

**QUALITY THAT HELPS
IN NATION BUILDING**

**34th
ANNUAL
REPORT
2022-23**



KISAN MOULDINGS LIMITED

CONTENTS

1.	CORPORATE OVERVIEW	Page No.
	1. CORPORATE INFORMATION	02
	2. PRODUCT SEGMENTS.....	03
2.	STATUTORY REPORTS	
	1. DIRECTORS' REPORT	06
	2. MANAGEMENT DISCUSSION & ANALYSIS	17
	3. REPORT ON CORPORATE GOVERNANCE	26
	4. CERTIFICATES.....	47
3.	FINANCIAL STATEMENTS	
	1. INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS	52
	2. STANDALONE FINANCIAL STATEMENTS	64
	3. INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS.....	99
	4. CONSOLIDATED FINANCIAL STATEMENTS	113
4.	NOTICE	
	1. NOTICE OF ANNUAL GENERAL MEETING	146
	2. EXPLANATORY STATEMENTS	157
	3. ANNEXURE A.....	161

ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY

Date : Friday, September 29, 2023

Time : 3.30 p.m.

E-VOTING SCHEDULE

CUT OFF DATE	START DATE	END DATE
Friday, September 22, 2023	Tuesday, September 26, 2023 (9:00 a.m.)	Thursday, September 28, 2023 (5:00 p.m.)

Forward looking statement

In this Annual Report, we have disclosed forward-looking information to enable Stake Holders to comprehend our prospects and take Relative decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



CORPORATE **OVERVIEW**

Corporate Information

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

- Mr. Sanjeev Aggarwal - Chairman & Managing Director (DIN: 00064076)
- Mr. Rishav Aggarwal - Whole-time Director (DIN: 05155607)

NON EXECUTIVE DIRECTORS

- Mr. Sunil Agarwal - Independent Director (DIN: 10068195) - w.e.f February 13, 2023
- Ms. Sonal Kasat - Independent Director (DIN: 10042917) - w.e.f February 13, 2023
- Mr. Muktesh Jain - Independent Director (DIN: 03340682) - w.e.f August 14, 2023
- Mrs. Bhavika Ghuntla - Independent Director (DIN:10084723) - w.e.f August 14, 2023

LISTING

BSE Limited

REGISTERED OFFICE

Kisan Mouldings Limited
26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road,
Andheri (East), Mumbai - 400 072. India.
Tel: 42009100/9200,
Email ID: cs.kisan@kisangroup.com
Website: www.kisangroup.com

CORPORATE IDENTIFICATION NUMBER

L17120MH1989PLC054305

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400083
Tel. No.: 022 - 4918 6270/6000,
Fax No. : 022-4918 6060
Email: rnt.helpdesk@linkintime.co.in

KEY MANAGERIAL PERSONNEL

- Mr. Suresh Purohit - Chief Financial Officer
- Mr. Vijay Joshi - Company Secretary & Compliance Officer

STATUTORY AUDITOR

- M/s S. Guha & Associates, Chartered Accountants
- M/s Sen & Ray, Chartered Accountants

SECRETARIAL AUDITOR

M/s. AVS & Associates, Company Secretaries

INTERNAL AUDITOR

M/s. KAVA & Associates, Chartered Accountants

COST AUDITOR

M/s. Bhanwarlal Gurjar & Co., Cost Accountants

BANKERS

- Punjab National Bank
- Union Bank of India
- The Shamrao Vithal Co-op Bank Ltd.
- IDBI Bank Ltd
- ICICI Bank Ltd

PLANT LOCATIONS

- Survey no. 64/1, 63/1, 70, 71, 72, 74/1/1 Village - Mahagaon, Taluka-Palghar, Boisar, Dist, Thane (Maharashtra).
- Survey No. 34/1/1, Village - Umerkui, Silvassa - D. & N.H. (U. T.)-396 230.
- Plot No. 5-A/5 Industrial Area No. 2, Dewas, Madhya Pradesh - 455001.
- Survey No. 108/1/6, Surangi Road, Near Khadoli Sub Station, Silvassa -396 230

Product Segments

Kisan Mouldings Limited (KML) has built a plethora of products in the plastic piping and irrigation industry and is positioned to gain traction in the market there by bringing in with it stronger sales, higher growth, improved customer services and higher profitability. The products address the needs of various customers spanning from architects, builder, farmers and individuals.

The refresh in the existing product line and the introduction of new products are uniquely placed to cater to different target markets. This gives KML the confidence to be aggressive in re-gaining market share. We are confident of the fact with the investments made in technical know-how and the product line will reap rich dividends over the coming years.

Our Product basket consists of the following:



1. **KML CLASSIC CPVC Plumbing System:** The Chlorinated Polyvinyl Chloride pipe is manufactured at the plant which is located in Boisar, Maharashtra the usage of these products is mainly Residential, Commercial Buildings, Hotels, Educational Institutions and Swimming Pools whose application is used to distribute water of both hot and cold temperatures. The products are manufactured using high quality resin and technology from Japan. The pipes are free from corrosion and work well in conditions where the soil or atmospheric conditions are at an extreme. The CPVC pipes are usually known to have longer life expectancy (50 years) in comparison to the galvanized iron pipes.
2. **FREE flow UPVC plumbing pipes (ASTM):** The Unplasticized Polyvinyl Chloride (UPVC) pipes are manufactured in the state-of-the-art plants based in Tarapur location. These pipes are used in multifarious application like any other CPVC product. The pipes are mainly installed for transporting drinking water without causing any changes to the water properties. The pipes manufactured by KML are chemical and corrosion resistant and are durable and stronger. The pipes are easy to install, low in maintenance and high life expectancy making it a cost effective solution for the user.

3. **Soil, Waste & Rain water system (S.W.R.):** These pipes find their usage in drainage & sewerage applications and are more superior and durable than the conventional drainage systems.

These pipes are available in the range of Permafit and Classic with diameters ranging from 40mm to 200mm. These pipes are light in weight and cost effective. The pipes of such kind do not require maintenance or inspection which is why its performance is always unblemished. The SWR pipes are also less prone to damage during transit and the pipes are corrosion and rodent resistant.

4. **Irrigation systems:** Irrigation is an important aspect of farming and agriculture in India. It means supplying water to regions/areas which are dry and mainly will be used for cultivation. India being an agrarian economy, irrigation continues to be the backbone. In order to facilitate irrigation, KML manufactures products which are mainly drip and sprinkle irrigation. The irrigation products enable to save water consumption by 50-70%. It has also shown significant increase in the yield of the crop.

5. **Solvents:** : The solvent cements are used mainly for joining the pipes and fitting. These solvents vary for the different kind of pipes i.e. UPVC, CPVC, HDPE and are available in plastic pet bottles, cans, carboys and barrels.

STATUTORY REPORTS



DIRECTORS' REPORT

To,
The Members,
Kisan Mouldings Limited

The Board of Directors ('Board') have pleasure in presenting the Company's **Thirty-Fourth (34th) Annual Report** on the business and operations of the Company together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2023.

1. FINANCIAL SUMMARY/ HIGHLIGHTS:

The Company's financial performance for the Financial Year ended March 31, 2023 is summarised below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY. 2022-23	FY.2021-22	FY.2022-23	FY.2021-22
Revenue from operations	27,299.36	30,716.88	27,299.36	30716.88
Add:- Other Income	247.92	371.85	246.72	370.65
Total Income	27547.28	31,088.73	27,546.08	31087.53
Total Expenses	32,990.95	39,587.18	32,996.70	39,596.17
Profit/ (loss) before tax (PBT)	(5443.67)	(8498.46)	(5450.62)	(8508.64)
Less:- Tax expenses	0.00	0.00	0.00	0.00
Profit/ (loss) after tax (PAT)	(5443.67)	(8498.46)	(5450.62)	(8508.64)
Other Comprehensive Income/ (Loss)	30.83	23.54	30.83	23.54
Total Comprehensive income/ (loss)	(5412.84)	(8474.92)	(5419.79)	(8485.11)

2. INDIAN ACCOUNTING STANDARDS:

Pursuant to the notification issued by the Ministry of Corporate Affairs dated February 16, 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015, the Company has adopted Indian Accounting Standards (Ind-AS) with effect from April 1, 2017.

3. FINANCIAL PERFORMANCE:

On Standalone and consolidated basis, the revenue from operations for Financial Year 2022-23 stood at ₹ 27299.36 lakhs as compare to ₹ 30716.88 in the previous year 2021-22,. The Company incurred a loss of ₹ 5450.62 lakhs in the FY. 2022-23 as compared to ₹ 8508.64 Lakhs in the previous year FY. 2021- 22.

A decrease in turnover was on account of reduction in unit sales as compared to previous year. There has been disproportionate hike in raw material and other input cost across the board and strain in fully passing on the increased input cost to the consumer resulted in increase in losses during the year under review.

In order to increase further sales in the near future, the Company is planning to adopt various strategies and programmes which will boost the demand for the Company's products. The Company is of the view to focus on magnifying innovations in the marketplace through brilliant execution and on building markets of the future or what we call as 'market development' and thereby enhancing stakeholders value.

4. TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to any Reserves.

5. DIVIDEND:

In view of the losses incurred, your directors do not recommend any dividend during the year under review.

6. SHARE CAPITAL:

Issued, subscribed and paid up equity share capital of the Company is ₹ 33,86,30,650/- divided in to 3,38,63,065 Equity shares of face value of ₹ 10/- each.

There is no increase in paid up equity capital during the year under review. Further, the Company has neither issued any shares with differential voting rights nor granted any stock options or sweat equity and does not have any scheme to fund its employees to purchase the shares of the Company. No further, no securities are issued during the year under review.

7. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms as an integral part of this Report.

8. DEPOSITS:

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 and Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT AND CHANGE IN NATURE OF BUSINESS OF THE COMPANY:

There are no other material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

10. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS:

Pursuant to provisions of Section 143 (12) of the Companies Act, 2013 there were no frauds reported by the Auditors of the Company during the year under review, to the Audit Committee or the Board of Directors, as such there is nothing to report under Section 134 (3) (ca) of the Companies Act, 2013.

11. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, the Board of Directors make the following

statements to the best of their knowledge and ability:

- That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation and that no material departures have been made from the same;
- That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the losses of the Company for the year ended on that date;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the annual financial statements have been prepared on a going concern basis;
- That the directors had laid down proper internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. .

12. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and that of Articles of Association of the Company, Mr. Rishav Aggarwal (DIN: 05155607), Whole Time Director of the Company, being longest in the office is liable to retire by rotation at ensuing 34th Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. Appointments and cessations of Directors & Key Managerial Personnel during the year are as under:

Appointments:

- Mr. Sunil Agarwal, on recommendation of Nomination and Remuneration Committee, was appointed as the Independent Director of the Company with effect from February

13, 2023 by the Board of Directors at their meeting and Shareholder's approval obtained at EGM held on May 12, 2023.

- Ms. Sonal Kasat, on recommendation of Nomination and Remuneration Committee, was appointed as the Independent Director of the Company with effect from February 13, 2023 by the Board of Directors at their meeting and Shareholders' approval obtained at EGM held on May 12, 2023.
- Subsequent to 31st March 2023, at the Board Meeting of the Company held on August 14, 2023, the Board appointed Mr. Muktesh Jain (DIN: 03340682) as Independent Director of the Company for a period of 5 years, subject to the approval of shareholders at ensuring 34th Annual General Meeting of the Company.
- Subsequent to 31st March 2023, at the Board Meeting of the Company held on August 14, 2023, the Board appointed Mrs. Bhavika Ghuntla (DIN: 10084723) as Independent Director of the Company for a period of 5 years, subject to the approval of shareholders at ensuring 34th Annual General Meeting of the Company.

Cessation:

- Mr. Dinesh Modi (DIN: 00004556) resigned as Independent Director of the Company with effect from the closing of business hours on November 14, 2022.
- Mr. Jhumarlal Bhalgat (DIN: 08693670) ceased as Independent Director of the Company with effect from the closing of business hours on February 13, 2023.
- Mrs. Urvashi Dharadhar (DIN: 08279196) resigned as Independent Director of the Company with effect from the closing of business hours on April 12, 2023.

Pursuant to requirements of the Section 203 of the Companies Act, 2013, the Board of Directors noted that Mr. Sanjeev Aggarwal (DIN: 00064076), Chairman & Managing Director, Mr. Rishav Aggarwal (DIN: 05155607), Whole-time Director, Mr. Suresh Purohit, Chief Financial Officer and Mr. Vijay Joshi, Company Secretary & Compliance Officer of the Company are the Key Managerial Personnel of the Company as on the date of this report.

Brief profile of the Directors proposed to be appointed/ re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and Secretarial Standard – II on General meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are provided in the Notice of 34th AGM of the Company.

13. DECLARATION BY INDEPENDENT DIRECTORS:

All Independent Directors of the Company have submitted a declaration under section 149(7) of the Companies Act, 2013 and confirmed that they meet the criteria of independence as mentioned under the provisions of sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with declaration received pursuant to sub rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time. The Independent Directors have also confirmed that they have complied with Schedule IV of the Companies Act, 2013 and the Company's Code of Conduct.

14. STATEMENT OF BOARD OF DIRECTORS:

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company possesses highest standard of integrity, relevant expertise and experience required to best serve the interest of the Company.

15. NOMINATION AND REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee, the Board had adopted the Nomination & Remuneration Policy for selection and appointment of Directors, Senior Management including Key Managerial Personnel (KMP) and their remuneration. The details of Remuneration Policy are stated in the Corporate Governance Report. The details of this policy have been posted on the website of the Company viz. <http://www.kisangroup.com/investorrelations/code-policies.php>

16. BOARD EVALUATION:

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, Statutory Committees of the Board viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and Individual Directors and Chairperson. The evaluation process