



MADHUCON PROJECTS LIMITED

(CIN:L74210TG1990PLC011114)

AN ISO-9001 : 2008 COMPANY

**33rd Annual Report
2022 - 2023**



Corporate Information

Board of Directors

Mr. RamadasKasameni	Chairman and Independent Director
Mr. N.Seethaiah	Managing Director
Mr. Mohammed Shafi	Joint Managing Director
Mr. P.Madhava Rao	Independent Director
Mrs. Ch.Lakshmi Kumari	Woman-Independent Director
Mr. Madhu Malampati	Non-Executive Director (up to 11-11-2022)
Mr. K. Venkateswarlu	Director cum CFO (w.e.f.11-11-2022)
Mrs. Geeta Bathula	Independent Director (w.e.f.28-06-2023)
Mr. Samba Siva Rao Jasly	Director-Finance & Accounts (w.e.f.28-06-2023)

Key Managerial Personnel

Mr. K. Venkateswarlu	Chief Financial Officer
Mr. D. Malia Reddy	Company Secretary

Registered Office

1-7-70, Madhu Complex, Jublipura,
Khammam-507003.

Corporate Office

Madhucon House, Plot No.1129/A,
Road No.36, Jubilee Hills, Hyderabad-500033.

Statutory Auditors

M/s P.Murali & Co.,
Chartered Accountants,
6-3-655/2/3, Somajiguda,
Hyderabad-500036

Registrar & Share transfer Agents

M/s Kfin Technologies Private Limited
Karvy Selenium Tower-B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad-500032

Bankers

Axis Bank Limited,
Canara Bank,
ICICI Bank Limited,
Punjab National Bank

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To
The Members,
Madhucon Projects Limited

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Madhucon Projects Limited will be held on **Friday, 29th September, 2023 at 03:00 P.M (IST)** at the Registered Office of the Company situated at 1-7-70, Madhu Complex, Jubilpura, Khammam-507003 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Audited Standalone Financial Statements of the Company in IND AS format for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated Financial Statements of the Company in IND AS format for the financial year ended 31st March, 2023 together with the report of the Auditors thereon.
- To appoint a director in place of Mr. Seethaiah Nama (DIN: 00784491) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- Ratification of the appointment of Mr. K. Venkateswarlu (DIN 09713108) as a "Director Cum CFO" of the Company.
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 and such other approvals as may be required if any, consent of the Board of Directors be and is hereby accorded for appointment of Mr. K. Venkateswarlu (DIN 09713108) as an additional director in the position of "Director cum CFO" of the Company w.e.f 11th November, 2022 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 and he will be liable retire by rotation."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all such necessary action to give effect to this resolution and to file requisite Form DIR-12 to Registrar of Companies, Hyderabad and to do all such necessary acts, deeds and compliances as may be required."

- Ratification of the appointment of Mr. Sambasiva Rao Jasty (DIN: 09526475) as a "Director-Finance & Accounts" of the Company.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 and recommendation of the nomination and remuneration committee and such other approvals as may be required if any, consent of the Board of Directors be and is hereby accorded for appointment of Mr. Sambasiva Rao Jasty (DIN: 09526475) as additional director in the position of "Director-Finance &Accounts" of the Company w.e.f. 28th June, 2023 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 and he will be liable retire by rotation."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all such necessary action to give effect to this resolution and to file requisite Form DIR-12 to MCA/Registrar of Companies, Hyderabad and compliances as may be required."

- Ratification of the appointment of Mrs. Geeta Battula (DIN 10205129) as an "Independent Director" of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Geeta Battula (DIN: 10205129), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 28, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till June 27, 2028 and that she shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all such necessary action to give effect to this resolution and to



file requisite Form DIR-12 to MCA/Registrar of Companies, Hyderabad and compliances as may be required."

6. To appoint and approve the remuneration of the Cost Auditor for the financial year ending on 31st March, 2024.

To consider and, if thought fit, to pass, with or without modifications, 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 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the remuneration of Rs 1,50,000.00 (Rupees One Lakh fifty Thousand only) inclusive of all taxes payable, M/s AS RAO & CO., Cost Accountants (Firm Registration No. 000328), the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company for the financial year ending 31st March, 2024, as recommended by Audit Committee and approved by Board of Directors be and is hereby ratified.

"RESOLVED FURTHER THAT the Board of Directors of the Company 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."

7. Approval for Non-Provision of the Interest on Working Capital Loans & Unsecured Loans of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT the total interest provisions on Rs. 525.26 Cr. and Rs. 8.23 Cr. Working Capital Loans and Term Loan respectively aggregating to Rs. 533.49 Cr. for the full financial year 2022-23 be not applied and provided for in the books of accounts of the Company on the basis that the Company has submitted the One Time Settlement proposal to all Working Capital Banks and Financial Institutions. Company is working for the approval, with required improvements, modifications, if any, as may be mutually agreed upon by and between the Company and Working Capital Banks / Financial Institutions."

**By Order of the board
for Madhucon Projects Limited**

Place: Hyderabad
Date: 12-08-2023

**D. Mallu Reddy
Company Secretary**

NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary instructions is given in the subsequent paragraphs.
3. The Company has appointed Mrs. Vendra Madhumita, Practicing Company Secretary (Membership No. ACS 52965) (PCS No. 19626), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
4. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him/her-self and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. Proxy form is attached herein. A person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder as per rule 19 of the Companies (Management and Administration) Rules, 2014.
5. In line with the MCACirculars, the notice of the 33rd AGM along with the Annual Report 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2022-23 will be available on the Company's website at <https://www.madhucon.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, (Unit: Madhucon Projects Limited) Selenium Tower B, Plot No. 91 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.



7. Brief profile of the Directors proposed to be appointed / re-appointed is given as under as per the provisions of Regulation 36(3) of the Listing Regulations.
8. Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / KFinTech for receiving all communications from the Company electronically.
9. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: Madhucon Projects Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2023 to Friday 29th September, 2023 (both days inclusive).
11. Members are requested to note that, dividends F.Y. 2015-16 if not cashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transfer to the Investor Education and Protection Fund ("IEPF") on due date in February, 2024.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Friday, 22nd September, 2023 through email to cs@madhucon.com. The same will be replied by the Company suitably.

Name of Director	Mr. K. Venkateswarlu	Mr. J.Samba Siva Rao	Mrs. Geeta Battula
Date of Birth	29-04-1959	10-07-1974	25-01-1970
Nationality	Indian	Indian Indian	
Date of appointment	11-11-2022	28-06-2023	28-06-2023
Qualifications	Chartered Accountant	ICWA B.A. & B.L.	
Expertise in Functional Area Business	Accounts & Financial Professional	Finance & Accounts Professional	An Advocate, Legal Professional
Shares held in the Company	NIL	NIL	NIL
List of Directorships held in other Companies	NIL	NIL	NIL
Chairman/Member Committee of Boards of other Companies in which he/she is a Director	NIL	NIL	NIL



ANNEXURE TO NOTICE:

Explanatory Statement Pursuant to the provisions of Section 102(1) of the Companies Act, 2013:

The following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos. 3 to 7 of the accompanying Notice.

Item No. 3: Ratification of the appointment of Mr. K. Venkateswarlu (DIN 09713108) as a "Director Cum CFO" of the Company:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on November 11, 2022 appointed Mr. K. Venkateswarlu as an Additional Director in the capacity of Director Cum CFO of the Company with effect from November 11, 2022 subject to the approval of the shareholders through an ordinary resolution.

Based on the recommendation of the nomination and remuneration committee, the Board, at meeting held on November 11, 2022 has recommended the appointment of Mr. K. Venkateswarlu as Director Cum CFO, shall liable to retire by rotation with effect from November 11, 2022. The Company has received consent letter and also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. K. Venkateswarlu to the office of Director Cum CFO. In the opinion of the Board and based on its evaluation, Mr. K. Venkateswarlu fulfils the conditions specified under the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. K. Venkateswarlu as Director Cum CFO of the Company pursuant to Sections 149, 152 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. K. Venkateswarlu, to whom the resolution relates, is interested in or concerned, in passing the proposed aforesaid resolution.

The Board recommends the Ordinary Resolution set forth in Item no. 3 for the approval of members.

Item No. 4: Ratification of the appointment of Mr. Sambasiva Rao Jasty (DIN: 09526475) as a "Director-Finance & Accounts" of the Company:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on June 28, 2023 appointed Mr. Sambasiva Rao Jasty (DIN: 09526475) as an Additional Director in the capacity of Director-Finance & Accounts of the Company with effect from June 28, 2023 subject to the approval of the shareholders through an ordinary resolution.

Based on the recommendation of the nomination and remuneration committee, the Board, at meeting held on June 28, 2023 has recommended the appointment of Mr.

Sambasiva Rao Jasty as Director-Finance & Accounts, shall liable to retire by rotation with effect from June 28, 2023. The Company has received consent letter and also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Sambasiva Rao Jasty to the office of Director-Finance & Accounts. In the opinion of the Board and based on its evaluation, Mr. Sambasiva Rao Jasty fulfils the conditions specified under the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Sambasiva Rao Jasty as Director-Finance & Accounts of the Company pursuant to Sections 149, 152 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. Sambasiva Rao Jasty, to whom the resolution relates, is interested in or concerned, in passing the proposed aforesaid resolution.

The Board recommends the Ordinary Resolution set forth in Item no. 4 for the approval of members.

Item No.5: Ratification of the appointment of Mrs. Geeta Battula (DIN 10205129) as an "Independent Director" of the Company:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on June 28, 2023, appointed Mrs. Geeta Battula as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from June 28, 2023 to June 27, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mrs. Geeta Battula:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('the Appointment Rules');
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.



The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mrs. Geeta Battula. In the opinion of the Board, Mrs. Geeta Battula fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mrs. Geeta Battula skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified:

The resolution seeks the approval of members for the appointment of Mrs. Geeta Battula as an Independent Director of the Company for a term of 5 (Five) years effective June 28, 2023 to June 27, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation. In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mrs. Geeta Battula as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mrs. Geeta Battula, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item no. 5.

Item No. 6: To appoint and approve the remuneration of the Cost Auditor for the F.Y. ending on 31st March, 2024:

Board of Directors of the Company, on the recommendation of Audit Committee approved the appointment and remuneration of M/s AS RAO & CO., Cost Accountants (Firm Registration No. 000326) as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending on 31st March, 2024. In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as approved by Board of Directors, has to be ratified by the Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2024, as set out in the Ordinary Resolution Item No. 6.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financially or otherwise, in the said Resolution.

Item No. 7: Approval for Non-Provision of the Interest on Working Capital Loans & Unsecured Loans of the Company:

Approval for Non-Provision of the Interest on Working Capital Loans and Unsecured Loans:

The board members discussed in this connection and that the Company has submitted the One Time Settlement (OTS) proposal to each of the Working Capital Banks and is working with them. The Company is hopeful to get it approved with suitable modifications, if any. It was further deliberated that as the Company has put up OTS proposal with each Working Capital Bank against their respective outstanding, Interest provision on working capital loans and unsecured loans was not made.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financially or otherwise, in the said Resolution.

**By Order of the board
for Madhucon Projects Limited**

Place: Hyderabad
Date: 12-08-2023

**D. Mallu Reddy
Company Secretary**

INSTRUCTIONS FOR REMOTE E-VOTING:

1. Use the following URL for e-voting from KFinTech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 22nd September, 2023, the cutoff date, may cast their vote electronically.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No /DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, use your existing User ID and password for casting your votes.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., Madhucon Projects Limited.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. The Portal will open for voting from 9.00 a.m. on Tuesday, 26th September, 2023 and closes at 5.00 p.m. on Thursday, 28th September, 2023 with E-Voting Sequence number (EVSU) – 7533.
12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (22nd September, 2023) may contact KFintech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to inward_ris@kfintech.com.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFintech at Tel No. 1800 309 4001 (toll free).
14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
15. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.madhucon.com and the website of the Registrar and Share Transfer Agent viz., evoting@kfintech.com immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Procedure to login through websites of Depositories:

NSDL	CDSL
1. Users already registered for IDeAS facility of NSDL a. Click on URL: https://eservices.nsdl.com . b. Click on the "Beneficial Owner" icon under "IDeAS" section. c. Enter your User ID and Password for accessing IDeAS. d. On successful authentication, you will enter your IDeAS service login. e. Click on "Access to e-Voting". f. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.	1. Users already registered for Easi/Easiest facility of CDSL a. Click on URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi b. Enter your User ID and Password for accessing Easi / Easiest. c. Click on Company name or e-voting service provider for casting the vote.
2. Users not registered for IDeAS facility of NSDL a. To register, click on URL: https://eservices.nsdl.com b. Select "Register Online for IDeAS". c. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. d. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	2. Users not registered for Easi / Easiest facility of CDSL a. To register, click on URL: https://web.cdslindia.com/myeasi/home/login b. Proceed to complete registration using your User ID, Client ID, Mobile Number, etc. c. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-voting module of NSDL as per the following procedure: a. Click on URL: https://www.evoting.nsdl.com/ b. Click on the button "Login" available under "Shareholder / Member" section c. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen d. On successful authentication, you will enter the e-voting module of NSDL e. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.	3. Users may directly access the e-voting module of CDSL as per the following procedure: a. Click on URL: www.cdslindia.com b. Provide demat account number and PAN c. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account d. On successful authentication, you will enter the e-voting module of CDSL. e. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.



Procedure to login through their demat accounts / website of Depository Participant

NSDL	CDSL
Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	
Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.	
Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.



Directors' Report

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2023.

1. FINANCIAL SUMMARY

(` Rs.in Lakhs)

S. No.	Particulars	Standalone	Year ended	Consolidated	Year ended
		31.03.2023	31.03.2022	31.03.2023	31.03.2022
		(Audited)	(Audited)	(Audited)	(Audited)
1	Income from Operations:				
	(a) Net Sales/ Income from Operations	90080.64	70614.85	11623048	94814.79
	(b) Other income	13404.78	1656.95	90153.51	11745.99
	Total Income	103485.42	72271.80	206383.97	106560.78
2	Expenses:				
	(a) Cost of Materials Consumed	77911.03	51899.33	103975.48	73573.07
	(b) Changes in Inventory of Finished goods, Work-in-Progress and stock-in-trade	-	-	-	934.24
	(c) Employee benefits expense	1839.41	1879.18	2996.83	2920.22
	(d) Other expenses	24411.64	19308.89	35419.83	23730.70
	(e) Financial Costs	202.97	417.54	4712.18	3137.00
	(f) Depreciation and amortization expense	581.96	478.06	79893.93	14094.98
	Total Expenses	105047.00	73782.99	226098.25	118390.21
3	Profit/(Loss) Before Exceptional Items (1-2)	(1561.58)	(1511.19)	(19714.28)	(11829.43)
4	Exceptional Items Share of (Loss) from Associate Co.,				982.39
5	Profit/(Loss) Before Tax (3-4)	(1561.58)	(1511.19)	(19714.28)	(10847.04)
6	Tax Expense				
	a) Current Tax –				-
	b) Income Tax Refund Received			6.91	-
	c) Deferred Tax	(2007.69)	1870.14	(2007.69)	1870.14
	Total Tax (a+b)	(2007.69)	1870.14	(1998.78)	1870.14
7	Net Profit/(Loss) After Tax (5-6)	446.11	(3381.33)	(17715.50)	(12717.18)
	Share of Loss transferred to Non-Controlling Interest			(3345.99)	(2082.68)
	Profit/(Loss) after Tax after Non-Controlling Interest	446.11	(3381.33)	(14369.91)	(10634.51)
	Share of Profit or Loss from Associated Companies				
	Profit/(Loss) after Tax after Share of Minority Interest & Associated Companies	446.11	(3381.33)	(14369.91)	(10634.51)
8	i. Other Comprehensive Income	43.10	19.45	43.10	19.45
	ii. Amount not re-classifiable to P&L	-	-	-	(1.96)
	Share of Other Comprehensive Income transferred to Non-Controlling Interest	-	-	-	-
9	Total Comprehensive Income (7+8)	489.21	(3361.88)	(14326.81)	(10617.02)
10	Paid up equity share capital (Face Value of Rs. 1/- each)	737.95	737.95	737.95	737.95
11	Other Equity	52680.27	52191.06	(192690.36)	(210525.29)
12	(i) Earning per share of Rs. 1/- each (not annualized)				
	(a) Basic	0.60	(4.58)	(19.47)	(14.41)
	(b) Diluted	0.60	(4.58)	(19.47)	(14.41)