

# CIRCULAR ECONOMY

## Unleashing Potential

Building a circle of Growth, Progress, Development, Trust, Sustainability and Hope. Circular economy promises to provide solutions for reducing global consumption and building a sustainable future.





# ECOPRO FIBRE CEMENT BOARDS

EcoPro fibre cement boards are lightweight, contain No VOC/ No Formaldehyde and are A1, non combustible, weather proof building board. They are proven, innovative and multi-utility building material that offers structural reliability and eye-pleasing aesthetics at the same time.



**WE BELIEVE IN THE INFINITE LOOP OF SHARED  
VALUES. EVERY STEP, EVERY INITIATIVE CONTRIBUTES  
TO A GREATER CAUSE FOR THE FUTURE.**

EMPOWERING WOMEN | SKILL DEVELOPMENT | EDUCATION | SUSTAINABILITY

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Jayesh Patel	Chairman and Whole time Director
Mr. Satyen Patel	Managing Director
Mr. Tuljaram R. Maheshwari	CEO, CFO and Whole Time Director
Mr. Suresh U. Joshi	Whole Time Director
Mr. Ankem Sri Prasad Mohan	Independent Director
Mrs. Moushmi Shaha	Independent Woman Director
Adv. Shrikant B. Malegaonkar	Independent Director
Mr. Ved Prakash Saxena	Independent Director
Mr. Rajib Kumar Gope	Company Secretary and Compliance Officer

### **AUDITORS OF THE COMPANY**

#### **STATUTORY AUDITOR**

M/s. Joshi Apte & Co.  
Chartered Accountants  
Pune

#### **SECRETARIAL AUDITOR**

M/s. Mehta & Mehta  
Company Secretaries  
Pune

### **ADDRESSES**

#### **COMPANY**

Sahyadri Industries Limited  
CIN: L26956PN1994PLC078941  
39/D, Gultekdi, J. N. Marg, Pune-411037  
Email ID: info@silworld.in  
Tel No. 020-26444625/26/27  
Website: www.silworld.in

#### **REGISTRAR AND TRANSFER AGENT**

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg, Vikhroli  
West, Mumbai 400083  
Phone: 022-49186270, Fax: 022-49186060  
Email: rnt.helpdesk@linkintime.co.in  
Website : www.linkintime.co.in

### **BANKERS OF THE COMPANY**

- ❖ HDFC Bank Limited
- ❖ ICICI Bank Limited.
- ❖ The Cosmos Co-operative Bank Limited.

**GENERAL INFORMATION AND THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT 2013.**

<b>General Information</b>	
a) Nature of Industry	The Company is mainly engaged in the business of manufacture and sale of fibre cement corrugated sheets and also boards. The Company is also manufacturing non asbestos Cement Boards and products for different applications of non-asbestos boards. The Company is operating windmills in Maharashtra and Rajasthan.
b) Date or Expected date of commencement of commercial production	The Company is an existing company and is in operation since 1994.
c) In case of new company, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not applicable as the Company is an existing company.

**FINANCIALS AT A GLANCE**

(INR in Crores)

<b>PARTICULARS</b>	<b>MARCH 31, 2023</b>	<b>MARCH 31, 2022</b>	<b>MARCH 31, 2021</b>	<b>MARCH 31, 2020</b>	<b>MARCH 31, 2019</b>
Sales & Other Income	597.22	546.34	477.62	285.77	297.62
Profit Before Tax	51.59	84.64	80.38	28.28	44.89
Provision for Tax	14.48	22.82	17.35	1.71	12.99
Profit After Tax	37.11	61.82	63.03	26.57	31.90
Balance of Profit brought forward from previous Year	273.20	217.40	156.00	133.64	101.73
Remeasurement gain/(loss) of net defined benefit plans (net of tax effect)	0.15	0.20	(0.19)	(0.18)	0.01
Profit Available for Appropriation	310.46	279.41	218.83	160.03	133.64
Dividend Paid (Including Dividend Distribution Tax)	6.02	6.21	1.43	4.03	-
Transfer to General Reserve		-	-	-	-
Profit Carried to Balance-Sheet	304.44	273.20	217.40	156.00	133.64

**GREEN ENVIRONMENT !!! - PAPERLESS ENVIRONMENT !!! - CLEAN ENVIRONMENT !!!**

Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, September 28, 2020 and December 31 2020, 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 ("MCA Circulars") including any statutory modification or re-enactment thereof for the time being in force and Circulars issued by the Securities and Exchange Board of India ("SEBI Circular") for the time being in force, permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company will be held through VC / OAVM. Further the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) has permitted the Companies to serve the documents viz. Annual Reports, Notice of General Meetings / postal ballot, any other shareholders communication etc. to the members through the electronic mode.

Your Company, also prefers to preserve and protect the environment and take every opportunity to reduce and conserve resources and minimize waste. To support this green initiative, you are requested to:

- Register your email address to attend the Annual General Meeting and ensure prompt receipt of communication and avoid any loss during postal transit.
- Convert your shares held in physical mode into dematerialized mode to ensure safe and speedy transaction in securities.
- Register your NECS facility (National Electronic Clearing System) for crediting your Dividend directly to your Bank Account.
- Register / update your email address with the Company / RTA by writing to the Company at [cs@silworld.in](mailto:cs@silworld.in) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), in case of Members holding shares in physical mode.

# **REPORT OF BOARD OF DIRECTORS**

## BOARD'S REPORT

Dear Shareholders,

The Directors of your Company take pleasure in presenting the **Twenty Ninth Annual Report** on the business and operations of the Company together with financial statements for the financial year ended March 31, 2023.

### 1. Financial results & appropriations:

#### a) Financial results

(INR in Crores)

Particulars	March 31, 2023	March 31, 2022
Revenue from operations	593.81	542.48
Other Income	3.41	3.86
<b>Total Income</b>	<b>597.22</b>	<b>546.34</b>
<b>Profit before finance cost, depreciation, exceptional items and extraordinary expenses (EBITDA)</b>	<b>84.44</b>	<b>104.01</b>
Depreciation and amortization	(23.82)	(14.76)
Finance cost	(9.03)	(4.61)
Exceptional Items- Income / (Expenses)	-	-
<b>PROFIT BEFORE TAX</b>	<b>51.59</b>	<b>84.64</b>
Current tax expense	(14.91)	(23.21)
Deferred tax	0.43	0.39
<b>NET PROFIT FOR THE YEAR</b>	<b>37.11</b>	<b>61.82</b>
Profit attributable to Non-controlling interest	-	-
<b>Profit attributable to owners of the Company</b>		
Profit brought forward from last year	-	-
Re-measurements of defined benefit plans, net of tax	0.15	0.20
Transfer to Debenture Redemption Reserve (DRR)	-	-
On Account of Capital Reduction	-	-
Balance carried forward in Balance Sheet	37.26	62.02

#### b) Company's Performance

During the financial year 2022-23, Sahyadri Industries Limited achieved Revenue from Operations of INR. 593.81 Crores as compared to INR 542.48 Crores in the previous year. Profit After Tax of the Company for the year stood at INR 37.11 Crores as against INR 61.82 Crores in the previous year.

#### c) Disclosures under Section 134(3) (1) of the Companies Act, 2013 – Material Changes and Commitment

- There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which these financial statements relate and the date of this Report.
- The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), has approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28th April 2022. The Company has complied with the relevant regulatory requirements of the scheme.
- Sahyadri Industries Limited has been listed and admitted to dealings on National Stock Exchange of India Limited w.e.f. 06<sup>th</sup> April, 2023.

**d) Dividend**

The Board has declared and paid Interim Dividend of 25% of Face Value i.e. INR 2.5/- per share during the year. The Board has proposed Final Dividend of 15% of Face Value i.e. INR. 1.5 per share which shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting. Total Dividend for the FY 2022-23 is 40% of Face Value i.e INR 4/- per share.

**e) Transfer of unclaimed dividend to Investor Education and Protection Fund**

During the year under review, Company has transferred following unclaimed dividend amount to IEPF account.

Sr No	Category	Amount (INR)
1.	Final Dividend for FY 2021-22	2,15,004
2.	Interim Dividend for FY 2022-23.	1,87,255
3.	Unclaimed dividend for FY 2014-15	182,620

**f) Reserves**

The Board of Directors does not propose to transfer any amount to the reserves.

**g) Credit Rating : Summary of rating action obtained from ICRA**

Instrument	Rating Action
Long-term, fund based – Cash Credit	[ICRA]A-(Stable);
Short term, Non Fund Based Limits	[ICRA]A2+;

**h) Details of Internal Financial Controls with reference to the Financial Statements**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations have been developed with the help of independent expert agency and the same are operating satisfactorily. Internal control systems consisting of policies and procedures are designed to ensure accuracy and completeness of the accounting records and the timely preparation of reliable financial information, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The internal financial controls with reference to the financial statements were adequate and operating effectively as endorsed by statutory auditors in their report.

**i) Details in respect of frauds reported by Auditors**

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act.

**2. Industry Outlook and Business Overview**

Details on economic outlook, industrial outlook, business overview and SWOT analysis of the company is covered in the Management Discussion and Analysis report.

**3. Financial Information and Disclosures****a) Report on Performance of Subsidiaries, Associates and Joint Venture Companies**

Since Company does not have any Subsidiary, Joint Venture or Associate Company, therefore this clause is not applicable to the Company.

**b) Conversion of Company or Change in nature of business.**

During the year under review, there was no instance of conversion of company or there was no change in the nature of the business; therefore, disclosure under this clause is not required.

**c) Share Capital**

During the year under review, 13,84,800 equity shares were allotted to shareholders of Poonam Roofing Products Private Limited pursuant to the Scheme of Arrangement between Sahyadri Industries Limited and Poonam Roofing Products Private Limited, as approved by NCLT ('NCLT'), Mumbai Bench vide order dated 28<sup>th</sup> April, 2022. As a result, Paid Up Share Capital of the Company has increased from 95,16,500 equity shares to 1,09,46,300 equity shares of Rs.10/- each.

**d) Deposits**

During the year under review, the Company has not accepted any deposits from the public.

**e) Disclosure regarding significant and material orders passed by Regulators or Courts or Tribunal.**

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**f) Particulars of contracts or arrangements made with Related Parties.**

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

However, Form AOC-2 is attached herewith as Annexure VII

**g) Particulars of Loans, Guarantees or Investments under Section 186 of The Companies Act, 2013.**

During the year under review, Company has not extended any Loans, Guarantees, Investments and Securities to any other individual or entity under Section 186 of the said Act.

**h) Disclosure under Section 43(a) (ii) of Companies Act, 2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**i) Disclosure under Section 54(1) (d) of Companies Act, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**j) Disclosure under Section 62(1)(b) of Companies Act, 2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

## 4. Disclosures related to Board, Committees, Remuneration and Policies:

### a) Directors and Key Managerial Personnel

Sr. No.	Name of the Person	Designation	Category
1.	Mr. Jayesh Purushottam Patel	Chairman & Whole time Director	Executive Director
2.	Mr. Satyen Vallabhbhai Patel	Managing Director	Executive Director
3.	Mr. Tuljaram Maheshwari	CEO, CFO and Whole time Director	Executive Director
4.	Mr. Suresh Joshi	Whole time Director	Executive Director
5.	Mr. Ankem Sri Prasad Mohan	Director	Independent Director
6.	Mrs. Moushmi Shaha	Director	Independent Woman Director
7.	Adv. Shrikant B Malegaonkar	Director	Independent Director
8.	Mr. Ved Prakash Saxena	Director	Independent Director
9.	Mr. Rajib Kumar Gope <sup>#</sup>	Company Secretary and Compliance Officer	Key Managerial Personnel

<sup>#</sup>Mr. Rajib Kumar Gope has been appointed as the Company Secretary and Compliance Officer w.e.f 02<sup>nd</sup> August 2022 in place of Mr. Shrikant Joshi who resigned as Company Secretary and Compliance Officers w. e. f. 27<sup>th</sup> June, 2022.

Details regarding appointment of Directors, composition of Board of Directors and Committees, meetings held during the year under review and terms of reference of committees are provided in Corporate Governance Report.

### b) Declaration by Independent Directors and Compliance with Code of Conduct.

In terms of Section 149(7) of the Act, and Regulations 16(i)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") the Independent Directors have submitted their declaration confirming compliance with the criteria of independence as stipulated under Section 149(6) of the Act and Regulations 16(i)(b) of SEBI (LODR.)

All the Directors and Senior Management Personnel have also complied with the Code of Conduct of the Company as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Directors and Senior Management.

The Managing Director and Chief Executive officer, Chief Financial Officer have given Declaration regarding compliance with the company's code of conduct for Directors and Employees under Regulation 34(3) read with part D of schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed herewith as Annexure I.

### c) Information on Board Meeting procedure during the Financial Year 2022-23.

The Board meetings of the Company are conducted as per the provisions of the Companies Act, 2013 and applicable Secretarial Standards. Information as mentioned in the Act and all other material information, as may be decided by the management, were placed before board for their consideration. Details on the matters to be discussed along with relevant supporting documents, data and other information is also furnished in the form of detailed agenda to the Board and the Committees concerned, to enable directors take critical decisions and accordingly advise the management.

### d) Director's Remuneration Policy and Criteria for Matters under Section 178 and Payment of Commission.

As stipulated under Section 178 of the Act, the Board has approved a Nomination and Remuneration Policy of the Company. The Policy documents mention in detail the mechanism for appointment, cessation, evaluation and remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company. Information on the Policy and details of the criteria for determining qualifications, positive attributes and other matters in terms of Section 178 of the Act is provided in the Corporate Governance Report.

- A Commission of INR 0.85 Crores is payable to Chairman and Whole Time Director Mr. Jayesh Patel, Managing Director Mr. Satyen Patel and CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review, which is within 10% of profit and details of the same are provided in Corporate Governance Report
- The Company has paid Performance Bonus of INR 0.20 Crores to CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review.

### e) Annual evaluation of the performance of the Board and its Committees.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Board of Directors have carried out an annual performance evaluation of its own performance and that of the Directors and Committees, internally.