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy-** Stovec, while not having a specific anti-corruption policy separately, upholds ethical standards through the Code of Business Conduct & Ethics. This code fosters positivity by encouraging all stakeholders to embrace accountability, transparency, and ethical behaviour in their daily work, addressing a range of issues beyond corruption and bribery.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:** None

	FY 2023	FY 2022
Directors	Not applicable	
KMPs		
Employees		
Workers		

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

	FY 2023		FY 2022	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	None, the Directors make disclosure of interest quarterly.			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest-**  
Not Applicable

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023	FY 2022	Details of improvements in environmental and social impacts
R&D	Nil	Nil	--
Capex	4.9%	29.8%	--

2. a. Does the entity have procedures in place for sustainable sourcing - No  
b. If yes, what percentage of inputs were sourced sustainably - Not applicable

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste:** The Company does not have any specific product to reclaim at the end of life, but we have waste management systems in place at our facilities. We dispose plastic waste, E-waste, Hazardous waste, and other waste to Gujrat Pollution Control Board (GPCB) authorized recycler or vendor with the appropriate documentation as per Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.



4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same- Yes, we work in compliance of Plastic Waste Management Rules, 2015 and the Extended Producer Responsibility (EPR) guidelines and we are registered under the Extended Producer Responsibility as a brand owner & importer.

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

1. a. Details of measures for the well-being of employees (office staff):

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	100	100	100%	100	100%	-	-	-	-	100	100%
Female	3	3	100%	3	100%	3	100%	-	-	3	100%
<b>Total</b>	<b>103</b>	<b>103</b>	<b>100%</b>	<b>103</b>	<b>100%</b>	<b>3</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>103</b>	<b>100%</b>
<b>Other than Permanent employees</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent workers</b>											
Male	137	137	100%	137	100%	-	-	-	-	137	100%
Female	0	0	0	0	0	-	-	-	-	-	-
<b>Total</b>	<b>137</b>	<b>0</b>	<b>0</b>	<b>137</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>137</b>	<b>100%</b>
<b>Other than Permanent workers</b>											
Male	39	39	100%	39	100%	NA	NA	0	0	39	100%
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>39</b>	<b>39</b>	<b>100%</b>	<b>39</b>	<b>100%</b>	<b>NA</b>	<b>NA</b>	<b>0</b>	<b>0</b>	<b>39</b>	<b>100%</b>

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

	FY 2023			FY 2022		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	1%	29.50%	Y	2%	42%	Y
Others – please specify Leave Benefits	100%	100%	N.A.	100%	100%	N.A.

**3. Accessibility of workplaces**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard-** Yes, Company has made appropriate arrangements for disabled persons to access the company offices or factory premises.

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

There have been no separate policy to this effect, we believe in equal opportunity and inclusion for all those associated with the company. A mix of backgrounds, opinions, and talents enriches the organisation and helps in the achievement of success. Company rejoices importance of diversity in workplaces. Company recognizes the importance of maintaining and promoting fundamental human rights in all operations and provides and promotes the grant of fair and equitable wages, benefits, and other conditions of employment. Everyone is valued and respected for their unique contributions in the group. Company understands and respects the different roles that each person representing it plays in the success and growth of its business. The principles of mutual trust, teamwork and spirit are core values that the Company abides by and strives to maintain.

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

Not applicable

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
<b>Total</b>	-	-	-	-

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

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

The organization believes in open and transparent communication. Employees are encouraged to share their concerns with their business heads, HR or the members of the senior management. The Company follows an open-door policy, wherein any employee irrespective of hierarchy has access to the senior management. In addition, the whistle-blower Initiative provides a formal platform to share grievances. New recruits are also sensitised on the whistle blower mechanism and forms part of the employee induction programme. The Company has a policy on prevention, prohibition and redressal of sexual harassment of women at the workplace and has an Internal Complaints Committee (ICC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Internal Complaints Committee (ICC) Members of the Company's Internal Complaints Committee (ICC) formed under the said Act is responsible for conducting inquiries pertaining to such complaints.

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

We recognize the right to freedom of our employees and workers. The Company do have one recognised workers union.

Category	FY 2023			FY 2022		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>	<b>103</b>	-	-	<b>109</b>	-	-
- Male	100	-	-	105	-	-
- Female	3	-	-	04	-	-
<b>Total Permanent Workers</b>	<b>137</b>	<b>137</b>	<b>100%</b>	<b>144</b>	<b>144</b>	<b>100%</b>
- Male	137	137	100%	144	144	100%
- Female	-	-	-	-	-	-

## 8. Details of training given to employees and workers

Category	FY 2023					FY 2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (F / D)
<b>Employees</b>										
Male	100	100	100%	100	100%	105	105	100%	105	100%
Female	3	3	100%	3	100%	04	04	100%	04	100%
<b>Total</b>	<b>103</b>	<b>103</b>	<b>100%</b>	<b>103</b>	<b>100%</b>	<b>109</b>	<b>109</b>	<b>100%</b>	<b>109</b>	<b>100%</b>
<b>Workers</b>										
Male	176	176	100%	176	100%	184	184	100%	184	100%
Female	0	0	0	0	0	-	-	-	-	-
<b>Total</b>	<b>176</b>	<b>176</b>	<b>100%</b>	<b>176</b>	<b>100%</b>	<b>184</b>	<b>184</b>	<b>100%</b>	<b>184</b>	<b>100%</b>

## 9. Details of performance and career development reviews of employees and worker:

Category	FY 2023			FY 2022		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
- Male	100	92	92%	105	95	90.48%
- Female	3	3	100%	4	4	100.00%
<b>Total</b>	<b>103</b>	<b>95</b>	<b>92.23%</b>	<b>109</b>	<b>99</b>	<b>90.83%</b>
<b>Workers</b>						
- Male	All the workers are member of union and their performance are reviewed in 3 years interval as per the wage settlement agreement.					
- Female						
<b>Total</b>						

The performance management system aims to promote a fair and transparent system of appraisal, which ensures a method of evaluating each employee's performance and potential, while recognizing their accomplishments.

## 10. Health and safety management system:

### a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system-

Yes, it is. It covers through the 1) Training & Education, 2) Personal Protection Equipment (PPE) procurement 3) Work Permit System, 4) LOTO System, 5) Third Party Safety Audit. The general medical examination of employees and workers is also being conducted by the company once in every two years in reputed hospital. For 50 plus, it done once in a year.

The Company has a policy on health and safety for its employees called EHS Policy. Periodic internal communication and awareness sessions are conducted on safety related aspects. Employees are given training on basic and advanced fire safety, including evacuation drills periodically.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity-**

1) Plant Inspection/Check List by area manager, 2) Quarterly safety audit by area manager, 3) Daily safety round.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)-**

Worker may approach to safety department or operational head to report such hazards and the safety meetings have also been conducted to assess the risk and mitigate them. Safety display boards have also been installed where the risk is prime so that worker can keep themselves out of danger.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)-**

Yes, the first aid box kept for the purpose is accessible to all the employees /workers for the quick or instant relief. For all emergency, the company has ambulance facility to take the patient to the nearby hospitals, the company has arrangement with it.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023	FY 2022
		Current Financial Year	Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	5.16	5.78
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace-**

1) Training & Education, 2) PPE Procurement, 3) Reporting, Investigation & Accident, 4) Conduct workplace air monitoring in chemical zone, 5) Good Housing keeping 6) maintenance of adequate greenery around the factory premises.

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

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions Health & Safety			Nil			

**14. Assessments for the year:**

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

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

The Company has Installed CO2 flooding system in electrical panels for prevention of fire risk as suggested by Director Industrial Safety and Health (DISH) remarks.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

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

Any individual or group of individuals or institution that adds value to the business chain of the Company is identified as a core stakeholder. Stovec recognized both, internal stakeholder such as employees, workers and external stakeholder such as regulators, auditors, advisors, consultants, shareholders and community etc.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Company's website, communications and disclosures to SEBI and stock exchange.	Maximum at quarterly interval	Quarterly financial performance of the Company and all other necessary disclosures in due time.
Employees/ Workers	Mixed	Company's policies, emails and interactive meetings, website	Need basis	Safe, fair and conducive work environment, Career development and growth opportunities, Grievance mechanisms
Society	Mixed	Email, websites and magazines	Event base	Career opportunities and employment, skill development, livelihood and educational support through CSR activities. Business Information
Suppliers/ Partners	No	Personal meetings and email correspondences	Ongoing	Raw material procurements and for availing various other services
Customers	No	Emails, personal meetings, telephonic calls	Ongoing	Product information, sales and dispatch matters, bills receivables etc.

**PRINCIPLE 5 Businesses should respect and promote human rights**

**Essential Indicators**

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

Category	FY 2023			FY 2022		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
<b>Total Employees</b>	-	-	-	-	-	-
<b>Workers</b>						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
<b>Total Employees</b>	-	-	-	-	-	-

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

Category	FY 2023					FY 2022				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Permanent	103	-	-	103	100%	109	-	-	109	100%
Male	100	-	-	100	100%	105	-	-	105	100%
Female	3	-	-	3	100%	04	-	-	04	100%
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Workers</b>										
Permanent	137	-	-	137	100%	144	-	-	144	100%
Male	137	-	-	137	100%	144	-	-	144	100%
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent	39	-	-	39	100%	40	2	5%	38	95%
Male	39	-	-	39	100%	40	2	5%	38	95%
Female	-	-	-	-	-	-	-	-	-	-

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

(₹ in Million)

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
*Board of Directors (BoD)	05	₹ 15.13	01	-
Key Managerial Personnel	03	₹ 5.62	0	-
Employees other than BoD and KMP	97	₹ 0.97	03	₹ 1.48
Workers	137	₹ 0.45	0	-

\*Independent directors are paid sitting fees and annual commission which is not included for above purpose. For further details of remuneration, please refer corporate governance report.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)- No
5. Describe the internal mechanisms in place to redress grievances related to human rights issues- All employees and workers grievance related matters are handled by HR department.
6. Number of Complaints on the following made by employees and workers:

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

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

Neither Company promote nor tolerate any discrimination and /or harassment in its working, hence we follow no discrimination no harassment policy but believe in equal treatment and In our whistle blower policy, we have provisions for protecting whistle blowers from victimization.

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)- Yes**

**9. Assessments for the year:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	--

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above- No risks are identified.**

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

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

<b>Parameter</b>	<b>FY 2023</b>	<b>FY 2022</b>
Total electricity consumption (A)	43773.696 Gigajoule	50285.70 Gigajoules
Total fuel consumption (B)	17268.998 Gigajoule	15563.27 Gigajoules
Energy consumption through other sources (C)	Nil	1.29 Gigajoules
<b>Total energy consumption (A+B+C)</b>	<b>61042.694 Gigajoule</b>	<b>65850.26 Gigajoules</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.0029	0.0028
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

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

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

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

<b>Parameter</b>	<b>FY 2023</b>	<b>FY 2022</b>
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	0.00	0.00
(ii) Groundwater	22442.48	15890.25
(iii) Third party water	28984.72	19752.26
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
<b>Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)</b>	<b>51427.20</b>	<b>35642.51</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>33781.47</b>	<b>20927.84</b>
Water intensity per rupee of turnover (Water consumed / turnover)	0.0016	0.0009
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

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

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation-** No

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

Parameter	Please specify unit	FY 2023	FY 2022
NOx	Mg/Nm <sup>3</sup>	1.33	Below Detectable Limit
SOx	PPM	2.12	Below Detectable Limit
Particulate matter (PM)	PPM	7.15	1.06
Persistent organic pollutants (POP)	Not applicable	Not applicable	Not applicable
Volatile organic compounds (VOC)	Not applicable	Not applicable	Not applicable
Hazardous air pollutants (HAP)	Not applicable	Not applicable	Not applicable
Others – please specify	Not applicable	Not applicable	Not applicable

We monitor air emissions on quarterly basis as per Gujarat Pollution Control Board (GPCB) rules.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, assessment has been carried out by the Metro Enviro Chem Association which is authorized environment agency under the schedule II auditors approved by the Gujarat pollution control board.

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

Parameter	Unit	FY 2023	FY 2022
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tons of CO <sub>2</sub> equivalent	758MT	727MT
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	6376MT	7811MT
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO <sub>2</sub> equivalent	0.0003	0.0003
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

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

**7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details-** No

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

Parameter	FY 2023	FY 2022
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	Nil	7.26 MT
E-waste (B)	Nil	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	73.80 MT	25.41MT
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	100.5 MT	155.25 MT
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>174.30 MT</b>	<b>187.92 MT</b>



Parameter	FY 2023	FY 2022
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled		
Non-Hazardous	100.50 MT	69.10 MT
Hazardous	71.19 MT	23.26 MT
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>171.69 MT</b>	<b>92.36MT</b>

<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	2.61 MT	2.15MT
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
<b>Total</b>	<b>2.61 MT</b>	<b>2.15MT</b>

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

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes-** We have waste management systems in place at our facilities. We segregate waste into hazardous waste and non-hazardous waste such as plastic, wood, glass, MS scrap, paper, card as well as incinerable and landfill waste on our premises. All hazardous and non-hazardous waste are disposed-off through authorized recycler or vendor. The procedure for managing waste is as per Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. The hazardous wastages are sent to the authorized vendor where waste is disposed of with appropriate method and the necessary required documents are submitted to Gujarat Pollution Control Board.

**10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:** Not Applicable

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

**11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:** Not applicable

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

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

Yes, the company has complied with all applicable environmental laws/ regulations/ guidelines in India.

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

**PRINCIPLE 7** Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

**Essential Indicators**

1. a. **Number of affiliations with trade and industry chambers/ associations.:** 03
- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Textile Machinery Manufacturers Association (TMMA)	National
2	Gujarat Chamber of Commerce & Industry (GCCCI)	State
3	Ahmedabad Management Association (AMA)	State

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities-**

Not applicable since the Company has not received any such order from any of the regulatory authorities towards issues related to anti-competitive conduct.

Name of Authority	Brief of the Case	Corrective action taken
Not applicable		

**PRINCIPLE 8** Businesses should promote inclusive growth and equitable development:

**Essential Indicators**

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

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

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

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not applicable						

3. **Describe the mechanisms to receive and redress grievances of the community-** All general communication including grievances may be submitted at [info@stovec.com](mailto:info@stovec.com).

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023	FY 2022
Directly sourced from MSMEs/ small producers	8%	7%
Sourced directly from within the district and neighboring districts	30%	30%

**PRINCIPLE 9** Businesses should engage with and provide value to their consumers in a responsible manner

**Essential Indicators**

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback-** There has been no consumer complaints made during the year. The Company has a robust system to track and respond to customer complaints. The customer complaints with respect to the Company's goods have been taken care of by a separate team and resolved within the committed timelines.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

**3. Number of consumer complaints in respect of the following:**

	FY 2023		Remarks	FY 2022		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	-	-	-	-	-	-

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		None

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy-**

The Company has policy in place at group level to this effect.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services-** There are no such instances.

## STATEMENT OF **DISCLOSURE OF REMUNERATION**

(Pursuant to Section 197 of the Act and Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

- (i) **Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023, the percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary during the financial year 2023.**

Sr. No.	Name of Director / Key Managerial Personnel	Designation	*Ratio of Remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1	Mr. Shailesh Wani	Managing Director	31.50: 1	8.00%
2	Mr. Paras Mehta	Chief Financial Officer	Not Applicable	9.00%
3	Mr. Sanjeev Singh Sengar	Company Secretary	Not Applicable	10.00%

*\*Remuneration includes variable pay.*

- (ii) The percentage increase in the median remuneration of employees (including workmen) for the financial year 2023 was 13.50 %.
- (iii) The Company had 240 permanent employees (including workmen) on the rolls of the Company as on 31<sup>st</sup> December, 2023.
- (iv) Average percentage increase made in the salaries of employees (including workmen) other than the managerial personnel in the financial year was 11.25 % whereas the increase in the managerial remuneration was 8.00 %. The average increases every year is an outcome of the Company's market competitiveness and business performance. Keeping in mind our Nomination and Remuneration policy and benchmarking results, the increases this year reflect the market practice.
- (v) It is hereby affirmed that the remuneration paid during the year 2023 is as per the Nomination and Remuneration Policy of the Company.

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

**K. M. Thanawalla**  
Chairman  
DIN: 00201749

Date: 26<sup>th</sup> February, 2024  
Place: Singapore

## FORM NO. **AOC- 2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:** N.A.

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

a)	Name(s) of the related party and nature of relationship:	SPGPrints Baskı Sistemleri Tic. Ltd. Şti., fellow subsidiary in Turkey.
b)	Nature of contracts/arrangements/transactions:	Sale of goods i.e., perforated rotary screen and other spares
c)	Duration of the contracts/arrangements/transactions	Two years i.e., FY2022 and FY2023
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transactions are entered in the ordinary course of business and at arm's length pricing based on benchmarking report of independent valuer and international transfer pricing criteria. Arrangement has been made to cater to global market and gain quantitative benefits. Transaction value in FY2023: ₹ 163.22 Million (7.9% of the turnover)
e)	Date(s) of approval by the Board, if any	25 <sup>th</sup> February, 2022. Members' have accorded their approval in the AGM held on 6 <sup>th</sup> May, 2022.
f)	Amount paid as advances, if any	Not applicable

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

**K. M. Thanawalla**

Chairman

DIN: 00201749

Date: 26<sup>th</sup> February, 2024

Place: Singapore

**FORM NO. MR 3**

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

## SECRETARIAL **AUDIT REPORT**

For the Financial Year ended on 31<sup>st</sup> December, 2023

To,  
The Members,  
**Stovec Industries Limited**  
CIN: L45200GJ1973PLC050790  
N.I.D.C, Near Lambha Village,  
Post: Narol, Ahmedabad – 382 405, Gujarat, India.

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

Based on our verification of the Company's books, papers, minutes 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 31<sup>st</sup> December, 2023 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not applicable to the Company during Audit Period)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - c. 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;

During period under report, no specific law is applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following, to the extent applicable to the Company during the audit period:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange i.e. BSE Limited.
- (iii) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

We further report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time;
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time;



- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

requiring compliance thereof by the Company during the financial year.

**We further report, that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by auditor/other designated professionals.

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

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

**Sandip Sheth & Associates**

Company Secretaries

Firm Unique Code: P2001GJ041000

**Sandip Sheth**

Partner

FCS: 5467, CP No.: 4354

UDIN: F005467E003489420

Place: Ahmedabad

Date: 26<sup>th</sup> February, 2024

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

## “Annexure – A”

To,  
The Members,  
**Stovec Industries Limited**  
CIN: L45200GJ1973PLC050790  
N.I.D.C, Near Lambha Village,  
Post: Narol, Ahmedabad– 382 405, Gujarat, India

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the representations from the Management and respective departmental heads about the Compliance of laws, rules and regulations and happening of events etc. during the audit period.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis, for the purpose of issuing Secretarial Audit Report.
6. The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We conducted our audit in the manner specified under section 204 of the Companies Act, 2013 and Rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules to the Company.

**Sandip Sheth & Associates**

Company Secretaries  
Firm Unique Code: P2001GJ041000

**Sandip Sheth**

Partner  
FCS: 5467, CP No.: 4354  
UDIN: F005467E003489420

Place: Ahmedabad  
Date: 26<sup>th</sup> February, 2024



## INDEPENDENT AUDITOR'S REPORT

To the Members of **Stovec Industries Limited**

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying financial statements of **Stovec Industries Limited** ("the **Company**"), which comprise the Balance sheet as at 31<sup>st</sup> December, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the **Act**") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> December, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company

in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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 we have obtained 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 for the financial year ended 31<sup>st</sup> December, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
<p><b>Recognition of revenue from contracts with customers for sale of textile machinery (refer note 3.06, 17 and 31 of the financial statements)</b></p> <p>Revenue from sale of textile machinery of ₹ 319.18 million is recognized in accordance with Ind AS 115, Revenue from Contracts with Customers, based on the dispatch/delivery of machines on completion of manufacturing (at a point in time). A certain portion of revenue is also deferred and recognised when the installation is completed to the satisfaction of the customers.</p> <p>We consider revenue recognition from such contracts to be a Key Audit Matter because management's assessments and terms of contracts significantly impact the determination of the performance obligations related to the individual contracts, which critically affects the revenue recognised for the year. These assessments include, in particular, the scope of deliveries and services required to fulfil contractually defined obligations.</p>	<p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>• Obtained understanding and tested design and operating effectiveness of internal controls over revenue recognition.</li> <li>• On a sample basis, verified the underlying customer contracts and relevant supporting documents to analyse the dispatch/delivery conditions i.e. point in time and distinct performance obligations under contract.</li> <li>• Evaluated management assumption for the allocation of transaction price between various performance obligations.</li> <li>• Obtained and verified documents supporting dispatch / delivery of the machines. Obtained and read installation report and other relevant documents maintained by the Company for installation of machines.</li> <li>• Assessed the relevant disclosures made by the company in accordance with Ind AS 115.</li> </ul>

### **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 Board's Report (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and Management Discussion and Analysis, Corporate Governance Report, Business Responsibility and Sustainability Report and other information included in the Annual Report, which is expected to be made available to us after that date.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Management Discussion and Analysis, Corporate Governance Report, Business Responsibility and Sustainability Report and other information included in the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibilities of Management for the Financial Statements**

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

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not 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 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 with reference to financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended 31<sup>st</sup> December, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the **Order**"), issued by the Central Government of

India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief 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, except the back-up of books of account was not kept in servers physically located in India on a daily basis from 1<sup>st</sup> January, 2023 to 17<sup>th</sup> February, 2023;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> December, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> December, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) The observation relating to the maintenance of accounts and other matters connected therewith is as stated in paragraph (b) above;
  - (g) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> December, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,

as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 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 Education and Protection Fund by the Company;
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("**Intermediaries**"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("**Funding Parties**"), with the understanding, whether recorded in

writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.  
  
The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.  
  
As stated in note 45 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company for financial year commencing on or after 1<sup>st</sup> April, 2023, reporting under this clause is not applicable.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership Number: 136969

UDIN: 24136969BKFGPC2783

Place of Signature: Pune  
Date: 26<sup>th</sup> February, 2024



## Annexure '1' referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

### Re: Stovec Industries Limited ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in two years which is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31<sup>st</sup> December, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii (a) The inventory (except goods in transit) has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them at or near 31<sup>st</sup> December, 2023. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- (b) As disclosed in note 8 to the financial statements, the Company has been sanctioned working capital limits (bank overdrafts) in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets (i.e. bank fixed deposits) of the Company. Based on the records examined by us in the normal course of audit of the financial statements, no quarterly returns/statements are required to be filed by the Company with banks in respect of the above. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.
- iii (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3 (iii) (c), (d), (e) and (f) of the Order is not applicable to the Company.
- iv There are no loans, investments, guarantees, and security in respect of which provision of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- v The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act,

2013, related to the manufacture of rotary screens, textile machinery and organic and inorganic chemicals and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

vii (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund,

(b) The dues of income-tax and service tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of the dues	Amount (₹ in Million)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax act, 1961	Income Tax	3.97	AY 2007-08 AY 2013-14 and AY 2017-18	Commissioner of Income Tax (Appeals)
The Finance Act, 1994	Service Tax	0.45	FY 2012-13 FY 2013-14 FY 2014-15	Commissioner of Central Excise (Appeals)

The above amounts are net of ₹ 1.45 million which the Company has deposited with various tax authorities although the same have been disputed with the respective authorities.

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix) (e) and (f) of the Order is not applicable to the Company.

x (a) The Company has not raised any money during the year by way of initial public offer / further public

employees' state insurance, income-tax, duty of customs, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares fully or partially or optionally convertible debentures during the year under audit. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

xi (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order are not applicable to the Company.

xiii Transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.



- xiv (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix On the basis of the financial ratios disclosed in note 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 39 to the financial statements.
- (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, have been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 39 to the financial statements.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership Number: 136969

UDIN: 24136969BKFGPC2783

Place of Signature: Pune  
Date: 26<sup>th</sup> February, 2024

## **“Annexure 2” of the Independent Auditor’s Report Of Even Date On The Financial Statements of Stovec Industries Limited**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting with reference to financial statements of **Stovec Industries Limited** (“the **Company**”) as of 31<sup>st</sup> December, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both issued by ICAI and deemed to be prescribed under section 143(10) of the Act, as amended to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls over financial reporting with reference to these financial statements.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE FINANCIAL STATEMENTS**

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

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls over financial reporting with reference to financial





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

#### OPINION

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to financial statements and such internal financial controls over financial reporting with reference to financial statements were operating effectively as at 31<sup>st</sup> December, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

#### per Mustafa Saleem

Partner

Membership Number: 136969

UDIN: 24136969BKFGPC2783

Place of Signature: Pune  
Date: 26<sup>th</sup> February, 2024

## Balance Sheet

As at 31<sup>st</sup> December, 2023

(₹ in Million)

	Note	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	353.95	344.45
(b) Capital work-in-progress	4	1.24	2.60
(c) Other intangible assets	4	0.19	0.32
(d) Other intangible assets under development	4	6.79	1.76
(e) Financial assets			
(i) Investments	5	0.00	0.00
(ii) Other financial assets	9	22.67	98.70
(f) Deferred tax assets (net)	25	12.99	9.40
(g) Other non-current assets	10	19.34	34.19
<b>Total Non-current Assets</b>		<b>417.17</b>	<b>491.42</b>
<b>Current assets</b>			
(a) Inventories	6	585.26	575.27
(b) Financial assets			
(i) Investments	5	-	0.79
(ii) Trade receivables	7	311.50	234.78
(iii) Cash and cash equivalents	8	219.10	237.52
(iv) Bank balances other than (iii) above	8	121.43	473.36
(v) Other financial assets	9	218.08	115.35
(c) Other current assets	10	10.85	15.38
<b>Total Current Assets</b>		<b>1,466.22</b>	<b>1,652.45</b>
<b>Total Assets</b>		<b>1,883.39</b>	<b>2,143.87</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	11	20.88	20.88
(b) Other Equity	12	1,379.77	1,716.29
<b>Total Equity</b>		<b>1,400.65</b>	<b>1,737.17</b>
<b>Liabilities</b>			
Non-current liabilities			
(a) Provisions	16	23.83	21.72
<b>Total Non-current Liabilities</b>		<b>23.83</b>	<b>21.72</b>
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	13	11.79	32.08
- total outstanding dues of creditors other than micro enterprises and small enterprises	13	264.62	196.53
(ii) Other financial liabilities	14	40.87	57.53
(b) Other current liabilities	15	116.31	75.55
(c) Provisions	16	25.32	23.29
<b>Total Current Liabilities</b>		<b>458.91</b>	<b>384.98</b>
<b>Total Liabilities</b>		<b>482.74</b>	<b>406.70</b>
<b>Total Equity and Liabilities</b>		<b>1,883.39</b>	<b>2,143.87</b>
Summary of significant accounting policies	3		
The accompanying notes are an integral part of these financial statements			

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership No. 136969

Place : Pune

Date : 26<sup>th</sup> February, 2024

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

**Stovec Industries Limited**

CIN: L45200GJ1973PLC050790

**K. M. Thanawalla**

Chairman

(DIN: 00201749)

Place : Singapore

Date : 26<sup>th</sup> February, 2024

**Paras Mehta**

Chief Financial Officer

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Shailesh Wani**

Managing Director

(DIN: 06474766)

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Sanjeev Singh Sengar**

Company Secretary

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024



## Statement of Profit And Loss

For the year ended 31<sup>st</sup> December, 2023

(₹ in Million)

	Note	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>INCOME</b>			
Revenue from operations	17	2,072.56	2,358.49
Other income	18	44.33	46.17
<b>Total Income</b>		<b>2,116.89</b>	<b>2,404.66</b>
<b>EXPENSES</b>			
Cost of raw material consumed	19	1,144.01	1,376.11
Purchase of stock-in-trade	20	146.38	115.66
Changes in Inventories of finished goods, work-in-progress and stock-in-trade	21	(28.51)	(97.35)
Employee benefits expense	22	247.44	255.36
Finance costs	23	0.88	-
Depreciation and amortisation expense	4	63.62	59.78
Other expenses	24	428.88	447.70
<b>Total expenses</b>		<b>2,002.70</b>	<b>2,157.26</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>114.19</b>	<b>247.40</b>
Exceptional items (refer note 44)		-	77.06
<b>Profit Before Tax</b>		<b>114.19</b>	<b>324.46</b>
<b>Tax expense</b>	25		
- Current tax		30.78	83.82
- Adjustment of income tax related to earlier years (net)		(3.80)	(1.86)
- Deferred tax (credit)		(3.16)	(5.17)
		23.82	76.79
<b>Net Profit for the year</b>		<b>90.37</b>	<b>247.67</b>
<b>Other Comprehensive Income ("OCI")</b>			
<b>Items that will not be reclassified to profit or loss in subsequent periods</b>			
(i) Remeasurements (loss) / gain on the defined benefit plans		(1.71)	0.64
<b>Income tax effect on above</b>		0.43	(0.16)
(i) Remeasurements (loss) / gain on the defined benefit plans net of tax		(1.28)	0.48
(ii) Fair valuation gain on equity instruments through other comprehensive income		0.35	0.94
<b>Income tax effect</b>		-	-
(ii) Fair valuation gain on equity instruments through other comprehensive income net of tax		0.35	0.94
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>		<b>(0.93)</b>	<b>1.42</b>
<b>Total Comprehensive Income for the year, net of tax</b>		<b>89.44</b>	<b>249.09</b>
Earnings per share [Face Value of share ₹ 10/- (31 <sup>st</sup> December, 2022 - ₹ 10/-)]			
Basic and Diluted earnings per share	26	43.28	118.61
Summary of significant accounting policies	3		
The accompanying notes are an integral part of these financial statements			

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership No. 136969

Place : Pune

Date : 26<sup>th</sup> February, 2024

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

**Stovec Industries Limited**

CIN: L45200GJ1973PLC050790

**K. M. Thanawalla**

Chairman

(DIN: 00201749)

Place : Singapore

Date : 26<sup>th</sup> February, 2024

**Paras Mehta**

Chief Financial Officer

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Shailesh Wani**

Managing Director

(DIN: 06474766)

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Sanjeev Singh Sengar**

Company Secretary

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

## STATEMENT OF CHANGE IN EQUITY

For the year ended 31<sup>st</sup> December, 2023

### A. EQUITY SHARE CAPITAL

(₹ in Million)

Equity shares of ₹ 10 each issued, subscribed and fully paid (refer note 11)	No. of Shares	Amount
<b>As at 1<sup>st</sup> January, 2022</b>	<b>20,88,016</b>	<b>20.88</b>
Changes in Equity Share Capital due to prior period errors	-	-
Changes during the year	-	-
<b>As at 31<sup>st</sup> December, 2022</b>	<b>20,88,016</b>	<b>20.88</b>
As at 1 <sup>st</sup> January, 2023	20,88,016	20.88
Changes in Equity Share Capital due to prior period errors	-	-
Changes during the year	-	-
<b>As at 31<sup>st</sup> December, 2023</b>	<b>20,88,016</b>	<b>20.88</b>

### B. OTHER EQUITY

(₹ in Million)

	Reserves and Surplus						Items of Other Comprehensive Income - Equity instrument through OCI (refer note 12)	Total
	General Reserve (refer note 12)	Securities Premium (refer note 12)	Capital Redemption Reserve (refer note 12)	Capital Reserve (refer note 12)	Capital Reserve on Business Combination (refer note 12)	Retained Earnings (refer note 12)		
<b>As at 1<sup>st</sup> January, 2022</b>	181.95	79.62	0.35	0.35	(190.26)	1,514.35	(0.15)	1,586.21
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	247.67	-	247.67
Change in fair value of investments measured at FVTOCI (net of tax)	-	-	-	-	-	-	0.94	0.94
Remeasurement gain of the defined benefit plans (net of tax)	-	-	-	-	-	0.49	-	0.49
<b>Total Comprehensive Income for the year</b>	-	-	-	-	-	248.16	0.94	249.10
Dividend paid	-	-	-	-	-	(119.02)	-	(119.02)
<b>As at 31<sup>st</sup> December, 2022</b>	181.95	79.62	0.35	0.35	(190.26)	1,643.49	0.79	1,716.29
<b>As at 1<sup>st</sup> January, 2023</b>	181.95	79.62	0.35	0.35	(190.26)	1,643.49	0.79	1,716.29
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	90.37	-	90.37
Change in fair value of investments measured at FVTOCI (net of tax)	-	-	-	-	-	-	0.35	0.35
Remeasurement (loss) of the defined benefit plans (net of tax)	-	-	-	-	-	(1.28)	-	(1.28)
<b>Total Comprehensive Income for the year</b>	-	-	-	-	-	89.09	0.35	89.44
Dividend paid	-	-	-	-	-	(425.96)	-	(425.96)
<b>As at 31<sup>st</sup> December, 2023</b>	181.95	79.62	0.35	0.35	(190.26)	1,306.62	1.14	1,379.77

The accompanying notes are an integral part of these financial statements

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership No. 136969

Place : Pune

Date : 26<sup>th</sup> February, 2024

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

**Stovec Industries Limited**

CIN: L45200GJ1973PLC050790

**K. M. Thanawalla**

Chairman

(DIN: 00201749)

Place : Singapore

Date : 26<sup>th</sup> February, 2024

**Paras Mehta**

Chief Financial Officer

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Shailesh Wani**

Managing Director

(DIN: 06474766)

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Sanjeev Singh Sengar**

Company Secretary

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

## CASH FLOW STATEMENT

For the year ended 31<sup>st</sup> December, 2023

(₹ in Million)

	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>PROFIT BEFORE TAX</b>	114.19	324.46
<b>Adjustment to reconcile profit before tax to net cash flows:</b>		
Depreciation and amortisation expense	63.62	59.78
Finance costs	0.88	-
Interest income	(27.16)	(30.89)
Unrealised foreign exchange (gain) / loss	(2.98)	0.04
Loss on sale of property, plant and equipment (net)	0.32	1.90
Provision for doubtful receivables (net)	4.59	1.91
Liabilities and provisions no longer required written back	(8.23)	(4.13)
Provision for warranty (net)	4.25	2.61
<b>Operating profit before working capital changes</b>	<b>149.48</b>	<b>355.68</b>
<b>Adjustments for changes in working capital:</b>		
Decrease in other assets and financial assets	4.41	41.48
(Increase) in inventories	(9.99)	(181.01)
(Increase) / Decrease in trade receivables	(78.73)	76.85
Increase / (Decrease) in other liabilities and provisions	30.70	(51.06)
Increase in trade payables	48.20	75.09
<b>Cash generated from operations</b>	<b>144.07</b>	<b>317.03</b>
Direct taxes paid (net)	(12.13)	(72.09)
<b>Net cash flow generated from operating activities</b>	<b>131.94</b>	<b>244.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payment toward purchase of property, plant and equipment, capital work in progress, other intangible assets and other intangible assets under development	(79.77)	(67.97)
Proceeds from sale of property, plant and equipment and other intangible assets	0.33	0.33
Proceeds from sale of investments	1.14	5.94
Investments in bank deposits (having maturity of more than three months)	(276.18)	(590.00)
Redemptions in bank deposits (having maturity of more than three months)	603.00	577.31
Interest received	27.96	28.91
<b>Net cash flow generated from / (used in) from investing activities</b>	<b>276.48</b>	<b>(45.48)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Dividend paid on equity shares	(425.96)	(119.02)
Finance costs	(0.88)	-
<b>Net cash flow (used in) financing activities</b>	<b>(426.84)</b>	<b>(119.02)</b>
<b>Net (Decrease) / Increase in cash and cash equivalents (A+B+C)</b>	<b>(18.42)</b>	<b>80.44</b>
Cash and cash equivalents as at the beginning of the year	237.52	157.08
<b>Cash and cash equivalents as at the end of the year</b>	<b>219.10</b>	<b>237.52</b>

## CASH FLOW STATEMENT

For the year ended 31<sup>st</sup> December, 2023

### Notes :

#### 1 Components of cash and cash equivalents (refer note 8)

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Cash on hand	0.62	0.44
Bank Balances :		
- In Current Accounts	91.48	202.08
- Deposits with original maturity less than 3 months	127.00	35.00
<b>Cash and cash equivalents at end of the year</b>	<b>219.10</b>	<b>237.52</b>

2 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

#### 3 Changes in liabilities arising from financial activities:

	As at 1 <sup>st</sup> January, 2023	Net Cash flow	As at 31 <sup>st</sup> December, 2023
Dividend paid on equity shares	-	425.96	-
Finance costs	-	0.88	-
<b>Total</b>	<b>-</b>	<b>426.84</b>	<b>-</b>
	As at 1 <sup>st</sup> January, 2022	Net Cash flow	As at 31 <sup>st</sup> December, 2022
Dividend paid on equity shares	-	119.02	-
<b>Total</b>	<b>-</b>	<b>119.02</b>	<b>-</b>

#### 4 Figures in brackets represents cash outflows.

As per our report of even date

#### For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

#### per Mustafa Saleem

Partner

Membership No. 136969

Place : Pune

Date : 26<sup>th</sup> February, 2024

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

#### Stovec Industries Limited

CIN: L45200GJ1973PLC050790

#### K. M. Thanawalla

Chairman

(DIN: 00201749)

Place : Singapore

Date : 26<sup>th</sup> February, 2024

#### Paras Mehta

Chief Financial Officer

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

#### Shailesh Wani

Managing Director

(DIN: 06474766)

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

#### Sanjeev Singh Sengar

Company Secretary

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 1 GENERAL INFORMATION

Stovec Industries Limited ("the Company") was incorporated on 5<sup>th</sup> June, 1973. The Company's factory and registered office is located in Ahmedabad, Gujarat. The Company is listed on Bombay Stock Exchange. The ultimate parent company is Print Holdings B.V., Netherland. The Company is engaged in the manufacturing and selling of Textile Machinery & Consumables, Graphics Consumables and Digital Machines. The Company is a Technology and Market leader in Rotary Screen Printing Industry in India.

The Financial statements were approved for issuance in accordance with a resolution of the Board of Directors on 26<sup>th</sup> February, 2024.

### 2 BASIS OF PREPARATION

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act 2013, (Ind AS compliant Schedule III), as applicable to Financial statements.

The financial statements are prepared on a going-concern basis.

These Financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

Historical cost is the amount of cash or cash equivalents paid or the fair value of the consideration given to acquire assets at the time of their acquisition, or the amount of proceeds received in exchange for the obligation, or at the amount of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

The financial statements are presented in ₹ in Millions and all values are disclosed in ₹ in million except when otherwise stated.

### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies applied by the Company in preparing its financial statements:

#### 3.01 Current versus non-current classification:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent 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 current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

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

#### Operating cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has considered 12 months as its operating cycle.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 3.02 Property, Plant and Equipment:

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of its purchase price and other incidental expenses that are directly attributable to the acquisition of the asset. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Subsequent expenditure related to an item of property plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

The cost of stores and spares above the threshold determined by management and which qualify as property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. Repairs and maintenance costs are recognised in profit or loss as incurred.

Capital work-in-progress comprises cost of capital assets that are not yet installed and ready for their intended use at the balance sheet date.

A Property Plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the assets which is the difference between the net disposal proceeds and the carrying amount of the asset, is included in the statement of profit and loss when the asset is derecognised.

#### Depreciation

Depreciation on property, plant and equipment (except free hold land) is provided on straight line basis over their useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act 2013 or as estimated by management based on internal assessment in the following cases:

	Useful Life (Years)
Mollets	5
Sewage Treatment Plant - RCC Structure	10

The management believes that these estimated useful lives are realistic and reflect fair appropriation

of the period over which the assets are likely to be used.

When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if required.

### 3.03 Intangible Assets

Intangible assets acquired separately by the company and that have finite useful lives are measured on initial recognition at cost. Following initial recognition, other Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

#### Amortisation

Amortisation on the following intangible assets are provided on straight line basis over the useful lives of the assets as estimated by management based on internal assessment. The management estimates the useful lives as follows:

	Useful Life (Years)
Computer Software	3

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as





## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit and loss when the asset is derecognised.

### 3.04 Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to disposal, recent market transactions are taken into account, if available.

The Company bases its impairment calculation on future cash flows after considering economic condition and estimated future operating results which are prepared separately for each of the Company's CGU.

After impairment, depreciation/ amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

### 3.05 Inventories

Inventories of Raw material, Work-in-progress, Finished goods, packing materials, stores, spares and tools and stock in trade (traded goods) are measured at the lower of cost and net realisable

value. Raw material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- i) Raw materials, packing materials, stores, spares and tools and traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a moving weighted average cost basis.
- ii) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Material cost is determined on moving weighted average cost basis.

Net realisable value is determined based on estimated selling price, less estimated costs of completion.

The Company writes down the inventory value where the realisable value is estimated to be lower than the inventory carrying value because of slow or non-moving inventories, as per policy consistently followed by the Company.

### 3.06 Revenue Recognition

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

#### Sale of goods and services

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on the dispatch / delivery of the product. In case of sale of Textile Machines, revenue recognised is based on the dispatch /delivery of machines on completion of manufacturing. A certain portion of revenue towards installation is also deferred and

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

recorded when the installation is completed to the satisfaction of the customers.

The Company collects Goods and Services Tax (GST) on behalf of the Government which is not economic benefits flowing to the company and hence, is excluded from revenue.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Service income is recognised at the point in time after completion of services in accordance with the terms of contracts. In case of Annual Maintenance Services, revenue recognised over period of time. The same is recorded net of GST.

### **Contract liabilities**

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs its obligations under the contract (i.e., transfers control of the related goods or services to the customer).

### **Trade receivables**

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section Financial instruments – initial recognition and subsequent measurement.

### **Rights of Return**

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

### **Cost to obtain a contract and cost to fulfil a contract**

The company recognise sales commission as an expense in the period in which related revenue is recognised.

Cost to fulfil a contract i.e. freight, insurance and other selling expenses are recognised as an expense in the period in which related revenue is recognised.

### **Other Revenue**

Commission income is recognised and accounted on accrual basis.

### **Interest income**

Interest income primarily comprise of interest from deposit with bank. Interest Income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

### **Export Benefits**

Export benefits are recognized for export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

### **Lease rental Income**

Lease rental income from operating leases are recognised on accrual basis.

### **Sale of Scrap**

Revenue from the sale of scrap is recognised at the point in time when scrap has been dispatched / sold.

## **3.07 Retirement and other employee benefits:**

### **a) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

### **b) Post-Employment Benefits :**

#### **(i) Defined contribution plan**

Retirement benefit in the form of provident fund are defined contribution scheme. Provident fund contribution is made to the Government administered provident fund. The company has no



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund as an expenditure, when an employee renders the related service.

### ii) Defined benefit plan

The employee's gratuity fund scheme is Company's defined benefit plan. A defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. The fair value of plan asset is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on the net basis

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

### c) Other long term employment benefits:

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as other long-term employee benefit for measurement purposes. Such other long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability. The classification of leave liability between current and non-current is based on actuarial report.

### 3.08 Financial instruments

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

#### A) FINANCIAL ASSETS

##### (i) Initial recognition and measurement of financial assets

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially 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. Trade receivables that do not contain a significant financing component or

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

### (ii) Subsequent measurement of financial assets

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

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

#### Financial assets at amortised cost (debt instruments)

A Financial asset is measured at amortised cost if both the following condition are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and;

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

- **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is classified as at the fair value through other comprehensive income if both the following criteria are met:

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

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

The Company has equity investments in two entities which are not held for trading. The Company has elected the FVTOCI irrevocable option for these investments (refer note 5). Fair value is determined in the manner described in below note. Dividends on equity investments are recognised in the statement of profit and loss when the right of payment has been established.

- **Financial assets at fair value through profit or loss (FVTPL)**

Any finance assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on equity investments are recognised in the statement of profit and loss when the right of payment has been established.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is adopted only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss

### (iii) De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

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

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset and has not transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### (iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

- Financial assets that are debt instruments, and are measured at amortised cost e.g., trade receivables and bank balance.
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

For trade receivables, the company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit loss is recognised. Loss allowance of equal to the lifetime expected credit losses is recognised if the credit risk of the financial asset has significantly increased since initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense/ income in the Statement of Profit and Loss (P&L). This amount is reflected in a separate line under the head "Other expenses" in the P&L. The balance sheet presentation for financial assets measured as at amortised cost: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet.

The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

### **B) FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS**

#### **(i) Initial recognition and measurement of financial liabilities**

Financial liabilities such as loans, borrowings and payables are classified, at initial recognition, as financial liabilities, net of directly attributable transaction costs, at fair value through profit or loss, as appropriate.

The Company's financial liabilities include trade and other payables and derivative financial instruments.

#### **(ii) Subsequent measurement of financial liabilities**

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

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Company has not designated any liability at fair value through profit or loss.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

- **Financial liabilities at amortised cost**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective Interest Rate - EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**(iii) De-recognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition 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 or loss.

**C) DERIVATIVE FINANCIAL INSTRUMENTS**

The Company uses derivative financial instruments, such as forward currency contract to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

**D) RE-CLASSIFICATION OF FINANCIAL ASSETS**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

**E) OFFSETTING OF FINANCIAL INSTRUMENTS**

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

**3.09 Fair value measurement**

The Company measures financial instruments such as derivatives at fair value at the end of each reporting period.

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

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

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

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

## NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023**

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

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

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

### **3.10 Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **3.11 Operating Leases**

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

### **Company as a lessee:**

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

### **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 that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### **Company as a lessor:**

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

### **3.12 Foreign currencies**

The Company's financial statements are presented in Indian Rupee (₹), which is the functional currency of Company.

### **Transactions and balances**

Transactions in foreign currencies are initially recorded in the Company's functional currency using exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency with closing rates of exchange at the reporting date. Exchange differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in



NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**

foreign currencies at year end exchange rate are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of transaction.

**3.13 Taxation**

Tax expense comprises of current income tax and deferred tax.

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation.

**Deferred income tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient

taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

**3.14 Governments Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

**3.15 Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities

## NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**

have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

### **3.16 Research and development expenditure**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### **3.17 Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

### **Warranty Provision**

The Company estimates and provides for liability for product warranties in the year in which the products are sold. These estimates are established using historical information on the nature, frequency, quantum of warranty claims and corrective actions against product failures and the estimates are reviewed annually for any material changes in assumptions. Assumptions used to calculate the provision for warranties are based on current sales level and current information available about returns. The timing of outflows will vary based on the actual warranty claims.

### **3.18 Contingent Liabilities:**

Contingent liabilities are disclosed for (i) when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or (ii) a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or the amount of the obligation cannot be measured with sufficient reliability. The company does not recognize a contingent liability but discloses its existence in the financial statements.

### **3.19 Cash and cash equivalents**

Cash and cash equivalents in the balance sheet and for the purpose of cash flow statement, comprise cash at bank including demand deposits readily realisable with banks with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value and cash in hand.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 3.20 Cash dividend distribution to equity holders

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 3.21 Earnings Per Share

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### 3.22 Significant Accounting judgments, estimates and assumptions:

The preparation of the Company's financial statements as per Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates that require a material adjustment to the carrying amount of assets or liabilities. Revisions to accounting estimates are recognised prospectively.

#### Estimates and assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as below:

#### i) Useful lives of property, plant and equipment/ intangible assets:

Determination of the estimated useful lives of property, plant and equipment/ intangible assets and the assessment as to which components of the cost may be capitalized.

Useful lives of property, plant and equipment/ intangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013.

#### ii) Fair value measurement of financial instruments:

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer to note no 35 for the details of financial instruments valued at fair value.

#### iii) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in note no 27.

#### iv) Taxes

Significant management judgement is required to determine the amounts of current taxes, deferred taxes and tax credits that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies (refer note 25).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### v) Product warranties

Significant management judgments are involved in determining the estimates and provides for liability for product warranties in the year in which the products are sold. These estimates are established using historical information on the nature, frequency, quantum of warranty claims and corrective actions against product failures and the estimates are reviewed annually for any material changes in assumptions. Assumptions used to calculate the provision for warranties are based on current sales level and current information available about returns. The timing of outflows will vary based on the actual warranty claims (refer note 16).

### vi) Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period (refer note 7).

### vii) Write down of inventories

An inventory obsolete provision is recognised where the realisable value is estimated to be lower than the inventory carrying value. The inventory written down is estimated taking into account various factors, including policy of the company, aging of inventory, past experience, current trend and future expectations (refer note 6).

### viii) Recognition of revenue from contracts with customers for sale of textile machinery:

Revenue from sale of textile machinery is recognized in accordance with Ind AS 115, Revenue from Contracts with Customers, based on the dispatch/delivery of machines on completion of manufacturing (at a point in time). A certain portion of revenue is also deferred and recognised when the installation is completed to the satisfaction of the customers.

### ix) Refundable liabilities and returnable assets:

A refundable liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refundable liabilities at the end of each reporting period based on historical trend. A returnable asset is measured at the expected cost of goods to be recovered on such returns estimated on the basis of historic trends of gross margin. Assumptions used to estimate refundable liabilities and returnable assets are based on current sales level and current information available about sales returns. The timing of outflows will vary based on the actual sales returns (refer notes 10 and 15).

### 3.23 New Standards, Interpretations and amendments adopted by the Company

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended 31<sup>st</sup> December, 2022, except for amendments to the existing Indian Accounting standards (Ind AS).

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated 23<sup>rd</sup> March, 2022, to amend the following Ind AS which are effective from annual periods beginning on or after 1<sup>st</sup> April, 2022. The Company applied for the first time these amendments.

1. Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37
2. Reference to the Conceptual Framework – Amendments to Ind AS 103
3. Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16
4. Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities



## NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023**

The Company applies for the accounting period beginning on or after 1<sup>st</sup> April 2022 and these do not have a material impact on the financial statements of the Company.

### **3.24 Standards notified but not yet effective**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on 31<sup>st</sup> March, 2023. The amendments have been made in the following standards:

Ind AS 1: Presentation of Financial Statements is amended to replace the term "significant accounting policies" with "material accounting policy information" and providing guidance relating to immaterial transactions, disclosure of entity specific transactions and more

Ind AS 8: Accounting Policies, Changes in Accounting Estimates and Errors to include the definition of accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty."

Ind AS 12: Income Taxes relating to initial recognition exemption of deferred tax related to assets and liabilities arising from a single transaction.

Other Amendments in Ind AS 102 – Share based Payments, Ind AS 103 – Business Combinations, Ind AS 109 – Financial Instruments, Ind AS 115 – Revenue from Contracts with Customers which are mainly editorial in nature in order to provide better clarification of the respective Ind AS's.

These amendments shall come into force with effect from 1<sup>st</sup> April, 2023 and will be applicable to the Company from 1<sup>st</sup> January, 2024. The Company is assessing the potential effect of the amendments and does not expect a material impact of the above on the financial statements.

**4 PROPERTY, PLANT AND EQUIPMENT, OTHER INTANGIBLE ASSETS, CAPITAL WORK IN PROGRESS AND OTHER INTANGIBLE ASSETS UNDER DEVELOPMENT:**

Particulars	Property, Plant and Equipments										Other intangible Assets		Capital work in progress	Other intangible assets under development
	Land-Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computers	Total Property, Plant and Equipments	Computer Software	Total Other intangible assets				
<b>COST</b>														
<b>As at 1<sup>st</sup> January, 2022</b>	0.47	111.88	392.54	14.41	6.96	16.60	18.66	561.52	7.27	7.27	0.50	-	-	
Additions	-	1.51	37.55	0.97	-	3.16	2.52	45.71	0.40	0.40	47.81	2.16	2.16	
Deletions	-	-	3.36	0.05	1.62	1.15	1.16	7.34	-	-	45.71	0.40	0.40	
<b>As at 31<sup>st</sup> December, 2022</b>	<b>0.47</b>	<b>113.39</b>	<b>426.73</b>	<b>15.33</b>	<b>5.34</b>	<b>18.61</b>	<b>20.02</b>	<b>599.89</b>	<b>7.67</b>	<b>7.67</b>	<b>2.60</b>	<b>1.76</b>	<b>1.76</b>	
Additions	-	1.57	63.40	-	4.20	0.96	3.51	73.64	-	-	72.28	5.03	5.03	
Deletions	-	-	0.01	-	-	1.01	2.23	3.25	-	-	73.64	-	-	
<b>As at 31<sup>st</sup> December, 2023</b>	<b>0.47</b>	<b>114.96</b>	<b>490.12</b>	<b>15.33</b>	<b>9.54</b>	<b>18.56</b>	<b>21.30</b>	<b>670.28</b>	<b>7.67</b>	<b>7.67</b>	<b>1.24</b>	<b>6.79</b>	<b>6.79</b>	
Depreciation and Amortisation														
<b>As at 1<sup>st</sup> January, 2022</b>	-	19.83	148.43	5.84	2.89	10.82	13.04	200.85	7.27	7.27	-	-	-	
Charge for the year	-	4.54	48.19	1.24	0.69	2.32	2.72	59.70	0.08	0.08	-	-	-	
On Deletions	-	-	1.76	0.01	1.49	0.77	1.08	5.11	-	-	-	-	-	
<b>As at 31<sup>st</sup> December, 2022</b>	<b>-</b>	<b>24.37</b>	<b>194.86</b>	<b>7.07</b>	<b>2.09</b>	<b>12.37</b>	<b>14.68</b>	<b>255.44</b>	<b>7.35</b>	<b>7.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Charge for the year	-	4.66	52.29	1.29	0.91	1.64	2.70	63.49	0.13	0.13	-	-	-	
On Deletions	-	-	-	-	-	0.49	2.11	2.60	-	-	-	-	-	
<b>As at 31<sup>st</sup> December, 2023</b>	<b>-</b>	<b>29.03</b>	<b>247.15</b>	<b>8.36</b>	<b>3.00</b>	<b>13.52</b>	<b>15.27</b>	<b>316.33</b>	<b>7.48</b>	<b>7.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Net Book Value														
<b>As at 31<sup>st</sup> December, 2023</b>	<b>0.47</b>	<b>85.93</b>	<b>242.97</b>	<b>6.97</b>	<b>6.54</b>	<b>5.04</b>	<b>6.03</b>	<b>353.95</b>	<b>0.19</b>	<b>0.19</b>	<b>1.24</b>	<b>6.79</b>	<b>6.79</b>	
<b>As at 31<sup>st</sup> December, 2022</b>	<b>0.47</b>	<b>89.02</b>	<b>231.87</b>	<b>8.26</b>	<b>3.25</b>	<b>6.24</b>	<b>5.34</b>	<b>344.45</b>	<b>0.32</b>	<b>0.32</b>	<b>2.60</b>	<b>1.76</b>	<b>1.76</b>	

**Notes:**

- Freehold Land includes ₹ 10,000/- being face value of 100 shares of Gujarat Vepari Mahamandal Sahakari Audhyogik Vasahat Ltd.
- Title deeds of all immovable properties are held in the name of the company.
- The Company has elected to continue with the carrying value for all of its Property, plant and equipments as recognised in its previous GAAP (Indian accounting principle generally accepted in India as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Accounts Rules, 2014), as deemed cost at the transition date i.e. 1<sup>st</sup> January, 2016 as per option permitted under Ind AS 101 for the first time adoption. Accordingly, the accumulated depreciation / amortisation as at transition date was eliminated against gross carrying amount of the assets.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 4 PROPERTY, PLANT AND EQUIPMENT, OTHER INTANGIBLE ASSETS, CAPITAL WORK IN PROGRESS AND OTHER INTANGIBLE ASSETS UNDER DEVELOPMENT: (CONTD)

(4) Capital work in progress (CWIP) ageing schedule is as below. (₹ in Million)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress :					
<b>As at 31<sup>st</sup> December, 2023</b>	<b>1.24</b>	-	-	-	<b>1.24</b>
<b>As at 31<sup>st</sup> December, 2022</b>	<b>2.60</b>	-	-	-	<b>2.60</b>

There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the financial years 2022 and 2023.

(5) Other intangible assets under development (IAUD) ageing schedule is as below. (₹ in Million)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress :					
<b>As at 31<sup>st</sup> December, 2023</b>	<b>5.03</b>	<b>1.76</b>	-	-	<b>6.79</b>
<b>As at 31<sup>st</sup> December, 2022</b>	<b>1.76</b>	-	-	-	<b>1.76</b>

(6) Other intangible assets under development (IAUD) whose completion is overdue.

In Solid works, the completion is overdue as at 31<sup>st</sup> December, 2023. There is no project which has exceeded its cost compared to its original plan during the financial year 2023.

(₹ in Million)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress :					
<b>As at 31<sup>st</sup> December, 2023</b>	-	-	-	-	-
- Solid works	1.76				1.76

There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the financial year 2023.

### 5 INVESTMENTS

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Non - Current</b>		
<b>Investments in equity instruments (unquoted, valued at cost) \$</b>		
30 Shares (31 <sup>st</sup> December, 2022 : 30) of ₹ 100/- each fully paid of Gujarat Vepari Mahamandal Sahakari Audhyogik Vasahat Ltd.	0.00	0.00
<b>Total - A</b>	<b>0.00</b>	<b>0.00</b>
<b>Current</b>		
Investments in equity instruments (quoted, fair value through OCI) (refer note below and note 33)		
Nil (31 <sup>st</sup> December, 2022 : 10,834) equity shares of ₹ 1/- each fully paid of Jaysynth Dyestuff (India) Ltd.	-	0.79
<b>Total - B</b>	<b>-</b>	<b>0.79</b>
<b>Total (A+B)</b>	<b>-</b>	<b>0.79</b>

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023**
**5 INVESTMENTS (CONTD..)**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Details of quoted/unquoted investments:		
(a) Aggregate amount of quoted investments and market value thereof;		
Purchase Cost	-	0.87
Market Value	-	0.79
(b) Aggregate amount of unquoted investments;		
Purchase Cost \$	0.00	0.00
(c) Aggregate amount of impairment in value of investments	-	0.08

\$ Figures shown as 0.00 due to conversion to ₹ in million.

**6 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Raw Materials (refer note 1 below)	253.19	273.40
[Includes Goods-in-transit ₹ 13.95 Million (31 <sup>st</sup> December, 2022: ₹ 72.81 Million)]		
Work -in-progress	62.59	56.84
Finished goods	162.18	198.47
Stock-in-trade	95.05	36.00
[Includes Goods-in-transit ₹ 47.98 Million (31 <sup>st</sup> December, 2022: ₹ Nil)]		
Packing material, stores, spares and tools	12.25	10.56
<b>Total</b>	<b>585.26</b>	<b>575.27</b>

**Note:**

1 Raw materials include inventories lying with third parties of ₹ 6.54 Million (31<sup>st</sup> December, 2022: ₹ 1.84 Million).

**7 TRADE RECEIVABLES**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Trade receivables</b>		
Trade Receivables considered good - Unsecured (refer note 30)	296.16	229.13
Trade Receivables which have significant increase in credit risk	20.26	9.35
Trade Receivables - credit impaired	11.30	9.30
<b>Total - A</b>	<b>327.72</b>	<b>247.78</b>
<b>Expected credit allowance (allowance for bad and doubtful debts)</b>		
Trade Receivables which have significant increase in credit risk	4.92	3.70
Trade Receivables - credit impaired	11.30	9.30
<b>Total - B</b>	<b>16.22</b>	<b>13.00</b>
<b>Total - (A-B)</b>	<b>311.50</b>	<b>234.78</b>



NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**Below is the age of trade receivables as at reporting date:**

(₹ in Million)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> December, 2023</b>							
(i) Undisputed Trade Receivables – considered good	146.26	143.97	5.93	-	-	-	296.16
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	11.80	4.93	0.55	-	-	17.28
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	2.79	0.34	0.04	3.17
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	2.11	0.87	-	-	-	2.98
(vi) Disputed Trade Receivables - credit impaired	-	-	2.51	2.36	1.01	2.25	8.13
	<b>146.26</b>	<b>157.88</b>	<b>14.24</b>	<b>5.70</b>	<b>1.35</b>	<b>2.29</b>	<b>327.72</b>
<b>As at 31<sup>st</sup> December, 2022</b>							
(i) Undisputed Trade Receivables – considered good	132.10	97.03	-	-	-	-	229.13
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	6.81	2.54	-	-	-	9.35
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	0.29	0.19	-	0.48
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	2.02	1.82	1.34	3.64	8.82
	<b>132.10</b>	<b>103.84</b>	<b>4.56</b>	<b>2.11</b>	<b>1.53</b>	<b>3.64</b>	<b>247.78</b>

**Notes:**

- The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on ageing of the days the receivables are over/past due below is the movement of expected credit loss allowance:

(₹ in Million)

	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>Opening balance</b>	<b>13.00</b>	<b>11.08</b>
Additions during the year	6.20	4.19
Reversals during the year	2.98	2.27
<b>Closing balance</b>	<b>16.22</b>	<b>13.00</b>

- The company does not have unbilled revenue at balance sheet date and hence not disclosed above.
- No trade receivables are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in note 30.
- For terms and conditions relating to related party receivables, refer note 30. Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 8 CASH AND BANK BALANCE

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Cash and cash equivalents</b>		
Cash on hand	0.62	0.44
Balances with banks		
In Current accounts	91.48	202.08
Deposits with original maturity of less than three months	127.00	35.00
<b>Total - A</b>	<b>219.10</b>	<b>237.52</b>
<b>Bank balance other than cash and cash equivalents</b>		
Deposits with original maturity more than three months but less than twelve months	105.00	455.00
Margin money deposit (refer note 2 below)	4.02	8.22
Unpaid dividend accounts	12.41	10.14
<b>Total - B</b>	<b>121.43</b>	<b>473.36</b>
<b>Total (A+B)</b>	<b>340.53</b>	<b>710.88</b>

#### Notes :

- Deposits are made for varying periods of between one week and one year, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.
- Margin money deposits are marked as lien against the outstanding bank guarantees and to avail overdraft facility from bank.
- During the year Company has been sanctioned overdraft facility of ₹ 250 Million against a security of bank deposits. There is no requirement of filing quarterly returns with the bank for such overdraft facility.

### 9 Other Financial Assets (Unsecured and Considered Good)

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Non-current (at amortized cost)</b>		
Deposits with remaining maturity of more than twelve months (refer note 2 below)	15.00	90.00
Interest on deposits	-	1.03
Security deposits	7.67	7.67
<b>Total - A</b>	<b>22.67</b>	<b>98.70</b>
<b>Current (at amortized cost)</b>		
Deposits with remaining maturity of less than twelve months (refer note 2 below)	212.16	109.78
Interest receivable on deposits	4.47	4.24
Security deposits	0.21	0.21
Export incentive receivables	1.24	1.12
<b>Total - B</b>	<b>218.08</b>	<b>115.35</b>
<b>Total (A+B)</b>	<b>240.75</b>	<b>214.05</b>

#### Notes :

- The fair value of non-current financial assets is not materially different from the carrying value presented.
- Includes margin money deposits of ₹ 18.72 Million (31<sup>st</sup> December, 2022: ₹ 27.78 Million) marked as lien against outstanding bank guarantees and facilities for forward contract, overdraft and stand by letter of credit from bank.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 10 OTHER ASSETS (UNSECURED AND CONSIDERED GOOD)

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Non-Current</b>		
Tax paid under protest (refer note 29)	1.72	1.72
Income-tax receivables (net of provision for taxation)	17.62	32.47
<b>Total - A</b>	<b>19.34</b>	<b>34.19</b>
<b>Current</b>		
Advances for goods and services	3.16	3.41
Returnable assets	1.27	10.09
Prepaid expenses	3.14	1.70
Balances with government authorities	3.28	0.18
<b>Total - B</b>	<b>10.85</b>	<b>15.38</b>
<b>Total (A+B)</b>	<b>30.19</b>	<b>49.57</b>

### 11 EQUITY SHARE CAPITAL

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Authorised share capital:</b>		
2,900,000 (31 <sup>st</sup> December, 2022 : 2,900,000) Equity Shares of ₹ 10/- each	29.00	29.00
10,000 (31 <sup>st</sup> December, 2022 : 10,000) Preference Shares of ₹ 100/- each	1.00	1.00
<b>Total</b>	<b>30.00</b>	<b>30.00</b>
<b>Issued, Subscribed and fully Paid-up share capital:</b>		
2,088,016 (31 <sup>st</sup> December, 2022 : 2,088,016) Equity Shares of ₹ 10/- each fully paid-up	20.88	20.88
<b>Total</b>	<b>20.88</b>	<b>20.88</b>

#### a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

Equity Share capital	As at 31 <sup>st</sup> December, 2023		As at 31 <sup>st</sup> December, 2022	
	No. of Shares	(₹ in Million)	No. of Shares	(₹ in Million)
<b>At the beginning of the year</b>	20,88,016	<b>20.88</b>	<b>20,88,016</b>	<b>20.88</b>
Add: Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>20,88,016</b>	<b>20.88</b>	<b>20,88,016</b>	<b>20.88</b>

#### b) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

#### c) Shares held by Holding Company

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
SPGPrints B.V., Netherlands, the Holding Company. 1,483,777 (31 <sup>st</sup> December, 2022 : 1,483,777) equity shares	14.84	14.84

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**d) Details of equity shares held by shareholders holding more than 5% shares of the aggregate shares in the Company**

	As at 31 <sup>st</sup> December, 2023		As at 31 <sup>st</sup> December, 2022	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity shares of ₹ 10/- each fully paid</b>				
SPGPrints B.V., Netherlands	14,83,777	71.06%	14,83,777	71.06%

**e) Details of Shares held by promoters at the end of the year**

Promoters Name	As at 31 <sup>st</sup> December, 2023				
	No. of Shares at the beginning of the year	Change in number of shares during the year	Number of shares at the end of the year	% of total shares	% change during the year
SPGPrints B.V., Netherlands	14,83,777	-	14,83,777	71.06%	0.00%

Promoters Name	As at 31 <sup>st</sup> December, 2022				
	No. of Shares at the beginning of the year	Change in number of shares during the year	Number of shares at the end of the year	% of total shares	% change during the year
SPGPrints B.V., Netherlands	14,83,777	-	14,83,777	71.06%	0.00%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**12 OTHER EQUITY**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>a. Capital Reserve</b>		
Balance at the beginning of the year	0.35	0.35
<b>Balance at the end of the year (Total - A)</b>	<b>0.35</b>	<b>0.35</b>
<b>b. Capital Reserve on account of business combination (refer note (i) below)</b>		
Balance at the beginning of the year	(190.26)	(190.26)
<b>Balance at the end of the year (Total - B)</b>	<b>(190.26)</b>	<b>(190.26)</b>
<b>c. Capital Redemption Reserve (refer note (ii) below)</b>		
Balance at the beginning of the year	0.35	0.35
<b>Balance at the end of the year (Total - C)</b>	<b>0.35</b>	<b>0.35</b>
<b>d. Securities Premium (refer note (iii) below)</b>		
Balance at the beginning of the year	79.62	79.62
<b>Balance at the end of the year (Total - D)</b>	<b>79.62</b>	<b>79.62</b>
<b>e. General Reserve (refer note (iv) below)</b>		
Balance at the beginning of the year	181.95	181.95
<b>Balance at the end of the year (Total - E)</b>	<b>181.95</b>	<b>181.95</b>
<b>f. Retained Earnings (refer note (v) below)</b>		
Balance at the beginning of the year	1,643.49	1,514.35
Profit for the year	90.37	247.67
Dividend paid	(425.96)	(119.02)
Remeasurement (losses) / gain on defined benefit plans (net of tax)	(1.28)	0.49
<b>Balance at the end of the year (Total - F)</b>	<b>1,306.62</b>	<b>1,643.49</b>
<b>g. Equity instrument through other comprehensive income (refer note (vi))</b>		
Balance at the beginning of the year	0.79	(0.15)
Change in fair value of investments measured at FVTOCI (net of tax)	0.35	0.94
<b>Balance at the end of the year (Total - G)</b>	<b>1.14</b>	<b>0.79</b>
<b>Total (A+B+C+D+E+F+G)</b>	<b>1,379.77</b>	<b>1,716.29</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 12 OTHER EQUITY : (CONTD..)

#### NOTES :

- (i) Capital Reserve is created on account of business combination transaction between the Company and SPGPrints B.V.
- (ii) Capital Redemption Reserve created on redemption of Redeemable Preference shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.
- (iii) Securities Premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.
- (iv) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
- (v) Retained Earnings can be distributed by the Company as dividend to its equity shareholders and the same is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013.
- (vi) This reserve represents the cumulative gains and losses arising on revaluation of equity instruments measured at fair value through other comprehensive income.

### 13 TRADE PAYABLES

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Trade Payables</b>		
- Outstanding dues of micro enterprises and small enterprises (refer note below)	11.79	32.08
- Outstanding dues of creditors other than micro enterprises and small enterprises (refer note below)	264.62	196.53
<b>Total</b>	<b>276.41</b>	<b>228.61</b>

Below is the age of trade payables as at reporting date:

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> December, 2023</b>							
(i) Total outstanding dues of MSMED	-	7.15	4.64	-	-	-	11.79
(ii) Total outstanding dues of creditors other than MSMED	8.35	170.86	85.39	0.02	-	-	264.62
(iii) Disputed dues of MSMED	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than MSMED	-	-	-	-	-	-	-
	<b>8.35</b>	<b>178.01</b>	<b>90.03</b>	<b>0.02</b>	-	-	<b>276.41</b>
<b>As at 31<sup>st</sup> December, 2022</b>							
(i) Total outstanding dues of MSMED	-	3.61	28.47	-	-	-	32.08
(ii) Total outstanding dues of creditors other than MSMED	14.73	102.89	78.86	0.05	-	-	196.53
(iii) Disputed dues of MSMED	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than MSMED	-	-	-	-	-	-	-
	<b>14.73</b>	<b>106.50</b>	<b>107.33</b>	<b>0.05</b>	-	-	<b>228.61</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 13 TRADE PAYABLES (CONTD..)

**Notes:**

- Trade payables are non-interest bearing and are normally settled on 45 to 90 days term.
- For terms and conditions with related parties, refer note 30.
- The disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):

(₹ in Million)

	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
a) Amount due to suppliers registered under MSMED Act and remaining unpaid as at the year end towards:		
- Principal	11.79	32.08
- Interest	-	-
b) The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	0.48
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006;	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	-	-

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

### 14 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Deposits payable	0.50	3.50
Payable for capital expenditure	6.05	8.51
Employee benefits payable	21.91	33.91
Financial liabilities at fair value through profit or loss - Derivatives	-	1.47
Unpaid dividend (refer note 1 below)	12.41	10.14
<b>Total</b>	<b>40.87</b>	<b>57.53</b>

**Notes:**

- There is no amount due and outstanding as at 31<sup>st</sup> December, 2023 to be credited to Investor Education and Protection Fund.

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**15 OTHER CURRENT LIABILITIES**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Contract Liabilities - Advance from customers (refer note 31)	95.65	35.05
Contract Liabilities - Deferred Revenue (refer note 31)	7.26	7.50
Statutory dues	9.11	16.08
Refundable liabilities	1.73	14.38
Liability towards corporate social responsibility (refer note 39)	2.56	2.54
<b>Total</b>	<b>116.31</b>	<b>75.55</b>

**16 PROVISIONS**

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>EMPLOYEE BENEFITS</b>		
Provision for compensated absences (refer note 27)	23.83	21.72
<b>Total - A</b>	<b>23.83</b>	<b>21.72</b>
<b>CURRENT</b>		
<b>Employee Benefits</b>		
Provision for Gratuity (refer note 27)	6.02	5.93
Provision for Compensated absences (refer note 27)	2.81	1.81
Provision for warranty (refer note 2 below)	11.60	10.66
Provision others (refer note 1 & 2 below)	4.89	4.89
<b>Total - B</b>	<b>25.32</b>	<b>23.29</b>
<b>Total (A+B)</b>	<b>49.15</b>	<b>45.01</b>

**Notes :**

- The Company has made provision for disputed Labour matters for ₹ 4.89 Million (31<sup>st</sup> December, 2022: ₹ 4.89 Million) for claim filed by employees for claiming Voluntary Retirement Scheme (VRS) benefit in earlier years.
- A provision is recognised for expected warranty claims on products sold during the year, based on past experience of level of repairs and returns. It is expected that this cost will be incurred by end of next financial year. Assumptions used to calculate the provision for warranties were based on current sales level and information for best possible estimate available on returns.

(₹ in Million)

	Year ended 31 <sup>st</sup> December, 2023		Year ended 31 <sup>st</sup> December, 2022	
	Other Provisions	Warranty Provisions	Other Provisions	Warranty Provisions
Balance at the beginning of the year	4.89	10.66	5.22	10.52
Additions during the year	-	9.53	-	10.05
Reversals during the year	-	5.28	0.33	7.44
Utilisations during the year	-	3.31	-	2.47
<b>Balance at the end of the year</b>	<b>4.89</b>	<b>11.60</b>	<b>4.89</b>	<b>10.66</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 17 REVENUE FROM OPERATIONS

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Revenue from contract with customers (refer note 30 and 31)</b>		
Sale of goods	1,708.14	1,934.05
Sales of traded goods	101.79	103.51
Sale of services	33.88	47.13
<b>Total A</b>	<b>1,843.81</b>	<b>2,084.69</b>
<b>Other operating income</b>		
Commission income (refer note 30)	7.42	14.54
Sale of manufacturing scrap	193.68	239.55
Export incentives	9.15	12.15
Others	18.50	7.56
<b>Total B</b>	<b>228.75</b>	<b>273.80</b>
<b>Total (A + B)</b>	<b>2,072.56</b>	<b>2,358.49</b>

### 18 OTHER INCOME

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Interest Income on:</b>		
Bank deposits	26.96	30.69
Others	0.20	0.20
Liabilities and provisions no longer required written back	8.23	4.13
Lease rentals (refer note 28)	0.88	2.59
Net gain on foreign currency transactions	3.23	-
Insurance claims received	1.64	1.39
Miscellaneous income	3.19	7.17
<b>Total</b>	<b>44.33</b>	<b>46.17</b>

### 19 COST OF RAW MATERIAL CONSUMED

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Inventory at the beginning of the year	273.40	186.98
Add: Purchases during the year	1,123.80	1,462.53
	<b>1,397.20</b>	<b>1,649.51</b>
Less: Inventory at the end of the year	253.19	273.40
<b>Cost of raw material consumed (refer note 1 below)</b>	<b>1,144.01</b>	<b>1,376.11</b>

**Note:**

- Cost of raw material consumed includes primary packing material consumed of ₹ 11.83 Million (31<sup>st</sup> December, 2022: ₹ 11.91 Million).

### 20 PURCHASE OF STOCK-IN-TRADE

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Purchase of:		
Perforated rotary screens	37.62	5.36
Digital Ink	85.83	73.52
Others	22.93	36.78
<b>Total</b>	<b>146.38</b>	<b>115.66</b>





## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Opening Stock</b>		
- Work-in-progress	56.84	67.53
- Finished goods	198.47	113.87
- Stock-in-trade	36.00	12.56
<b>Total-A</b>	<b>291.31</b>	<b>193.96</b>
<b>Closing Stock</b>		
- Work-in-progress	62.59	56.84
- Finished goods	162.18	198.47
- Stock-in-trade	95.05	36.00
<b>Total-B</b>	<b>319.82</b>	<b>291.31</b>
<b>Total (A-B)</b>	<b>(28.51)</b>	<b>(97.35)</b>

### 22 EMPLOYEE BENEFITS EXPENSE

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Salaries, wages and bonus (refer note 27)	213.84	223.60
Contribution to provident and other funds (refer note 27)	10.35	9.57
Gratuity expenses (refer note 27)	6.99	4.45
Staff welfare expense	16.26	17.74
<b>Total</b>	<b>247.44</b>	<b>255.36</b>

### 23 FINANCE COSTS

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Interest on bank overdraft	0.88	-
<b>Total</b>	<b>0.88</b>	<b>-</b>

### 24 OTHER EXPENSES

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Consumption of packing materials	8.72	8.82
Consumption of stores and spares	16.35	15.99
Power and fuel	155.78	168.83
Rates and taxes	2.55	2.21
<b>Repairs and maintenance</b>		
- Buildings	1.60	4.64
- Plant and Equipment	10.54	6.65
- Others	6.31	6.93
Insurance	3.63	3.80
<b>Auditors' Remuneration:</b>		
- Statutory audit fees	3.20	2.90
- Tax audit fees	0.58	0.57
- Others	0.73	0.67
- Out - of - pocket expenses	0.10	0.10
Royalty (refer note 30)	23.40	29.77

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023**
**24 OTHER EXPENSES (CONTD..)**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Provision for doubtful receivables (net) (includes bad debt written off of ₹ 1.37 million)	4.59	1.91
Commission / service charges	9.56	12.63
Sales promotion expenses	3.89	8.15
Directors' Commission and sitting fees (refer note 30)	2.45	3.13
Freight and forwarding charges	16.97	18.48
Group management fees (refer note 30)	94.33	86.47
Loss on foreign currency transactions (net)	-	0.27
Loss on sale of property, plant and equipment (net)	0.32	1.90
Contribution towards corporate social responsibility activities (refer note 39)	6.00	6.30
Other miscellaneous expenses	57.28	56.58
<b>Total</b>	<b>428.88</b>	<b>447.70</b>

**25 INCOME TAX EXPENSES**

The major component of income tax expenses for the year ended 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022 are as under

**a Expenses recognised in statement of profit and loss**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Current tax</b>		
Current tax charges	30.78	83.82
Adjustment of income tax related to earlier years (net)	(3.80)	(1.86)
<b>Total-A</b>	<b>26.98</b>	<b>81.96</b>
<b>Deferred tax</b>		
Deferred tax credit	(3.16)	(5.17)
<b>Total deferred tax credit Total-B</b>	<b>(3.16)</b>	<b>(5.17)</b>
<b>Tax expense reported in the Statement of Profit and Loss Total (A+B)</b>	<b>23.82</b>	<b>76.79</b>
Expenses recognised in Other Comprehensive income ('OCI')		
Tax on remeasurements of (loss) / gain on the defined benefit plans	(0.43)	0.16
<b>Total</b>	<b>(0.43)</b>	<b>0.16</b>

**b A Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Accounting profit before tax</b>	<b>114.19</b>	<b>324.46</b>
Statutory Income tax rate	25.17	25.17
Expected Income tax expenses	28.74	81.67
<b>Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses</b>		
Non-deductible expenses	2.10	1.74
Income tax related to prior years	(3.84)	(1.86)
Income not chargeable to tax	(3.22)	(4.77)
Income taxed at lower rate	0.04	0.01
<b>Income tax expenses as per normal tax rate</b>	<b>23.82</b>	<b>76.79</b>
<b>Consequent to reconciliation items shown above, the effective tax rate</b>	<b>20.86%</b>	<b>23.67%</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023

### c Deferred tax:

The movement in deferred tax assets / (liabilities) during the year ended 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022 are given below: (₹ in Million)

	Opening balance as at 1 <sup>st</sup> January, 2023	Deferred tax charge / (credit) recognised in P&L	Deferred tax charge / (credit) recognised in OCI	Closing balance at 31 <sup>st</sup> December, 2023
Property, plant and equipment	(8.85)	(3.21)	-	(5.64)
Impairment allowance (Including expected credit loss allowance)	3.27	(0.81)	-	4.08
Provision for contingency and inventory obsolescence	6.42	0.26	-	6.16
Remeasurement gains / (losses) on defined benefit plans	1.49	0.40	(0.43)	1.52
Other timing differences allowable on payment basis	7.07	0.20	-	6.87
<b>Total Deferred tax assets (net)</b>	<b>9.40</b>	<b>(3.16)</b>	<b>(0.43)</b>	<b>12.99</b>
	Opening balance as at 1 <sup>st</sup> January, 2022	Deferred tax charge / (credit) recognised in P&L	Deferred tax charge / (credit) recognised in OCI	Closing balance at 31 <sup>st</sup> December, 2022
Property, plant and equipment	(12.29)	(3.44)	-	(8.85)
Impairment allowance (Including expected credit loss allowance)	2.79	(0.48)	-	3.27
Provision for contingency and inventory obsolescence	5.05	(1.37)	-	6.42
Remeasurement gains / (losses) on defined benefit plans	1.13	(0.52)	0.16	1.49
Other timing differences allowable on payment basis	7.70	0.63	-	7.07
<b>Total Deferred tax assets (net)</b>	<b>4.38</b>	<b>(5.17)</b>	<b>0.16</b>	<b>9.40</b>

## 26 EARNINGS PER SHARE

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Profit for the year attributable to equity shareholders	90.37	247.67
Weighted average number of equity shares (Nos.)	20,88,016	20,88,016
Nominal value of an equity share (in ₹)	10	10
Earnings Per Share (Basic and Diluted) (in ₹)	43.28	118.61

## 27 DISCLOSURES AS REQUIRED BY IND AS - 19 EMPLOYEE BENEFITS:

### (a) Defined Contribution Plan :

The Company operate defined contribution plans in the form of provident and other funds. The Company has no obligation, other than the contribution payable to the provident and other funds. The Company recognizes contribution payable to the provident and other funds as an expense, when an employee renders the related service.

The amount recognised as an expense for defined contribution plans is as under: (₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>Employer's contribution to</b>		
- Provident Fund	10.12	9.35
- ESI	0.22	0.21
- Others	0.01	0.01
	<b>10.35</b>	<b>9.57</b>

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**27 DISCLOSURES AS REQUIRED BY IND AS - 19 EMPLOYEE BENEFITS: (CONTD..)**
**(b) Defined Benefit Plans :**

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum 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. The scheme is funded with the Life Insurance Corporation of India in form of a Group Gratuity Policy. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

**i. Cost charged to statement of profit and loss** (₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Current service cost	4.61	4.13
Interest Cost	0.55	0.32
Past service Cost	1.83	-
<b>Sub-total included in statement of profit and loss</b>	<b>6.99</b>	<b>4.45</b>
<b>Remeasurement (gains) / losses in other comprehensive income</b>		
Actuarial losses / (gains)	1.36	(0.84)
Return on plan assets, excluding amount recognised in interest income	0.35	0.20
<b>Sub-total included in Other Comprehensive Income</b>	<b>1.71</b>	<b>(0.64)</b>

**ii. Reconciliation of opening and closing balances of defined benefit obligation** (₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Present value of defined benefit obligations at the beginning of the year</b>	<b>36.57</b>	<b>32.96</b>
Current service cost	4.61	4.13
Past service cost	1.83	-
Interest cost	2.86	2.33
Benefit paid directly by the employer	(3.60)	(1.97)
Benefit paid from the funds	-	(0.04)
<b>Re-measurement or actuarial (gain) / loss arising from:</b>		
Change in demographic assumptions	(0.91)	-
Change in financial assumptions	2.99	0.16
Experience variance (i.e. actual experience vs assumptions)	(0.73)	(1.00)
<b>Present Value of Defined Benefit Obligations at the end of the year</b>	<b>43.62</b>	<b>36.57</b>

**iii. Reconciliation of opening and closing balances of the fair value of plan assets** (₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>Fair value of plan assets at the beginning of the year</b>	<b>30.64</b>	<b>28.49</b>
Interest income	2.31	2.02
Expected return on plan assets, excluding interest income	(0.35)	(0.20)
Employer's contribution	5.00	0.37
Benefit paid from the fund	-	(0.04)
<b>Fair value of plan assets at the end of the year</b>	<b>37.60</b>	<b>30.64</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 27 DISCLOSURES AS REQUIRED BY IND AS - 19 EMPLOYEE BENEFITS: (CONTD..)

#### iv. Reconciliation of the present value of defined benefit obligation and Fair value of plan assets

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Present value of defined benefit obligations at the end of the year	43.62	36.57
Fair value of plan assets at the end of the year	37.60	30.64
<b>Net defined (liability) recognized in Balance Sheet as at the end of the year</b>	<b>(6.02)</b>	<b>(5.93)</b>
Current	6.02	5.93
Non-current	-	-

#### v. The principal assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Discount Rate (per annum)	7.40%	7.54%
Annual Increase in Salary Cost	15.00% p.a. one year, 8.00% p.a. thereafter	15.00% p.a. one year, 8.00% p.a. thereafter
Rate of Employee Turnover	For all service groups 6.50% p.a.	For all service groups 3.00% p.a.
Mortality Rates	Indian Assured Lives Mortality 2012-14 (urban)	Indian Assured Lives Mortality 2012-14 (urban)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

#### vi. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another. The results of sensitivity analysis is given below:

(₹ in Million)

	Sensitivity level	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Discount Rate (- / + 1%)	Increase	(3.46)	(3.91)
(% change compared to base due to sensitivity)	Decrease	4.03	4.71
Salary Growth Rate (- / + 1%)	Increase	3.94	2.21
(% change compared to base due to sensitivity)	Decrease	(3.45)	(2.04)
Attrition Rate (- / + 1%)	Increase	(0.29)	(0.25)
(% change compared to base due to sensitivity)	Decrease	0.32	0.28

#### vii. The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Cash accumulation scheme with Life Insurance Corporation of India	94%	93%
Cash and cash equivalents	6%	7%

#### viii. Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### ix. Effect of Plan on Entity's Future Cash Flows

#### a) Funding arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

#### b) Maturity Profile of Defined Benefit Obligation

	Year Ended 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Weighted average duration (based on discounted cash flows)	10 years	14 years

**Expected cash flows over the next years (valued on undiscounted basis):** (₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
1 <sup>st</sup> Following Year	2.52	2.17
2 <sup>nd</sup> Following year	2.72	1.13
3 <sup>rd</sup> Following Year	3.21	1.19
4 <sup>th</sup> Following Year	2.84	1.66
5 <sup>th</sup> Following Year	6.75	1.34
Sum of Years 6 to 10	18.81	16.12

The average future duration of the defined benefit plan obligation at the end of the reporting period is 11 years (31<sup>st</sup> December, 2022: 17 years).

#### (c) Other long-term employee benefits:

The actuarial liability for compensated absences as at year ended 31<sup>st</sup> December, 2023 is ₹26.64 Million (non-current provision ₹23.83 Million and current provision ₹2.81 Million). The same as at year ended 31<sup>st</sup> December, 2022 is ₹23.53 Million (non-current provision is ₹21.72 Million and current provision ₹1.81 Million).

**The principal assumptions used in determining actuarial liability for compensated absences for the Company are shown below:**

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Discount Rate (per annum)	7.40%	7.54%
Annual Increase in Salary Cost	15.00% p.a. one year, 8.00% p.a. thereafter	15.00% p.a. one year, 8.00% p.a. thereafter
Rate of Employee Turnover	For all service groups 6.50% p.a.	For all service groups 3.00% p.a.
While in service Encashment Rate	5.00% of the Leave balance (for next year)	5.00% of the Leave balance (for next year)
Mortality Rates	Indian Assured Lives Mortality 2012-14 (urban)	Indian Assured Lives Mortality 2012-14 (urban)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## 28 LEASES

### Operating Lease : As a Lessor

The Company has entered into cancellable lease agreements for use of certain area of its building premises for a period of one year. The lease rentals aggregating ₹ 0.88 Million (31<sup>st</sup> December, 2022: ₹ 2.59 Million) have been included under the head "Other Income" Note 18 "Lease Rentals" of Statements of Profit and Loss.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 29 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS:

#### a) Contingent Liabilities not provided for in respect of (₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
Disputed labour matters #	4.00	4.00
Disputed Income tax matters ^	4.38	4.38
Disputed Indirect tax matters*	1.09	1.09
	<b>9.47</b>	<b>9.47</b>

# Disputed Labour matters include ₹ 4.00 Million (31<sup>st</sup> December, 2022: ₹ 4.00 Million) for claim filed by employees for compensation under Voluntary Retirement Scheme (VRS) benefit in earlier years.

^ Disputed Income tax matters include:

- 1) Demand from Income tax authorities for payment of additional income taxes of ₹ 4.30 Million (31<sup>st</sup> December, 2022: ₹ 4.30 Million) for the assessment year 2017-18 for matter related to disallowance of provision for warranty expenditure against which Company has preferred an appeal before appropriate authorities. Against this tax matter company has paid ₹ 0.80 Million (31<sup>st</sup> December, 2022: ₹ 0.80 Million) under protest.
- 2) Demands from Income tax authorities for payment of additional income taxes of ₹ 0.08 Million (31<sup>st</sup> December, 2022: ₹ 0.08 Million) for the assessment year 2013-14 for matters related to disallowance of weighted deduction claimed u/s 35(2AB) of the Income Tax Act, 1961, against which Company has preferred an appeal before appropriate authorities.

\* Disputed Indirect tax matters include:

- 1) Service tax demands for credit taken on sales commission expense for the period february 2013 to february 2016 of ₹ 1.09 Million (31<sup>st</sup> December, 2022: ₹ 1.09 Million), against which the Company has appealed before appropriate authorities. The Company has paid ₹ 0.65 Million (31<sup>st</sup> December, 2022: ₹ 0.65 Million) under protest against this matter.

#### b) Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Capital Advances) as at 31<sup>st</sup> December, 2023 is ₹ 3.31 Million (31<sup>st</sup> December, 2022 is ₹ 0.85 Million).

### 30 RELATED PARTY DISCLOSURES:

Related party disclosures as required under the Indian Accounting Standard (AS) – 24 on “Related Party Disclosures” are given below:

#### A. Parties where control exists:

<u>Name of Related Party</u>	<u>Nature of Relationship</u>
SPGPrints B.V.	Holding Company
Print I B.V.	Parent of Holding Company
Print Holdings B.V.	Ultimate Holding Company

#### B. Name of the related party with whom transactions have been entered during the year:

SPGPrints Printing Systems Wuxi Co.,Ltd	Fellow subsidiary
SPGPrints Digital Technology (Wuxi) Co.,Ltd.	Fellow subsidiary
SPGPrints Mexico S.A. De C.V	Fellow subsidiary
SPGPrints Austria GMBH	Fellow subsidiary

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**30 RELATED PARTY DISCLOSURES: (CONTD...)**
**B. Name of the related party with whom transactions have been entered during the year: (Contd...)**

SPGPrints Baski Sistemleri Tic. Ltd. Sti	Fellow subsidiary
SPGPrints Brasil Ltda.	Fellow subsidiary
SPGPrints America Inc	Fellow subsidiary
Tinctura Colour Private Limited	Fellow subsidiary

**C. Key Management Personnel:**

Mr. Shailesh Wani	Managing director
Mr. Paras Mehta	Chief financial officer
Mr. Sanjeev Singh Sengar	Company secretary

**D. Directors of company:**

Mr. K M Thanawalla	Independent directors
Mr. Marco Wadia	Independent directors
Mrs. Kiran Dhingra	Independent directors

**E. Transactions with related parties during the year and balance as at year end:**

(₹ in Million)

	Parties referred to in (A) above		Parties referred to in (B) above		Parties referred to in (C & D) above	
	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>Sale of Products</b>						
SPGPrints B.V.	75.98	3.00	-	-	-	-
SPGPrints Mexico S.A. De C.V	-	-	4.80	2.07	-	-
SPGPrints Austria GMBH	-	-	0.05	75.22	-	-
SPGPrints Brasil Ltda	-	-	4.70	4.61	-	-
SPGPrints Printing Systems Wuxi Co.,Ltd	-	-	2.49	1.08	-	-
SPGPrints America Inc	-	-	5.48	6.10	-	-
SPGPrints Baski Sistemleri Tic. Ltd. Şti.	-	-	163.22	167.15	-	-
<b>Sub - Total</b>	<b>75.98</b>	<b>3</b>	<b>180.74</b>	<b>256.23</b>	-	-
<b>Sale of Services</b>						
SPGPrints B.V.	3.54	-	-	-	-	-
SPGPrints America Inc	-	-	1.15	1.45	-	-
SPGPrints Printing Systems (Wuxi) Co.,Ltd	-	-	0.07	-	-	-
SPGPrints Mexico S.A. De C.V	-	-	-	0.06	-	-
SPGPrints Austria GMBH	-	-	11.51	22.10	-	-
<b>Sub - Total</b>	<b>3.54</b>	-	<b>12.73</b>	<b>23.61</b>	-	-
<b>Sale of Property, Plant and Equipment</b>						
Mr. Shailesh C Wani	-	-	-	-	-	0.12
Mr. Sanjeev Singh Sengar*	-	-	-	-	0.00	0.00
<b>Sub - Total</b>	-	-	-	-	<b>0.00</b>	<b>0.12</b>





## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 30 RELATED PARTY DISCLOSURES: (CONTD...)

#### E. Transactions with related parties during the year and balance as at year end: (Contd...)

(₹ in Million)

	Parties referred to in (A) above		Parties referred to in (B) above		Parties referred to in (C & D) above	
	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>Purchase of Raw Material and Components</b>						
SPGPrints B.V.	209.45	113.77	-	-	-	-
SPGPrints Austria GMBH	-	-	5.45	1.18	-	-
SPGPrints Printing Systems Wuxi Co Ltd.	-	-	0.15	0.11	-	-
SPGPrints Digital Technology (Wuxi) Co.,Ltd.	-	-	8.24	-	-	-
SPGPrints Brasil Ltda	-	-	-	0.08	-	-
<b>Sub - Total</b>	<b>209.45</b>	<b>113.77</b>	<b>13.84</b>	<b>1.37</b>	-	-
<b>Purchase of Property, Plant and Equipment</b>						
SPGPrints B.V.	48.79	9.40	-	-	-	-
<b>Sub - Total</b>	<b>48.79</b>	<b>9.40</b>	-	-	-	-
<b>Expenses Recovered from other companies</b>						
SPGPrints B.V.	2.22	0.54	-	-	-	-
SPGPrints Austria GMBH	-	-	0.12	0.19	-	-
SPGPrints Brasil Ltda	-	-	0.32	0.51	-	-
SPGPrints Baski Sistemleri Tic. Ltd. Şti.	-	-	2.82	2.28	-	-
SPGPrints Mexico, S.A. de C.V.	-	-	0.66	0.56	-	-
Spgprints America Inc	-	-	0.51	0.60	-	-
SPGPrints Printing Systems Wuxi Co.,Ltd	-	-	0.31	0.16	-	-
Tinctura Colour Private Limited	-	-	0.32	0.20	-	-
<b>Sub - Total</b>	<b>2.22</b>	<b>0.54</b>	<b>5.06</b>	<b>4.50</b>	-	-
<b>Remuneration (refer note 1 below)</b>						
Mr. Shailesh C Wani	-	-	-	-	15.13	19.71
Mr. Paras Mehta	-	-	-	-	5.62	5.97
Mr. Sanjeev Singh Sengar	-	-	-	-	2.85	2.87
<b>Sub - Total</b>	-	-	-	-	<b>23.60</b>	<b>28.55</b>
<b>Commission to Independent Directors</b>						
Mr. K M Thanawalla	-	-	-	-	1.02	1.51
Mr. Marco Wadia	-	-	-	-	0.35	0.52
Mrs. Kiran Dhingra	-	-	-	-	0.35	0.52
<b>Sub - Total</b>	-	-	-	-	<b>1.72</b>	<b>2.55</b>
<b>Sitting fees</b>						
Mr. K M Thanawalla	-	-	-	-	0.38	0.38
Mr. Marco Wadia	-	-	-	-	0.35	0.35
Mrs. Kiran Dhingra	-	-	-	-	0.22	0.22
<b>Sub - Total</b>	-	-	-	-	<b>0.95</b>	<b>0.95</b>
<b>Purchase of services</b>						
SPGPrints B.V.	-	0.02	-	-	-	-
SPGPrints Austria GMBH	-	-	1.39	-	-	-
SPGPrints Baski Sistemleri Tic. Ltd. Şti.	-	-	0.39	1.02	-	-
<b>Sub - Total</b>	-	<b>0.02</b>	<b>1.78</b>	<b>1.02</b>	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

**30 RELATED PARTY DISCLOSURES: (CONTD...)**
**E. Transactions with related parties during the year and balance as at year end: (Contd...)**

(₹ in Million)

	Parties referred to in (A) above		Parties referred to in (B) above		Parties referred to in (C & D) above	
	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022	Year ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>Expenses charged by other companies</b>						
SPGPrints B.V.	10.11	7.97	-	-	-	-
SPGPrints Austria GMBH	-	-	0.50	-	-	-
<b>Sub - Total</b>	<b>10.11</b>	<b>7.97</b>	<b>0.50</b>	-	-	-
<b>Group management fees</b>						
SPGPrints B.V.	94.33	86.47	-	-	-	-
<b>Sub - Total</b>	<b>94.33</b>	<b>86.47</b>	-	-	-	-
<b>Royalty expense</b>						
SPGPrints B.V.	23.40	29.77	-	-	-	-
<b>Sub - Total</b>	<b>23.40</b>	<b>29.77</b>	-	-	-	-
<b>Dividend paid</b>						
SPGPrints B.V.	302.69	84.58	-	-	-	-
<b>Sub - Total</b>	<b>302.69</b>	<b>84.58</b>	-	-	-	-
<b>Commission received</b>						
SPGPrints B.V.	-	0.27	-	-	-	-
SPGPrints Austria GMBH	-	-	7.42	14.27	-	-
<b>Sub - Total</b>	-	<b>0.27</b>	<b>7.42</b>	<b>14.27</b>	-	-
<b>Lease rent received</b>						
Tinctura Colour Private Limited	-	-	0.88	0.82	-	-
<b>Sub - Total</b>	-	-	<b>0.88</b>	<b>0.82</b>	-	-
<b>Balance payable at the year-end</b>						
SPGPrints B.V.	99.20	43.42	-	-	-	-
SPGPrints Austria GMBH	-	-	-	0.08	-	-
SPGPrints Baskı Sistemleri Tic. Ltd. Şti	-	-	-	0.07	-	-
SPGPrints Digital Technology (Wuxi) Co.,Ltd.	-	-	1.51	-	-	-
Remuneration Payable to Shailesh Wani	-	-	-	-	0.63	0.26
Remuneration Payable to Paras Mehta	-	-	-	-	0.27	0.20
Remuneration Payable to Sanjeev Singh Sengar	-	-	-	-	0.15	0.13
<b>Sub - Total</b>	<b>99.20</b>	<b>43.42</b>	<b>1.51</b>	<b>0.15</b>	<b>1.05</b>	<b>0.59</b>
<b>Balance receivable at the year-end</b>						
SPGPrints B.V.	23.25	0.66	-	-	-	-
SPGPrints Baskı Sistemleri Tic. Ltd. Şti	-	-	52.21	25.31	-	-
SPGPrints Austria GMBH	-	-	23.34	4.31	-	-
SPGPrints America Inc	-	-	3.43	1.71	-	-
Tinctura Colour Private Limited	-	-	0.10	0.14	-	-
SPGPrints Printing Systems Wuxi Co.,Ltd	-	-	2.01	0.92	-	-
SPGPrints Brasil Ltda	-	-	2.36	1.43	-	-
Spgprints Mexico S A De C V	-	-	4.38	0.41	-	-
<b>Sub - Total</b>	<b>23.25</b>	<b>0.66</b>	<b>87.83</b>	<b>34.23</b>	-	-

\* Figures shown as 0.00 due to conversion to ₹ in million.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 30 RELATED PARTY DISCLOSURES: (CONTD...)

#### E. Transactions with related parties during the year and balance as at year end: (Contd...)

##### Notes:

- (1) The key managerial personnel are covered by the Company's gratuity policy along with other employees of the company. The proportionate amount of gratuity pertaining to the Key Managerial Persons has not been included in the aforementioned disclosures as these are not determined on individual basis and the management considered disclosure is not material.
- (2) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash other than for advance.
- (3) The Company has not provided any commitment to the related party as at 31<sup>st</sup> December, 2023 (31<sup>st</sup> December, 2022: Nil).
- (4) Sitting fees and commission to independent directors as well as variable pay to key managerial personnel are disclosed on actual payment basis.

### 31 REVENUE FROM CONTRACTS WITH CUSTOMERS

	(₹ in Million)	
	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>(a) Revenue from contracts with customers</b>		
Sales of goods	1,708.14	1,934.05
Sales of traded goods	101.79	103.51
Sale of services	33.88	47.13
<b>Total</b>	<b>1,843.81</b>	<b>2,084.69</b>
<b>(b) Revenue from contracts with customers disaggregated based on geography</b>		
India	1,427.90	1,669.23
Outside India	415.91	415.46
<b>Total</b>	<b>1,843.81</b>	<b>2,084.69</b>
<b>(c) Timing of Revenue recognition</b>		
Revenue from goods and installation transferred to customers at a point in time	1,841.76	2,083.72
Revenue from services transferred to customers over time	2.05	0.97
<b>Total</b>	<b>1,843.81</b>	<b>2,084.69</b>

	(₹ in Million)	
	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>(d) Contract Balances</b>		
<b>i) Trade Receivables</b>		
- Opening Balance	234.78	313.22
- Closing Balance	311.50	234.78
<b>ii) Contract Liabilities</b>		
- Opening Balance	42.55	90.11
- Closing Balance	102.91	42.55

Contract liabilities include advance from customers and transaction price allocated to unexpired service obligations.

NOTES TO THE **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023**
**31 REVENUE FROM CONTRACTS WITH CUSTOMERS : (CONTD...)**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>(e) The amount of revenue recognized from amounts included in contract liabilities at the beginning of the year</b>		
- Revenue recognized from performance obligations satisfied	6.00	8.90
- Revenue recognized from supply of Goods	29.58	81.21

**(f) Performance obligation**
**i) Revenue from goods and installation:**

Performance obligation is satisfied upon delivery of goods and upon completion of installation. Payment is generally due within 30 to 120 days after delivery of goods / completion of installation.

**ii) Revenue from annual maintenance services:**

Performance obligation of revenue from annual maintenance services are satisfied over time.

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023	As at 31 <sup>st</sup> December, 2022
<b>(g) Transaction price allocated to remaining performance obligation</b> (unsatisfied or partially unsatisfied) as at 31 December		
- Within one year	249.90	114.66
- More than one year	-	-

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>(h) Reconciliation of the amount of Revenue recognised in statement of profit and loss with the contracted price :</b>		
Revenue as per Contracted Price	1,846.10	2,112.16
Adjustments		
Deferment of unexpired performance obligation	(6.53)	(10.91)
Volume discounts and others	(8.41)	(9.67)
Provision for sales return	12.65	(6.89)
<b>Revenue from contracts with customers</b>	<b>1,843.81</b>	<b>2,084.69</b>

For information about product segments and major customers, refer note 32.

**32 SEGMENT REPORTING**
**A Basis for segmentation**

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

The Company has determined following reporting segments based on the information reviewed by the Company's CODM.

Name of Segment	Comprises
Textile Consumables and Textile Machinery	Perforated Rotary Screens, Lacquer & Auxiliary Chemicals, Rotary Screen Printing Machine, Engraving Equipment, Components and Spares, Digital Ink
Graphics Product	Anilox Rollers, Rotamesh screens and RotaPlate
Galvanic	Galvano consumables



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 32 SEGMENT REPORTING : (CONTD...)

#### Segment revenue and results:

The expenses / income which are not directly attributable to any business segment are shown as unallocable expenditure. The assets/ liabilities which are not directly attributable to any business segment are shown as unallocable assets / liabilities.

#### Segment assets and liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, Inventory and other operating assets. Segment liabilities primarily include trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

### B Information about reportable segments

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023				
	Textile Consumables and Textile Machinery	Graphics Product	Galvanic (refer note 44)	Unallocated	Total
<b>Revenue from Operations</b>					
External sales and services including other operating revenue (net of indirect taxes)	1,951.90	120.66	-	-	2,072.56
<b>Total Revenue</b>	<b>1,951.90</b>	<b>120.66</b>	<b>-</b>	<b>-</b>	<b>2,072.56</b>
<b>Results</b>					
Segment result	173.76	64.95	-	-	238.71
Interest Income net of expense	-	-	-	26.28	26.28
Unallocated expenditure net of unallocated income	-	-	-	(150.80)	(150.80)
<b>Profit before exceptional items and tax</b>	<b>173.76</b>	<b>64.95</b>	<b>-</b>	<b>(124.52)</b>	<b>114.19</b>
Exceptional items (refer note 44)	-	-	-	-	-
<b>Profit Before Tax</b>	<b>173.76</b>	<b>64.95</b>	<b>-</b>	<b>(124.52)</b>	<b>114.19</b>
Current Tax	-	-	-	26.98	26.98
Deferred Tax	-	-	-	(3.16)	(3.16)
<b>Net Profit / (loss) for the year</b>	<b>173.76</b>	<b>64.95</b>	<b>-</b>	<b>(148.34)</b>	<b>90.37</b>
<b>Other Information</b>					
Segment Assets	1,215.18	29.87	-	638.34	1,883.39
Segment Liabilities	423.02	2.87	-	56.85	482.74
Capital Expenditure	70.65	0.79	-	10.23	81.67
Depreciation	53.89	1.69	-	8.04	63.62
Non cash items	48.23	1.50	-	(14.44)	35.29

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

**32 SEGMENT REPORTING : (CONTD...)**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2022				
	Textile Consumables and Textile Machinery	Graphics Product	Galvanic (refer note 44)	Unallocated	Total
<b>Revenue from operations</b>					
External sales and services including other operating revenue (net of indirect taxes)	2,060.54	118.47	179.48	-	2,358.49
<b>Total Revenue</b>	<b>2,060.54</b>	<b>118.47</b>	<b>179.48</b>	<b>-</b>	<b>2,358.49</b>
<b>Results</b>					
Segment result	265.55	63.74	28.42	-	357.71
Interest Income net of expense	-	-	-	30.89	30.89
Unallocated expenditure net of unallocated income	-	-	-	(141.20)	(141.20)
<b>Profit before exceptional items and tax</b>	<b>265.55</b>	<b>63.74</b>	<b>28.42</b>	<b>(110.31)</b>	<b>247.40</b>
Exceptional items (refer note 44)	-	-	77.06	-	77.06
<b>Profit before tax</b>	<b>265.55</b>	<b>63.74</b>	<b>105.48</b>	<b>(110.31)</b>	<b>324.46</b>
Current tax	-	-	-	81.96	81.96
Deferred tax	-	-	-	(5.17)	(5.17)
<b>Net Profit / (loss) for the year</b>	<b>265.55</b>	<b>63.74</b>	<b>105.48</b>	<b>(187.10)</b>	<b>247.67</b>
<b>Other Information</b>					
Segment assets	1,120.81	28.13	-	994.93	2,143.87
Segment liabilities	330.81	5.13	-	70.76	406.70
Capital expenditure	39.84	2.47	-	8.16	50.47
Depreciation	50.24	1.05	0.11	8.38	59.78
Non cash items	50.27	1.63	0.11	(20.79)	31.22

**C Information about secondary business segments**

The Company uses same set of assets for the sales made in the India and outside India. The expenses incurred for sales to be made in India and outside are Common. Accordingly, geographical segment is analysed based on the location of customers. The following provides an analysis of the Company's sales by geographical Markets:

(₹ in Million)

Particulars	Year Ended 31 <sup>st</sup> December, 2022			Year Ended 31 <sup>st</sup> December, 2022		
	India	Outside India	Total	India	Outside India	Total
Revenue*	1,649.23	423.33	<b>2,072.56</b>	1,924.04	434.45	<b>2,358.49</b>
Non-current operating assets**	362.17	-	362.17	349.13	-	349.13
Capital Expenditure incurred	81.67	-	81.67	50.47	-	50.47

\* Segment revenue is based on location of customer

\*\* Segment assets based on geographical location of assets. Non-current operating assets exclude Investment, Deferred tax assets, Tax paid under protest and Income-tax receivables (net of provision for taxation).

The Company does not derive revenue in excess of 10% from any customer for the year ended 31<sup>st</sup> December, 2023 (31<sup>st</sup> December, 2022 ₹ Nil).



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 33 DISCLOSURE OF FINANCIAL INSTRUMENTS BY CATEGORY

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023			As at 31 <sup>st</sup> December, 2022		
	FVTPL*	FVOCI**	Amortized cost	FVTPL*	FVOCI**	Amortized cost
<b>Financial assets</b>						
Investments	-	-	-	-	0.79	-
Trade receivables	-	-	311.50	-	-	234.78
Cash and cash equivalents	-	-	219.10	-	-	237.52
Other bank balance	-	-	121.43	-	-	473.36
Other financial assets	-	-	240.75	-	-	214.05
<b>Total Financial Asset</b>	-	-	<b>892.78</b>	-	<b>0.79</b>	<b>1,159.71</b>
<b>Financial liabilities</b>						
Trade Payables	-	-	276.41	-	-	228.61
Other financial liabilities	-	-	40.87	1.47	-	56.06
<b>Total Financial Liabilities</b>	-	-	<b>317.28</b>	<b>1.47</b>	-	<b>284.67</b>

\*FVTPL = Fair value through profit and loss

\*\*FVOCI = Fair value through other comprehensive income

### 34 FAIR VALUE DISCLOSURES FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES

(₹ in Million)

	As at 31 <sup>st</sup> December, 2023		As at 31 <sup>st</sup> December, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial Assets</b>				
Investments	-	-	0.79	0.79
<b>Total Financial Asset</b>	-	-	<b>0.79</b>	<b>0.79</b>
<b>Financial Liabilities</b>				
Other financial liabilities	-	-	1.47	1.47
<b>Total Financial Liabilities</b>	-	-	<b>1.47</b>	<b>1.47</b>

The management assessed that the fair value of cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to short term maturities of these instruments.

### 35 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets and financial liabilities as at 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022

(₹ in Million)

Assets measured at fair value	Fair value measurement using		
	Date	Quoted Price (Level 1)	Total
Investments	31 <sup>st</sup> December, 2023	-	-
	31 <sup>st</sup> December, 2022	0.79	0.79
Liabilities measured at fair value	Fair value measurement using		
	Date	Significant observable inputs (Level 2)	Total
Other financial liabilities	31 <sup>st</sup> December, 2023	-	-
	31 <sup>st</sup> December, 2022	1.47	1.47

There have been no transfers between level 1 and level 2 during the years.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023

### 36 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprises of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash & cash equivalents and other bank balance that it derives directly from its operations.

The Company's business activities are exposed to a variety of financial risks, namely market risk, credit risk and liquidity risk. The Company's overall risk management focuses to minimize potential adverse effects of financial risks.

The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company. This committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

#### (a) Market risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity risk. Financial instruments affected by market risk include debentures, bank deposits, trade receivables, trade and other payables.

Within the various methodologies to analyse and manage risk, Company has assessed risk based on "sensitivity analysis" on symmetric basis. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 5%

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

The following assumption has been made in calculating the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022.

#### Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's investment in bank deposits. The interest rates for the tenure of the fixed deposits are fixed. However, with the continuous decrease in the returns on fixed deposits, the income earned on such deposits may change in future based on the interest rates.

The sensitivity analysis have been carried out based on the exposure to interest rates for bank deposits:

(₹ in Million)

	Effect on profit before tax	
	Year Ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
Interest rate sensitivity		
Increase in interest rates - 0.50%	2.90	3.61
Decrease in interest rates - 0.50%	(2.90)	(3.61)





## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### Foreign currency risk :

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's foreign currency risk arises out of various imports of raw materials and exports of its finished goods. The Company has a forex policy in place where the objective is to mitigate foreign exchange risk by deploying the appropriate hedging strategies through use of foreign currency forward contracts. The Company follows netting principle for managing the foreign exchange exposure.

The carrying amounts of the company's foreign currency denominated monetary assets and liabilities based on gross exposure at the end of the reporting period is given in note no 38.

### Foreign currency sensitivity

The following table demonstrates the sensitivity in the USD and EURO to the functional currency of the Company, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. There are no forward exchange contracts designated as cash flow hedges and net investment hedges and hence, there is no impact on the Company's pre-tax equity due to changes in the foreign currency rates. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities has been given below;

(₹ in Million)

	Effect on profit before tax	
	Year Ended 31 <sup>st</sup> December, 2023	Year ended 31 <sup>st</sup> December, 2022
<b>USD sensitivity</b>		
USD – Increase by 5%	-	0.18
USD – Decrease by 5%	-	(0.18)
<b>EURO sensitivity</b>		
EURO – Increase by 5%	5.75	1.20
EURO – Decrease by 5%	(5.75)	(1.20)

### Commodity risk :

The Company is expose to the purchase price volatility of commodity i.e. Nickel based on London Metal Exchange. Any material fluctuation in price is expected to have impact on profitability of the company. As a policy, the company keeps safety stock for couple of month to avoid immediate price impact. Further, the company has made arrangement with its large customers to mitigate risk of such price fluctuation built in its nickel price. For other customers, the company appropriately changes its sale price to minimise the impact on profitability.

Considering above, the company manages its commodity risk quite successfully and hence the management believe that sensitivity disclosure is not required to be given as there are no major impact on profitability of the company.

### (b) Credit risk :

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk related to operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. The Company does not have significant credit risk exposure to any single counterparty.

### Trade receivables

Customer credit risk is managed by each division subject to the established policy, procedures and control relating to customer credit risk management. Credit risk is managed through credit approvals and establishing credit limits. Outstanding customer receivables are regularly monitored. The Company has concentration of credit risk with respect to one customer as at 31<sup>st</sup> December, 2023 i.e. SPGPrints Baskı Sistemleri Tic. Ltd. Şti - ₹ 52.21 Million (31<sup>st</sup> December, 2022 ₹ 25.31 Million).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

The Company has used a practical expedient by computing the expected loss allowance for trade receivable based on historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due. The details disclose related to ageing and provision movement has been given in note no 7.

### Financial Instruments and cash deposits

Credit risk from balances with banks is managed by the Company's finance department. The Company's maximum exposure to credit risk from balance with bank is the carrying value of each class of financial assets disclosed in note no 8.

### (c) Liquidity risk :

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity by ensuring that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecast to ensure it has sufficient cash on an on-going basis to meet operational needs. Any Short term cash generated, over and above its working capital management and other operational requirement, is retained as cash and cash equivalents (to the extent required) and any excess is invested in term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ in Million)

	Carrying Amount	Within 1 Year	1 to 5 Year	More than 5 Year
<b>As at 31<sup>st</sup> December, 2023</b>				
Trade payables	276.41	276.41	-	-
Other financial liabilities	40.87	40.87	-	-
<b>Total</b>	<b>317.28</b>	<b>317.28</b>	-	-
<b>As at 31<sup>st</sup> December, 2022</b>				
Trade payables	228.61	228.61	-	-
Other financial liabilities	56.06	56.06	-	-
<b>Total</b>	<b>284.67</b>	<b>284.67</b>	-	-

## 37 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The Company manages its capital structure and makes adjustments in light of changes in economic conditions or its business requirements. The Company maintains a debt free status and regularly declares dividend to its shareholders.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31<sup>st</sup> December, 2023 and 31<sup>st</sup> December, 2022.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

### 38 DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURES

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts and Currency Options for speculative purposes.

#### a) Hedge of Receivables:

There is no outstanding forward contract as on 31<sup>st</sup> December, 2023.

	31 <sup>st</sup> December, 2022			
	Purpose	Currency	Foreign currency amount in million	Amount in ₹ million
Forward contract to sale EURO	Hedge of Receivable	Euro	0.47	40.31

#### (b) Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet date:

	Currency	31 <sup>st</sup> December, 2023		31 <sup>st</sup> December, 2022	
		Amount in Foreign Currency	(₹ in Million)	Amount in Foreign Currency	(₹ in Million)
		Amount Receivable	EURO	1.35	124.52
USD	0.07	5.54	0.05	4.08	
Amount Payable	EURO	0.10	9.57	0.11	9.82
	USD	0.07	5.55	0.01	0.48
	GBP*	0.00	0.01	-	-

\* Figures shown as 0.00 due to conversion to ₹ in million.

### 39 DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
(a) Gross amount required to be spent by the Company during the year		
- CSR obligation for current financial year	5.98	6.28
- Unspent amount of CSR obligation of previous financial year	-	-
- <b>Total CSR obligation</b>	<b>5.98</b>	<b>6.28</b>
(b) Amount approved by the Board to be spent during the year:	6.00	6.30
(c) Amount spent during the year:		
(i) On purposes of construction / acquisition of any assets:	-	-
(ii) On purposes other than (i) above:		
- In Cash	3.44	3.76
- Yet to be paid in Cash	-	-
(d) Shortfall at the end of the year:	2.54	2.52
(e) Total of previous years shortfall at the end of the year:	-	-
(f) Provision movement during the year:		
Opening provision at the beginning of the year	2.54	-
Addition during the year	6.00	2.54
Utilised during the year	5.98	-
Closing provision at the end of the year	2.56	2.54
(g) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	-	-
(h) Reason for Shortfall		

The shortfall amounting to ₹ 2.54 Million (December 31, 2022: ₹ 2.52 Million) pertains to ongoing projects which has been transferred to separate unspent CSR account subsequent to year end in accordance with the provisions of section 135(6) of the Companies act, 2013.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

**39 DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE (Contd...)**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
<b>(i) Details of Ongoing Projects</b>		
In case of S. 135(6) (Ongoing Project)		
<b>Particulars</b>		
Opening balance		
- with Company	2.54	-
- in unspent CSR account	-	-
Amount required to be spent during the year	2.56	2.54
Amount spent during the year		
- from Company's bank account	-	-
- from unspent CSR account	2.54	-
Closing balance		
- with Company	2.56	2.54
- in unspent CSR account	-	-
<b>(j) Nature of CSR activities</b>		
(i) Livelihood program by promoting local crafts work in Kachachh region of Gujarat		
(ii) Operators training program in Gujarat		
(iii) Scholarship Program in selective engineering courses on pan India basis		
(iv) Contribution for providing artificial limbs to physically challenged people		

**40 DIVIDEND REMITTED IN FOREIGN CURRENCY**

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Amount remitted (₹) (final dividend)	69.74	84.58
Dividend related to financial year	31 <sup>st</sup> December, 2022	31 <sup>st</sup> December, 2021
Amount remitted (₹) (one-time special (interim) dividend)	232.95	-
Dividend related to financial year	31 <sup>st</sup> December, 2023	-
Number of non-resident shareholders	1	1
Number of shares	14,83,777	14,83,777

**41 RESEARCH AND DEVELOPMENT EXPENSES**

(₹ in Million)

	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022
Revenue expenditure	3.54	3.64
	<b>3.54</b>	<b>3.64</b>

**42 RATIO ANALYSIS**

Particulars	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022	% Change	Reason for changes more than 25%
<b>1 Current Ratio (in times)</b>				
Current assets/ Current liabilities	3.20	4.29	-25.56%	refer note (A) below
<b>2 Debt Equity Ratio (in times)</b>				
(Total Debt / Total Equity)	Not applicable	Not applicable	Not applicable	Not applicable
Total Debt = Debt comprises of non current borrowings (including current maturities of borrowings), current borrowings and interest accrued on borrowings.				
Total Equity = Shareholders' Equity				



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER, 2023

Particulars	Year Ended 31 <sup>st</sup> December, 2023	Year Ended 31 <sup>st</sup> December, 2022	% Change	Reason for changes more than 25%
<b>3 Debt Service Coverage Ratio (in times)</b> (Profit after tax + Interest expense + depreciation and amortisation expense+loss/(profit) on sale of fixed assets+exceptional items)/(principal repayment of non-current borrowings made during the period + Interest expenses+lease payment)	Not applicable	Not applicable	Not applicable	Not applicable
<b>4 Return on equity ratio (%)</b> (Profit for the year / Average net worth) (Net worth is calculated as per section 2(57) of the Companies Act, 2013)	6%	15%	-61.11%	refer note (B) below
<b>5 Inventory turnover ratio (in times)</b> (Cost of goods sold / Average Inventory)	2.17	2.88	-24.40%	Not applicable
<b>6 Trade receivables turnover ratio (in times)</b> (Revenue from operation /Average trade receivable)	7.59	8.61	-11.85%	Not applicable
<b>7 Trade payables turnover ratio (in times)</b> (Purchases /Average trade payable)	5.03	8.27	-39.16%	refer note (C) below
<b>8 Net capital turnover ratio (in times)</b> (Revenue from operation /working capital) Working capital = Current assets - Current liabilities	2.06	1.86	10.57%	Not applicable
<b>9 Net profit ratio (%)</b> (Net profit for the year / revenue from operations)	4.36%	10.50%	-58.48%	refer note (D) below
<b>10 Return on capital employed (%)</b> (Profit before exceptional item, interest and taxes for the year / Capital employed) Capital employed = Net worth+total debt+ deferred tax liabilities	8.29%	14.32%	-42.09%	refer note (E) below
<b>11 Return on Investment (%)</b> (Income generated from investment / Cost of investment)	5.63%	5.09%	10.61%	Not applicable

### Notes :

- A Decrease was primarily on account of decrease in current assets and increase in current liabilities.
- B Decrease on account of decrease in net profit and decrease in net worth.
- C Decrease due to decrease of purchases and increase in trade payable.
- D Decrease on account of decrease in net profit and there was exceptional income in previous year.
- E Decrease on account of decrease in net profit.

### 43 OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023

### 43 OTHER STATUTORY INFORMATION (Contd...)

- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vi) The Company does not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) Additional Regulatory Information/disclosures as required by General Instructions to Division II of Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

**44** The Company received notice from Atul Sugar Screens Private Limited ('Atul') on 10<sup>th</sup> November, 2020 intimating termination of the Contract Manufacturing Agreement ('CMA'), earlier than the notice period stipulated in CMA entered in April 2018 for manufacturing the sugar sieves for Atul. Pursuant to the above notice, the Company had entered into a "Settlement Agreement" with Atul during September 2021, determining the compensation and schedule of activities for closure of CMA over the period of time not later than July 2022. During the year ended 31<sup>st</sup> December, 2022, pursuant to completion of activities mentioned in the agreement, the company had recorded consideration for such activity amounting to ₹ 77.06 million which has been disclosed as 'exceptional item' in these financial statements. The entire consideration as mentioned above is already received during the previous year.

### 45 EVENTS OCCURRED AFTER BALANCE SHEET DATE:

Board of Directors have recommended the dividend of ₹ 17 per equity share having face value of ₹ 10 each (170%) for the financial year ended 31<sup>st</sup> December, 2023 which is subject to approval of the members at their annual general meeting

### 46 PREVIOUS YEAR FIGURES:

Previous year figures have been regrouped /reclassified whenever necessary to conform this year's classification.

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

**per Mustafa Saleem**

Partner

Membership No. 136969

Place : Pune

Date : 26<sup>th</sup> February, 2024

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

**Stovec Industries Limited**

CIN: L45200GJ1973PLC050790

**K. M. Thanawalla**

Chairman

(DIN: 00201749)

Place : Singapore

Date : 26<sup>th</sup> February, 2024

**Paras Mehta**

Chief Financial Officer

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Shailesh Wani**

Managing Director

(DIN: 06474766)

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024

**Sanjeev Singh Sengar**

Company Secretary

Place : Ahmedabad

Date : 26<sup>th</sup> February, 2024



CIN: L45200GJ1973PLC050790

**STOVEC**<sup>®</sup>  
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