

STANDARD INDUSTRIES LTD.

126th ANNUAL REPORT 2022-2023



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STANDARD INDUSTRIES LTD.

BOARD OF DIRECTORS

SHRI PRADEEP R. MAFATLAL

Chairman

SMT. DIVYA P. MAFATLAL

SHRI SHOBHAN DIWANJI

MS. AZIZA A. KHATRI (Upto 28.11.2022)

SHRI TASHWINDER SINGH

SHRI KHURSHED M. THANAWALLA

SHRI D. H. PAREKH

Executive Director

BANKERS

STATE BANK OF INDIA

HDFC BANK LTD.

ICICI BANK LTD.

IDBI BANK LTD.

IDFC FIRST BANK LTD

KOTAK MAHINDRA BANK LTD.

AUDITORS

M/S. ARUNKUMAR K. SHAH & CO.

Chartered Accountants

ADVOCATES & SOLICITORS

M/S. ALMT LEGAL

REGISTERED OFFICE

HARSH APARTMENT, FLAT NO. 1,
GROUND FLOOR, PLOT NO. 211, SECTOR 28,
VASHI, NAVI MUMBAI - 400 703.

CIN : L17110MH1892PLC000089

WEBSITE : www.standardindustries.co

EMAIL : standardgrievances@rediffmail.com

CORPORATE OFFICE

VIJYALAXMI MAFATLAL CENTRE,
57A, DR. G. DESHMUKH MARG,
MUMBAI - 400 026.

CITY OFFICE

59, THE ARCADE, 1ST FLOOR,
WORLD TRADE CENTRE,
CUFFE PARADE, COLABA,
MUMBAI - 400 005.

REGISTRAR & SHARE TRANSFER AGENTS

Corporate Office:

KFin Technologies Limited,
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad,
Telangana - 500032.

Tel. Nos. : +91 40 6716 2222

E-mail : einward.ris@kfintech.com

Website : www.kfintech.com

Mumbai Front Office:

KFin Technologies Limited,
24-B, Raja Bahadur Mansion,
Ground Floor,
Ambalal Doshi Marg,
Behind BSE, Fort,
Mumbai - 400 023.

Tel. Nos. : +91 22 6623 5454/412/427

MANAGEMENT TEAM

SHRI D. H. PAREKH
*Executive Director
and Key Managerial Personnel*

SMT. TANAZ B. PANTHAKI
*Vice President (Legal) & Company Secretary
and Key Managerial Personnel*

SHRI J. R. SHAH
*Chief Financial Officer
and Key Managerial Personnel*

STANDARD INDUSTRIES LTD.

FINANCIAL STATISTICS

	As per IGAPP			
	01.04.2013 to 31.03.2014	01.04.2014 to 31.03.2015	01.04.2015 to 31.03.2016	01.04.2016 to 31.03.2017
COMPANY OWNED:				
1. Fixed Assets (Net).....	2,790	2,603	2,089	2,021
2. Investments.....	574	164	94	7,772
3. Net Current/Non-Current Assets.....	8,502	8,096	9,459	(155)
Total Assets (Net).....	11,866	10,863	11,642	9,638
COMPANY OWED:				
1. Loan Funds.....	—	—	2,500	1,868
2. Company's Net Worth:				
Equity Share Capital.....	3,216	3,216	3,216	3,216
Reserves and Surplus.....	8,650	7,647	5,926	4,554
Total capital employed.....	11,866	10,863	11,642	9,638
Debt/Equity Ratio#.....	0.00:1.00†	0.00:1.00†	0.27:1.00†	0.24:1.00†
Income.....	1,432	1,581	1,063	1,466
Salaries and Wages.....	176	180	188	183
Operation and Other Expenses, etc.....	2,305	1,652	1,802	2,525
Interest.....	—	—	94	419
Profit before Depreciation and Taxes.....	(1,049)	(251)	(1,021)	(1,661)
Depreciation.....	95	149	119	83
Profit before extra ordinary items and taxes.....	(1,144)	(400)	(1,140)	(1,744)
Taxes.....	—	—	—	—
Profit after Taxes.....	(1,144)	(400)	(1,140)	(1,744)
Refund of Income-tax/Extra provision of tax w/back..	—	—	—	14
Balance brought forward from Previous Year.....	6,801	5,093	4,090	3,321
Transferred from General Reserve.....	—	—	—	—
Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013.....	—	22	—	—
Remeasurement of Defined Benefit Plan.....	—	—	—	—
Amount for Appropriation *.....	5,657	4,671	2,950	1,591
Dividends.....	482	482	482	482
Tax on Dividends.....	82	98	98	98
Balance retained in business.....	5,093	4,091	2,370	1,011
Earnings per Equity Share ₹ **.....	(1.78)	(0.62)	(1.77)	(2.69)
Dividend paid per Equity Share ₹ **.....	0.75	0.75	0.75	0.75

On Long term borrowings

* Includes balance amount of profit brought forward from previous year

† Without Revaluation Reserve

** On Equity Shares of ₹ 5/-

(₹ in lakhs)

As per Ind AS

01.04.2017 to 31.03.2018	01.04.2018 to 31.03.2019	01.04.2019 to 31.03.2020	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2022 to 31.03.2023
2,413	4,469	5,029	4,172	2,605	3,116
15,096	19,629	21,883	15,816	15,697	13,274
1,647	(4,609)	(14,709)	(13,675)	3,755	5,969
19,156	19,489	12,203	6,313	22,057	22,359
10,823	14,341	11,150	5,196	2,570	2,443
3,216	3,216	3,216	3,216	3,216	3,216
5,117	1,932	(2,163)	(2,099)	16,271	16,700
19,156	19,489	12,203	6,313	22,057	22,359
1.30:1.00†	2.79:1.00†	10.58:1.00†	4.65:1.00†	0.13:1.00†	0.12:1.00†
4,900	2,236	366	3,894	45,994	6,086
174	160	172	220	232	224
2,347	2,523	2,706	1,821	23,093	2,736
821	1,843	1,493	1,357	439	648
1,558	(2,290)	(4,005)	496	22,230	2,478
76	113	287	316	225	249
1,482	(2,403)	(4,292)	180	22,005	2,229
338	—	—	—	3,650	200
1,144	(2,403)	(4,292)	180	18,355	2,029
—	—	200	—	—	—
1,011	1,779	(1,408)	(5,502)	(5,438)	12,931
204	—	—	—	—	—
—	—	—	—	—	—
—	(8)	(2)	(116)	14	9
2,359	(632)	(5,502)	(5,438)	12,931	14,969
482	644	—	—	—	1,608
98	132	—	—	—	—
1,779	(1,408)	(5,502)	(5,438)	12,931	13,361
1.78	(3.75)	(6.36)	0.28	28.53	3.15
0.75	1.00	—	—	—	2.50

STANDARD INDUSTRIES LTD.

NOTICE

Notice is hereby given that the **ONE HUNDRED & TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of STANDARD INDUSTRIES LIMITED will be held on Tuesday, the 1st August, 2023, at 3.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. Audited Balance Sheet as at 31st March, 2023, Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
 - b. Consolidated Audited Balance Sheet as at 31st March, 2023, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.
2. To confirm Interim Equity Dividend declared for the financial year 2022-2023 and to approve final Equity Dividend for the financial year 2022-2023.
3. To appoint a Director in place of Shri Pradeep R. Mafatlal (DIN 00015361), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications, re-enactment thereof for the time being in force) (as amended from time to time) M/s. R.S. Gokani & Co, Chartered Accountants (ICAI Firm Registration No. 140229W), be and are hereby appointed

as the Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 131st Annual General Meeting at a remuneration to be decided by the Board of Directors.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modifications, the following:

AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded for re-appointment of Shri D.H. Parekh (DIN 00015734), as Executive Director of the Company for a period of 2 years commencing from 2nd August, 2023 to 1st August, 2025, not liable to retire by rotation, upon the terms of re-appointment including remuneration, commission and perquisites as set out in the Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, with a liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to alter and vary the said terms of re-appointment and remuneration in such manner as may be agreed to between the Board and Shri D.H. Parekh.”

“RESOLVED FURTHER THAT where in any Financial Year during the currency of Shri D.H. Parekh’s tenure as Executive Director,

the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and retirement benefits as set out in this Notice as minimum remuneration subject to compliance of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, in force from time to time.”

“**RESOLVED FURTHER THAT** any revision in the remuneration payable to Shri D.H. Parekh shall be within the overall limits as approved by the members in terms of this Resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval, from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid Resolution.”

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC/OAVM. Physical attendance of Members have been

dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, Notice of the AGM along with the Annual Report for financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report for financial year 2022-23 will also be available on the Company’s website at www.standardindustries.co, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
5. In order to enable the Company to promptly send the general meeting notices, annual reports and other shareholder communications in electronic form, Members are requested to register/update their e-mail addresses as under:
 - a. In case shares are held in dematerialized form: Updated details to be sent to their respective Depository Participant with whom members have opened Demat account; and
 - b. In case of shares held in physical form: Updated details to be sent to einward.ris@kfintech.com
6. The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent as the authorised agency (KFinTech) for conducting of the e-AGM and providing e-voting facility
7. The Company has fixed 25th July, 2023, as the ‘Record Date’ for determining entitlement of members to final dividend, if declared at the AGM. If the final dividend, as recommended by the Board of Directors, is declared at 126th AGM, payment of such dividend subject to deduction of tax at source will be made on or after 23rd August, 2023.

STANDARD INDUSTRIES LTD.

8. Pursuant to the provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company's Registrar and Share Transfer Agents, M/s. KFin Technologies Limited, by sending email at einward.ris@kfintech.com For details, members may refer to the "Communication on TDS on Dividend Distribution" appended to this Notice of 126th AGM.
9. The Dividend as recommended by the Directors when declared at the Annual General Meeting will be paid by dividend warrants drawn on designated Branches of HDFC Bank Limited from Wednesday, the 23rd August, 2023, to those shareholders who have not opted for National Electronic Clearing Service (NECS) Mandates. For those shareholders who have submitted their NECS Mandates, the dividend will be credited directly to their respective Bank Accounts.
10. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents to the Registrar & Share Transfer Agents at einward.ris@kfintech.com latest by Tuesday, the 25th July, 2023:
- A. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:**
1. Name and Branch of Bank and Bank Account type;
 2. Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 3. 11-digit IFSC Code.
- B. self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
- C. self attested scanned copy of the PAN Card; and
- D. self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.
- For the members holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).
11. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by shareholders holding shares in physical form, in the requisite forms, ISR-1, ISR-2, ISR-3 or SH-13. The said forms are available on the website of the Company www.standardindustries.co On or after 1st October, 2023, in case any of the above cited documents / details are not available in the Folio(s), in terms of SEBI Circular dated 16th March, 2023, the RTA shall be constrained to freeze such Folio(s).
12. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination, are requested to register the same by submitting Form SH-13. If a member decides to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14, as the case may be. The said Forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may

approach their respective DPs for completing the nomination formalities.

13. Members may please note that SEBI, vide its Circular No. SEBI /HO / MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022, has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said Form can be downloaded from the website of the Company and RTA.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. As the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to standardgrievances@rediffmail.com
17. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.

18. Instructions for attending the AGM through VC/OAVM, Remote E-voting and E-voting at the AGM through insta poll are as follows:

A. Instructions for attending the AGM through VC/OAVM:

1. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> and click on the "video conference" by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during 28th July, 2023 to 30th July, 2023. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
3. Members who may wish to express their views or ask questions at the AGM, may visit <https://emeetings.kfintech.com> and click on the Tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name and demat account number. Members may note