



GOCL Corporation Limited

Leveraging technology

Seizing new opportunities

Annual Report
2022-23

Guiding Principles

The Hinduja Family, in conducting its business activities for over 100 years across Asia, Europe and America, has done so by following...

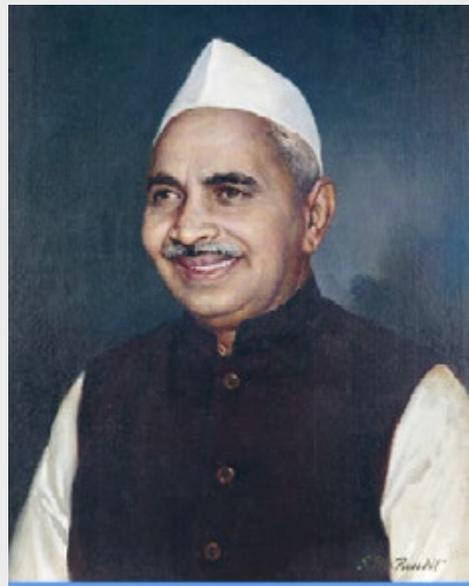
- **Work to Give**

- **Word is a Bond**

- **Act Local, Think Global**

- **Partnership for Growth**

- **Advance Fearlessly**



Shri Parmanand Deepchand Hinduja
(1901 - 1971), Founder, Hinduja Group

SHRADHANJALI



Srichand Parmanand Hinduja

Nov 28, 1935 – May 17, 2023

**Principles made your core
Values shaped your bold vision
Patriot at heart
Saw beyond horizons
Benevolent in outlook
Fearless in action**

**You leave behind memories to
cherish and values to guide.**

**You shall remain the source of
our inspiration and be missed forever.**



What's inside

Forward looking statements

This report contains forecasts or information related to forecasts. Forecasts are typically based on facts, expectations and past data. However, it is important to note that actual results may differ from the forecasted outcomes. Though we have made best efforts at forecasting, we are unable to guarantee the accuracy, completeness, or timeliness of the information provided in our forward-looking statements or those sourced from third parties. Readers are advised to exercise caution and discretion. We undertake no obligation to publicly update any forward-looking statements, whether due to new information, future events, or other circumstances.

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As one of the largest exporters of explosives and initiating devices, at GOCL, we have consistently embraced innovation and new technologies to ensure safety, drive efficiency, and seize emerging opportunities. Our relentless pursuit of technological advancement keeps us at the forefront of the industry.

Safety, innovative product development, process automation, and cost optimisation are central pillars of our business strategy, and we are on track with our ongoing transition from electric to electronic detonators, aligning with government recommendations to elevate industry standards. With dedication to research and development, we have invested in expanding our capacity to produce non-electric and electronic detonators, further consolidating our position as a technological leader in the explosives domain.

Our forward-looking approach extends to developing niche products for defence and space applications, as we continually augment our product offerings to meet the evolving demands of the industry. Recognizing our substantial land bank, we understand the potential for diversification and growth. Exploring opportunities to leverage available land parcels, we aim to monetize returns on our investments beyond the capital by envisioning ambitious projects like hotels and luxurious residential apartments.

Additionally, we have ventured into the Electronics Manufacturing Services (EMS) business, catering to various sectors including the rapidly expanding electric vehicle (EV) space. Understanding the immense potential of the EV sector, we are determined to play a significant role in powering the green future with our expertise and innovative solutions.



Chairman's communique



Dear Shareholders,

On behalf of the Board of Directors and myself, I would like to thank Mr Ajay P Hinduja, for his able leadership of your Company and setting its governance standards over the last 9 years.

Owing to his overwhelming preoccupation with the Group's several new initiatives which consume his management focus & bandwidth, Ajay Hinduja desired to step off the Board of your Company' as Chairman during the year under review.

I am happy to report that your Company has reported the highest-ever revenue in FY 2022-23. This performance

is a testament to your company's commitment to customer-centricity and successful metamorphosis into an innovation-focused Solutions Company.

This must be viewed against the backdrop of the prolonged Russia-Ukraine war which continues to pose economic challenges for countries as well as businesses globally, with surging raw material prices and multi-decade-high inflation levels. However, India remains the brightest spot in this challenging macroeconomic environment, and your company continues to maintain

its revenue growth momentum both in export and domestic markets.

Financial performance

Your Company has recorded a 126% increase in consolidated income, up from Rs.623 crores last year to Rs.1410 crores in FY23, including profit on sale of land. A 20% growth in profit at Rs.211 crores was reported, against Rs.176 crores in the previous year. Growing exports and increased capacity utilisation largely contributed to the income growth.

The Board has recommended a dividend of Rs 5 per share (250%) for the financial year 2022-23, in line with your company's commitment to ensure consistent shareholder returns.

Let's now take a look at your company's division-wise performance and highlights in this fiscal:

Energetics and Explosives

The annual income of Energetics grew 41% to Rs.171 crores in FY23 against Rs.121 crores in FY22. During the fiscal, the Energetics Division continued to grow in value-added products, non-electric detonators and boosters.

GOCL's wholly-owned subsidiary, IDL Explosives Limited (IDLEL) also reported a substantial growth of 96% in annual income, standing at Rs.785 crores in FY23 against Rs.400 crores in FY22, while continue facing raw material cost pressures.

Real Estate

Your Company has land banks in Bengaluru, Hyderabad (Kukatpally), and Bhiwandi. It is exploring monetisation strategies of these assets to generate sustainable income streams. At Kukatpally, 44 acres of land were sold for a consideration of Rs. 451 crores and the sale proceeds were deployed profitably. A special dividend of Rs 5 per share (250%) has been recommended by the Board on this occasion. Your company has a commercial project, Ecopolis in Bengaluru, spread over 14.54 lakh square feet area

which would be another revenue source in the future.

With the increasing transport infrastructure in the country, there's a growing demand for warehouses around Mumbai and Bhiwandi is fast developing into one such logistic hub. Your company is actively exploring opportunities for the development of a warehousing project at its land in Bhiwandi to capitalise on emerging business opportunities.

Special Projects

Your company's product solutions have applications in the growing Indian Defence and Space sectors. This business has demonstrated improved performance over the last few years. It would please you to know that your company has designed, developed and supplied trial lots for booster initiating system PJ-10 for the Brahmos missile. Flight tests have been completed successfully, and the first production order has since been received.

Metal Cladding Division(MCD) caters to specialised niche requirements of the engineering industry for new metals.

Overseas Investments

Through its overseas subsidiary HGHL, your Company has made an investment of USD 24 million in the restoration and development of the historical and marquee Old War Office (OWO) project located in Central London, to convert it into a super luxury hotel and luxurious residential apartments. To be operated and managed by the iconic Raffles Hotels, which ranks among the top 10 hotel brands in the world. This project is expected to be completed in the second quarter of FY24. The Residences have already received a tremendous response achieving the highest sale price per sq. ft. for residential projects in Central London.

At this juncture, it is also important to share with you some of the robust management practices that have been instituted in your company.

Corporate Governance:

Your Company's Governance and Ethics frameworks, both at the corporate and the Board levels, through various codes of conduct and standard operating procedures, encourage transparent and professional decision-making. The Board of Directors provides guidance and inputs to the executive management; reviews plans and performance; advises best management practices and offers suggestions for improvement. With its inclusive management and collaborative culture, where honesty, integrity, innovation, and focus on quality and safety are at the core, resulting in employees being empowered, the Company strives to achieve protection and value-maximisation of the long-term interests of all stakeholders.

Safety

At GOCL, Occupational Health & Safety Management is an article of faith. Participating in and updating the latest safety protocols and their adherence are considered paramount. Your company's Board has a Safety Review Committee which provides very involved oversight to the company's adherence to safety standards and issues.

In recognition of this commitment to excellence, your company has received the Integrated Management System (IMS) certification. Besides, the Initiating Products and Explosives are certified for European markets. Complete transparency in explosives manufacturing, transportation and storage has been implemented and achieved.

CSR commitments

Your company is committed to operating its business in a responsible and conscientious manner. The primary focus areas have been rural development, education and water in line with the Group Founder's ethos. Renovation of schools, providing essential furniture and facilities, and arranging nutritious mid-day meals for the IDL Primary School in Rourkela are

some of the steps undertaken positively impacting the area. Recognising the necessity of clean and safe drinking water, an RO drinking water facility in Rourkela has been installed which provides filtered water to nearby residents.

Optimism in Outlook

Despite the recent fluctuations in the price of major raw materials and the increasing competition in the market, your Company has a good order book for the next 2 years. This offers a solid foundation for continued growth and success. Additionally, emphasis on safety, innovative products, process automation and cost reduction will continue to add impetus to operations. Diversifying the product portfolio and increasing our market share in established business lines will continue. Your company will explore new opportunities in diverse domains to generate new revenue streams and strengthen its balance sheet further.

Gratitude

As your company undertakes this aspirational journey, I extend my heartfelt gratitude to all our Shareholders, clients, the Board of Directors, Management, Banks and Regulatory Authorities for their unwavering support and trust in your Company. Your belief in the company's vision inspires the Board and the Management to achieve greater heights of success.

I also want to express my sincere appreciation to our dedicated colleagues. Their hard work and commitment have been crucial in helping us achieve a tremendous year of growth. It shall keep us steadfast in our pursuit of excellence and empower us to adapt to evolving market dynamics and seize new opportunities in maximising the interest of shareholders.

Best regards,

Sudhanshu Tripathi

Chairman

Who we are

GOCL Corporation Limited, originally known as Indian Detonators Ltd. (IDL), began its journey in 1961. Today, we have established a diversified business with presence across commercial explosives, detonators, mining chemicals, accessories and real estate.

Over the years we have established a strong presence in the commercial explosives industry. We also hold the notable distinction of being the first to develop Slurry-based Permitted Explosives. With the expertise of

manufacturing and marketing packaged bulk explosives, we are a leading exporter of explosives and initiating devices to over 20 countries around the world.

As part of the Hinduja Group, one of India's largest business conglomerates, we significantly contribute to the growth and success of the group while maintaining a distinct identity in the market.



Our Vision

Sustainable Innovation.

Deliver sustainable solutions through innovative Products & Services for Infrastructure, Mining and Electronics sectors to enhance Stakeholder value.



Core Values

Cornerstones of our work ethic.

The core values of • Ethics & Integrity • Safety • Innovation & Creativity • Quality • Customer Focus are deeply ingrained principles that guide all our actions.



Philosophy

Work to Give.

We believe in business with human touch. We also believe an organisation is a set of beliefs & value system. We partner for Growth of all.

What we do

With a diverse and varied product portfolio catering to different industries, at GOCL, our focus on innovation and quality empowers us to stay a step ahead of competition. From Energetics, Explosives, and Electronics to Real Estate , Special Projects (Defence and Metal Cladding), we are committed to delivering superior quality products that meet the evolving needs of our customers.

We deliver high-performance energetics solutions for defence and commercial applications, advanced explosives for mining and construction and state-of-the-art electronics solutions for different industries.

Our portfolio



Energetics



Explosives



Electronics



Real Estate



Special Projects

Products for Defence applications and Metal Cladding

Geographic footprint

Exporters is our focus area. We supply explosives and CE certified initiating devices to 21 countries around the world.

₹ 90 crores

(105% growth)

Total export in FY 2023

Countries to which we export

- 1 Tanzania
- 2 Ethiopia
- 3 UAE
- 4 Nepal
- 5 Egypt
- 6 Peru
- 7 Sri Lanka
- 8 Nigeria
- 9 Zimbabwe
- 10 Colombia
- 11 Philippines
- 12 Malaysia
- 13 Kenya
- 14 Greece
- 15 Turkey
- 16 Sudan
- 17 Bhutan
- 18 Cambodia
- 19 Guinea
- 20 Oman
- 21 Thailand



India

Along with our subsidiaries and manufacturing plants, we have a strong presence across various locations in India.



GOCL office
Hyderabad



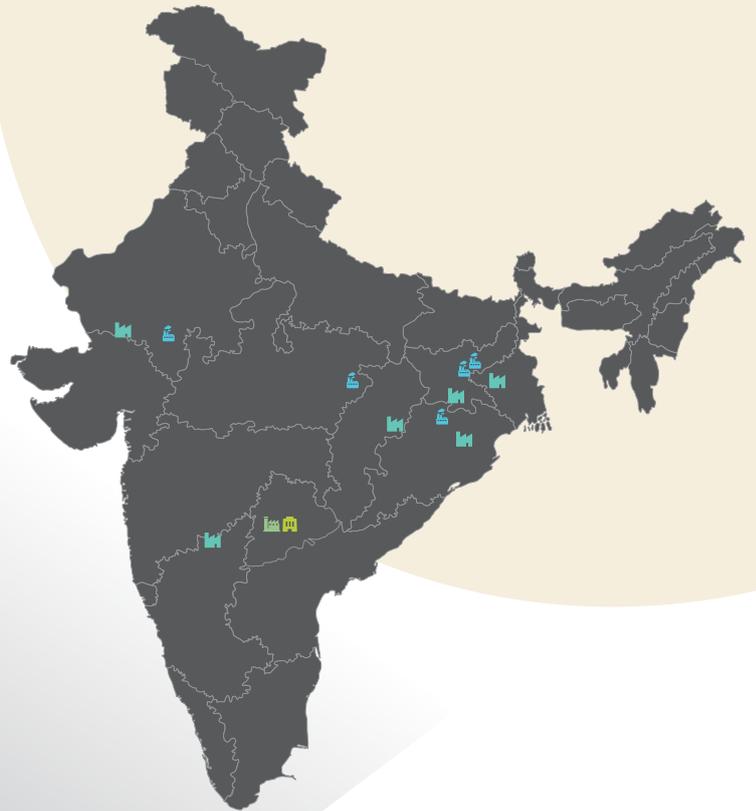
Silo Plants
Asansol, WB
Sirohi, Rajasthan
Raigarh, Chattisgarh
Talcher, Odisha
Noamundi, Jharkand
Bellary, Karnataka



Energetics Plant
Hyderabad



Explosives plants
Singrauli, MP
Rajrappa, Jharkand
Dhanbad, Jharkand
Rourkela, Odisha
Ramagundam, Telangana
Udaipur, Rajasthan



Key highlights (Consolidated)

126%

Income growth

20%

PAT

1.25

Debt-equity ratio

₹ 1,460 crores

Market capitalisation

Financial performance (Consolidated)

Total Income (₹ in crores)



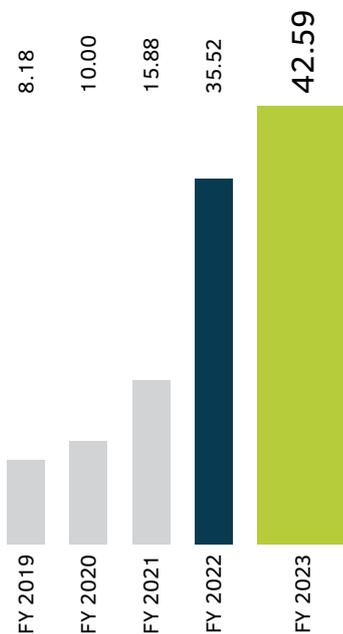
PBT (₹ in crores)



PAT (₹ in crores)



Earning per share (in ₹)



Dividend (in %)



Return on net worth (in %)



Business Model

Who we are

We are an established industry leader in Energetics and Commercial Explosives serving and providing innovative solutions to our customers for 60+ years.

What we want to achieve

Our primary objective is to enhance Stakeholder Value by expanding our presence across various regions through ethical business practices. Our Vision is to deliver Sustainable Solutions through innovative products and services for Infrastructure, Mining and Electronics sectors.

How we achieve - our Business Model

Input

Finance

We strive to maintain a healthy balance sheet through proper capital allocation and cost optimisation. Hinduja Group's Goodwill Capital expenditure: ₹19 crore
Fixed assets: ₹ 314 crore
Total equity: ₹ 1,410 crore

Manufacturing

Multiple manufacturing plants situated in various regions.
Total manufacturing facilities: 7
Total production capacity: Bulk & Packaged Explosives-2,70,000 MT p.a.
Detonators- 192 Million

Innovation & technology

In-house Research and Development with highly skilled professionals who are dedicated to the ongoing advancement of our product development initiatives.
Total R&D spend: ₹ 1.08 crores
R&D centre: 1 (one)
Skilled professionals in R&D: 10

Human assets

Our workforce is composed of a diverse group of talented and seasoned professionals. This collective expertise plays a pivotal role in elevating the quality of our work and facilitating the timely delivery of our products.
Total no. of employees: 380
Total training hours: 600 man-days

Social capital

We take proactive measures to promote sustainable growth and contribute to the well-being of the communities in which we operate. Hinduja Group's Network and Resources

Natural resources

We prioritise sustainable use of natural resources, minimise waste, energy consumption and emissions.

Value creation process

Production facilities across India

Established relationship with supply partners and well-defined raw material procurement process

Diverse business verticals

Energetics Explosives Electronics
Real Estate Special Projects

Robust R&D facility to ensure holistic and sustained growth

Efficient internal management process through well-structured corporate hierarchy

Regular interaction with clients to improve our operations and ensure customer satisfaction

Stakeholder value

Customers Suppliers
Community Government

Key strengths



Investors



Employees



Banks



Regulators

Output

Finance

Robust growth - increase in revenue and profitability.

Revenue

₹ 1,410 crore

PAT

₹ 211 crore

Manufacturing

Expanding capacities and leveraging advanced technologies

Types of products:

Explosives & Accessories

Total production/sale:

Explosives & Accessories

Bulk Explosives

91,451 tonnes

Packaged Explosives

19,306 tonnes

Electric and Plain Detonators

3.93 crores

D-Cord

1.35 crore meters

Electronic Detonators

8,73,050

Booster

96.20 MT

R&D and innovation

We have elevated our operational performance through innovation and investments in new product development to meet evolving market demands.

New products developed:

Variants of Electronic Detonators

Human assets

The dedication of our employees, coupled with regular training, robust employee engagement initiatives, and comprehensive wellness programmes, have significantly enhanced their efficiency and overall productivity.

Revenue generated per employee:

₹ 2.42 crores

Gender diversity

14%

Leaders identified

11

Attrition rate

10.5%

Social capital

Our commitment to CSR initiatives has strengthened our bond with society.

Children benefitted

40

Natural resources

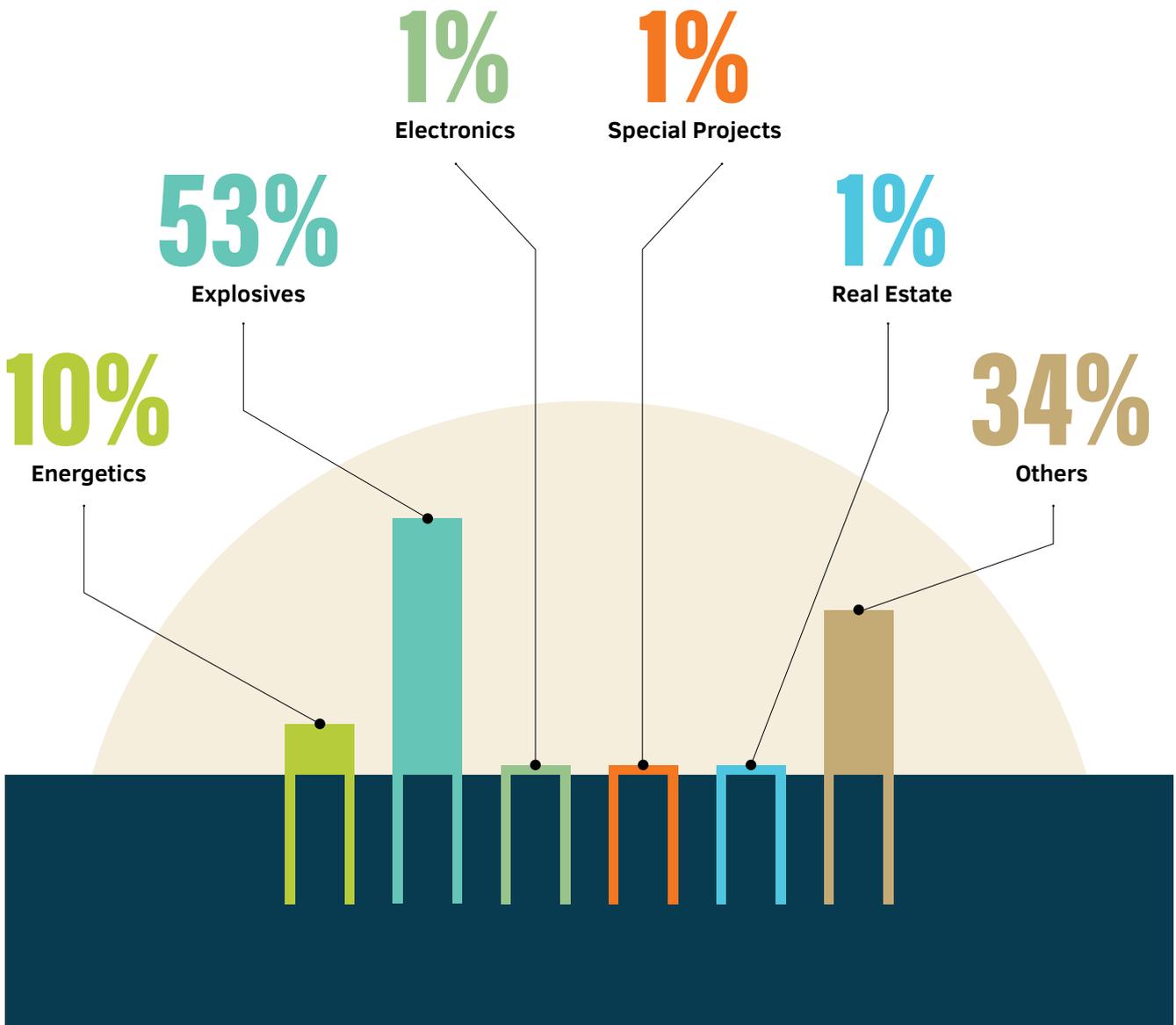
By harnessing the power of advanced technology, we have made conscientious efforts to preserve our natural resources and enhance environmental sustainability.

Certification

ISO 14001

Building a stronger and diversified business

GOCL has achieved significant growth by leveraging its robust in-house facilities and profound understanding of market needs. These key factors have been instrumental in driving our success across various business segments. By capitalising on our strengths, we effectively address market demand, foster innovation, and consistently deliver top-notch products and services. Our continuous investments and customer-centric approach enable us to sustain the growth momentum and maintain a competitive advantage.



Energetics

We produce initiating devices and accessories, specifically designed for mining and infrastructure projects. These devices play a crucial role in triggering explosives loaded in boreholes or on the surface. It helps to conduct blasting operations in a coordinated manner, in a predetermined sequence, which is essential for achieving desirable outcomes such as optimal fragmentation, loose muck piles, minimum ground vibrations, reduction in air blast noise, and proper toe formation. Moreover, our DSIR approved Research and Development (R&D) has enabled us to continuously introduce upgraded and innovative products such as electronic initiation systems.



36%

Detonators:
Electronic (eDET)

4%

Pentolite boosters

Way forward

Our objective is to create innovative variations of electronic detonators and successfully penetrate the market with these advanced products. By harnessing cutting-edge technology and expertise, we aim to develop a range of detonators that cater to diverse applications and industries. Through strategic marketing and effective distribution channels, we plan to establish a strong market presence, capturing the interest of potential customers and generating significant sales. Additionally, we will focus on expanding our export activities, seeking international opportunities to promote and sell our electronic detonators globally. With a dedicated emphasis on quality, safety, and customer satisfaction, we are confident in our ability to achieve substantial growth.

Operational highlights

During FY 2023 we achieved the highest ever sale of electronic detonators

Revenue from energetics

(₹ in crore)



Sales mix of energetics FY 2023

24%

Detonators:
Non-Electric (Raydet)

9%

Detonating cords

27%

Other

Explosives

Our wholly owned subsidiary IDL Explosives Limited, is a leading manufacturer and supplier of packaged and bulk explosives, specifically designed for mining and infrastructure projects. These commercial explosives are essential for breaking rocks and minerals and facilitates infrastructure development. We offer a comprehensive range of explosive products, including Slurry and Emulsion explosives, which are available in packaged as well as bulk forms.



Operational highlights

We reported nearly 100% increase in turnover.

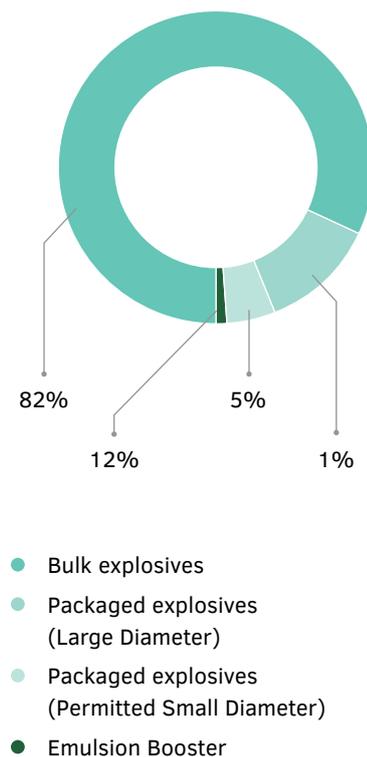
During FY 2023, exports sales more than doubled.

Revenue from explosives

(₹ in crore)



Sales mix of explosives FY 2023



Way forward

Our primary goals are to optimize the utilisation of Bulk Plants, ensuring enhanced capacity usage, and to expand our customer base for both Bulk and Cartridge Exports. By implementing efficient production processes and streamlining operations, we aim to maximize the output and productivity of our Bulk Plants. Simultaneously, we will focus on targeted marketing strategies and outreach efforts to attract new customers for our Bulk and Cartridge Exports. Through tailored solutions, competitive pricing, and maintaining high-quality standards, we are confident in achieving significant growth in sales and establishing a stronger foothold in the global market for explosive products.

Electronics

The Electronics division, established in January 2020, has rapidly grown and established a strong presence in the Electronic Manufacturing Services (EMS) market. Our expertise and industry knowledge have enabled us to serve a diverse clientele from various sectors such as Automotive (including EV Chargers), Automation & Robotics, Medical, and IoT.



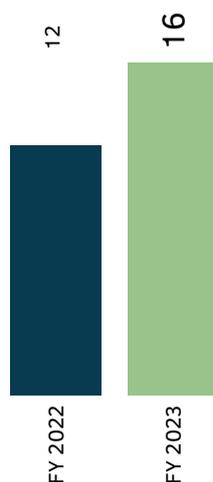
Operational highlights

Our efforts resulted in increase in revenue by more than 30%

During FY 2023, we have set up a strong R&D for designing of new products.

Revenue from electronics

(₹ in crore)



Way forward

Our mission is to firmly establish our presence in the EV charger space. By leveraging our expertise and technological advancements, we aim to become a prominent player in the market for electric vehicle charging solutions. Through strategic partnerships, innovative product offerings, and a customer-centric approach, we will position ourselves as a preferred choice for EV charging infrastructure.

Special Projects

Our Metal Cladding division specialises in addressing critical industry needs through a unique explosive-based method of bonding dissimilar metals. This advanced technology is employed at our facilities in Hyderabad and Rourkela, Odisha. It enables the metallurgical bonding of various metals like nickel, copper, titanium, stainless steel, and more, with carbon steel, alloy steel, and other ductile metals. The bonded metals find applications in ship building, electrical, space, chemical industries, and other sectors.

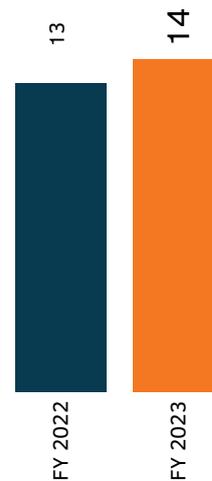
The division has been certified by Lloyd Register, American Bureau of Shipping, TUV, Engineers India Limited, Nuclear Power Corporation India Limited, and the Indian Register of Shipping. It highlights our commitment to quality and ensures adherence to industry standards.

Additionally, we have pioneered a special process for deep surface hardening of metals, specifically catering to the mining and railway sectors.

We supply a wide range of advanced technologies and components to the Defence and Space sectors. With a successful track record of absorbing transfer of technology (TOT) and completing qualification processes, we have been able to manufacture and deliver high-quality products. The offerings include specialised materials, innovative pyro-tech cartridges for drone applications, delay pyros for missiles and reliable ignitors. GOCL's expertise in this segment is derived from its ability to meet the stringent requirements of esteemed clients in the defence and space industries.

Revenue from Special Projects

(₹ in crore)



Real Estate

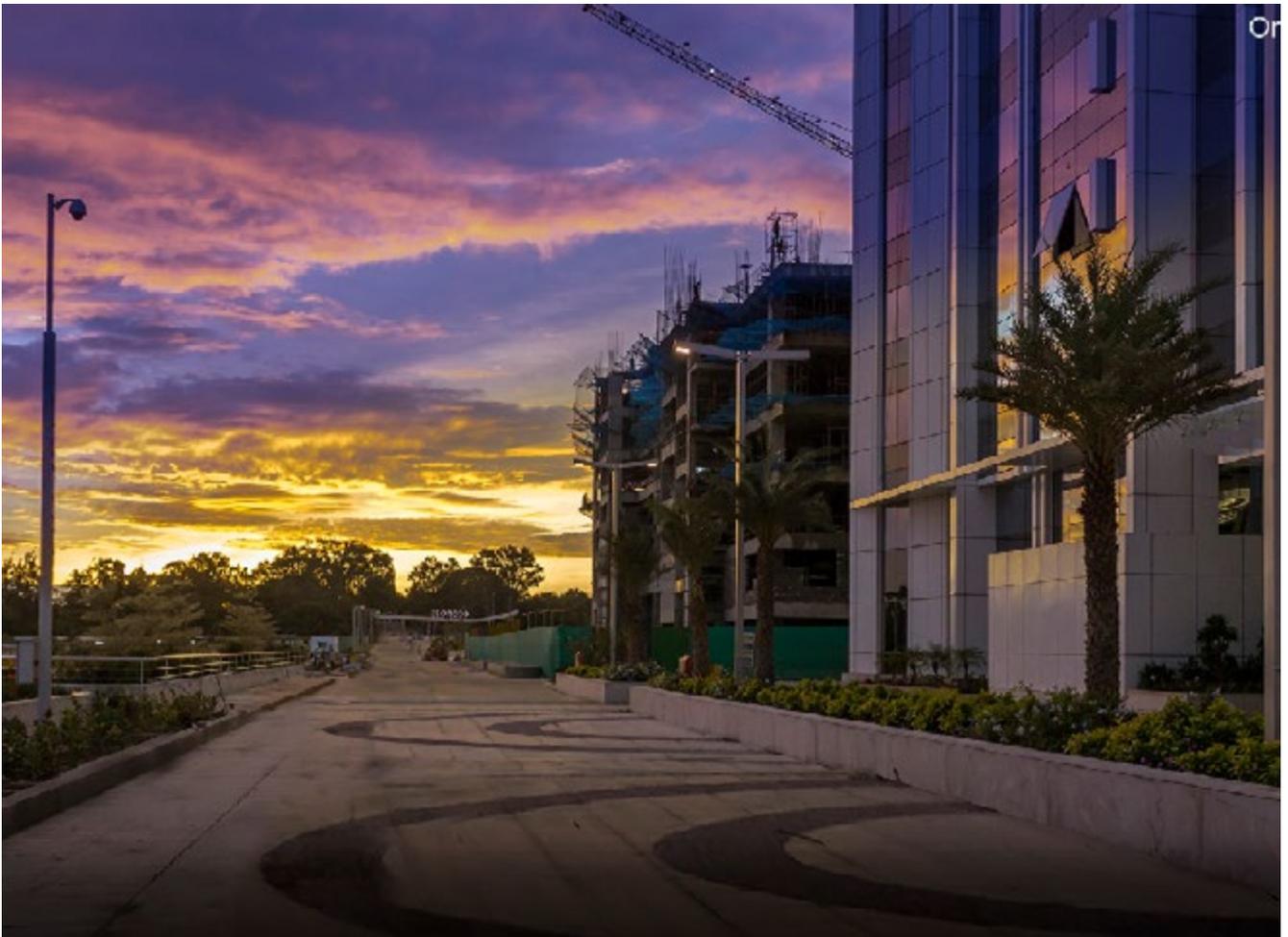
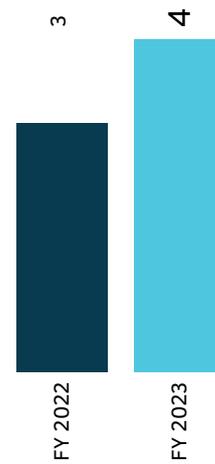
We forayed into real estate to seize promising opportunities in the sector. Through strategic identification and evaluation of its owned properties, we engage in projects that help to meet evolving customer needs. We aim to develop real estate projects that maintain the highest standards of quality, design, and sustainability. With our customer-centric approach and a commitment to innovation, we strive to contribute significantly to the growth and transformation of the real estate industry.

Operational highlights

We are exploring various options including monetisation of Ecopolis project at Bengaluru.

Revenue from Real Estate

(₹ in crore)

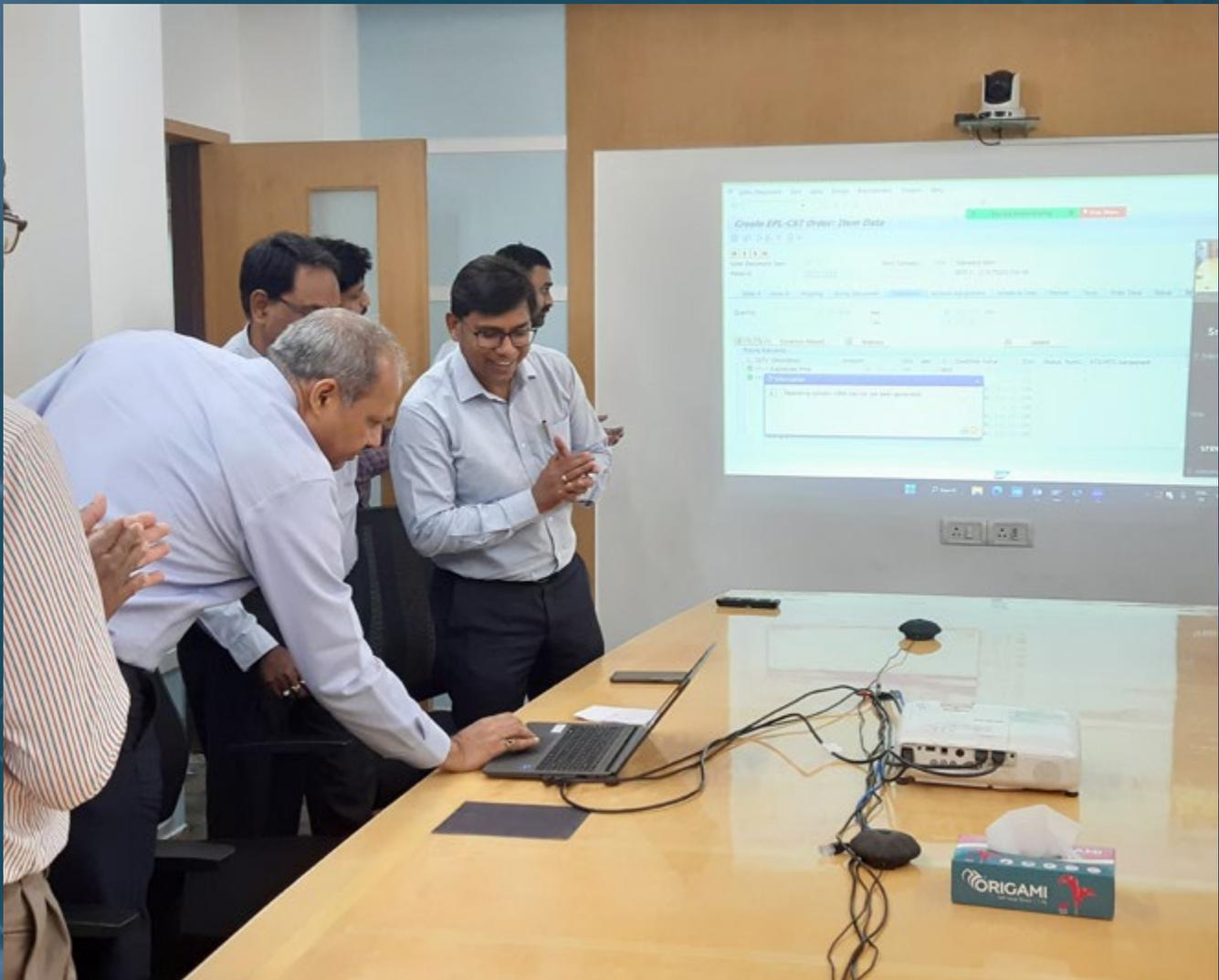


Innovation and technology

We have made significant investments towards our research and development capabilities to ensure advancement and to stay ahead of the curve. As a result, we have been able to expand and innovate beyond the traditional domain of explosives. We have now adopted electronic detonation.

Moreover, understanding the importance of information technology, we have stepped up our digitalisation initiatives as well. Our digital initiatives have led to a positive impact and operational growth along with creating enhanced value for its stakeholders.

During the year, we placed particular emphasis on enhancing security measures by implementing encryption and cloud technologies. Simultaneously, we organised numerous IT awareness programs aimed at educating and empowering our workforce to effectively embrace these technologies.



SAP Hana Go-live event



Launch of new website



IT awareness programme

Driving success through teamwork

Our human resource inculcates a culture of collective and collaborative management to drive success and achieving strategic goals. Initiatives to develop comprehensive talent management strategies and fostering a positive work environment to promote employee engagement and growth are in place.

Training and development

Through value driven approach, we focus on developing enabled and equipped employees through robust training programmes on functional and managerial effectiveness. We also emphasise on providing safety trainings to ensure zero harm to our people during the production process.

We develop future leaders through comprehensive Capability Development Programs. This approach ensures a well-prepared talent pool capable of assuming critical roles within our organisation.

380

Total workforce
(including our subsidiary)

10.5%

Attrition rate

39

Safety training and workshop conducted

72 Programs

Trainings conducted in FY 2023



Employee engagement

Employee engagement initiatives such as townhall meetings, employee rewards & recognition and CEO connect sessions to motivate and encourage innovative ideas of our people.

OHSAS 18001
Certified



Our commitment for a better future

At GOCL, Corporate Social Responsibility (CSR) forms an integral part of our commitment towards building a sustainable and inclusive society. With a deep understanding of the pressing challenges faced by communities, we have identified key focus areas where we believe our efforts can create a meaningful impact.

Our CSR initiatives primarily revolve around three pillars:



Education



Rural Development



Water

Ensuring environmental safety

We prioritise the safety of environment and sustainability through regular audits, strict adherence to safe operating procedures, and monitoring by PESO and the Government of India. We are committed to reducing our carbon footprint and ensuring proper wastewater disposal.

ISO 14001
Certified



Visionary leadership



Mr. Sanjay G Hinduja
Chairman Emeritus

Board of Directors



Mr. Sudhanshu Tripathi
Chairman &
Non - Executive Director



Ms. Kanchan Chitale
Independent Director



Mr. Debabrata Sarkar
Independent Director



Mr. Pankaj Kumar
Managing Director &
Chief Executive Officer



Mr. Aditya Sapru
Independent Director



Mr. Amar Chintopanth
Independent Director



Mr. Gopal Raman
Non - Executive Director

01 Mr. Sanjay G Hinduja
Chairman Emeritus

Mr. Sanjay G. Hinduja, the chairman, possesses a Business Administration Bachelor's Degree from Richmond College in London. With previous employment at Credit Suisse Bank and Chase Manhattan Bank, he brings a wealth of experience and specialized knowledge in the worldwide oil and energy industry.

02 Mr. Sudhanshu Tripathi
Chairman & Non - Executive Director

Mr. Sudhanshu Tripathi is a seasoned Corporate Professional with over 35 years of work experience and exposure to diverse industries from Metals to Mining to Media, Telecom, Automotive, Financial Services, etc.

Mr. Tripathi is Chairman of GOCL Corporation Limited and NDL Ventures Limited and is on the Boards of several other Hinduja Group Companies. He is also Chairman / Member of the varied Board Committees - Audit, Nomination & Remuneration, Risk Management, Investment, Stakeholders' Relationships, and Corporate Social Responsibility.

He has a deep commitment towards well-governed and effective Boards. He believes that good governance practices are essential for the smooth and efficient conduct of business operations of any enterprise, protection and maximisation of the stakeholders' long-term interest and the long-term success and sustainability of any organisation.

Mr. Tripathi holds a Degree in Science with a specialisation in Electrical Engineering. He also holds a Post Graduate Diploma in Business Management from XLRI - Jamshedpur.

03 Ms. Kanchan Chitale
Independent Director

She is a member of the Institute of Chartered Accountants of India (ICAI) and has been engaged in professional practice as a Chartered Accountant since 1984. With over three decades of experience, she has gained expertise in conducting internal and management audits for corporate organizations, as well as specialized and concurrent audits for commercial banks and financial institutions. Her focus lies in conducting internal audits specifically for large construction companies. She has also completed residential courses on Management at Indian

Institute of Management, Ahmadabad (IIM-A), Indian School of Business (ISB, Hyderabad) and a course of Lead Assessor of Quality System for ISO 9000. She has been a member of IIM-A Alumni Association, member and Ex-VP of Association of Women Industrialists of Maharashtra (WIMA) from the year 1992 to 1993 and has also been a member of Bombay Chartered Accountants Society.

04 Mr. Debabrata Sarkar
Independent Director

With a diverse background in the field of Banking and Finance, Mr. Sarkar possesses extensive expertise. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and also holds the designation of Certified Associate of the Indian Institute of Banking and Finance. Mr. Sarkar earned his postgraduate degree in Commerce from the University of Calcutta. Throughout his career, he has held prominent positions such as Chairman and Managing Director of Union Bank of India and Union KBC Asset Management Company Private Limited. Additionally, he has served / is serving as a Director for various organizations including the General Insurance Corporation of India, Allahabad Bank, LIC Housing Finance Limited, Bank of India, BOI Merchant Bankers Limited, Hinduja Leyland Finance Limited and Aditya Birla Sun Life Insurance Company Limited, among others.

05 Mr. Pankaj Kumar
Managing Director & Chief Executive Officer

Having graduated with a B.Tech from IIT Kharagpur and a Business Management degree from XLRI Jamshedpur, he has accumulated a rich and varied experience in the Manufacturing Industry spanning over 33 years. Throughout his career, he has consistently achieved outstanding outcomes in multiple organizations, demonstrating his innovative and forward-thinking approach to business transformation.

06 Mr. Aditya Sapru
Independent Director

Mr. Aditya Sapru, is the Founder & Managing Director of Neumck Strategy & Advisory, a boutique strategy advisory firm based out of Bangalore. Mr. Sapru has an MBA from Santa Clara University, with specialization in Finance & Operations Research and an MS from Cornell University.

With a diverse range of professional experiences over the last 25 years, his expertise is in assisting organizations define and develop frameworks and execution plans to realize their growth potential. He has worked closely with multiple organizations across different global markets in revenue expansion, operational and organizational restructuring and turnarounds. He is an advisor to and sits on the Board of companies in the Middle East and Asia Pacific region. He is a governing board member of Centurion University of Technology & Management in Odisha. His previous professional experience includes being a Global Partner and Managing Director (SAME) with Frost & Sullivan, a global consulting firm. During his tenure with the company, Mr. Sapru played a pivotal role in establishing and scaling the firm's business presence in India, China, Asia and Australia.

07 Mr. Amar Chintopanth
Independent Director

Mr. Amar Chintopanth is a Chartered Accountant with approximately 40 years of work experience. He has held leadership roles in large organizations like ITC Classic Finance Ltd., Polaris Software Limited, 3i Infotech Limited, NXTDIGITAL Limited among others. His experience encompasses areas of Finance & Accounting (domestic & international) Business strategy, Mergers & Amalgamations - domestic and international, Risk management, compliances, and related areas. He is presently the Whole Time Director & Chief Financial Officer of NDL Ventures Limited.

08 Mr. Gopal Raman
Non - Executive Director

Mr. Gopal Raman holds a B. Tech Degree in Mechanical Engineering from the Indian Institute of Technology, Madras with 35 years of diverse industrial experience. He has been with the Hinduja Group for the past 15 years and currently serves on the Board of Directors of Ashok Leyland Defence Systems Ltd, Hinduja Renewables Energy Pvt. Ltd and others. He has been involved in diverse Businesses as Renewable Energy, Defence, Industrial Explosives, Trading, Mining services, Pharmaceuticals, Specialty Chemicals (Adhesives & Sealants, Acrylic Polymer Coatings, Plastic Additives, Agrochemicals), Batteries and Confectionary.

Corporate information

Mr. Sanjay G Hinduja
Chairman Emeritus

Board of Directors

Mr. Ajay P Hinduja
Chairman (up to November 9, 2022)

Mr. Sudhanshu Tripathi
Chairman (from November 10, 2022) and
Non-executive Director

Ms. Kanchan Chitale
Independent Director

Mr. Debabrata Sarkar
Independent Director

Mr. Aditya Sapru
Independent Director

Mr. Pankaj Kumar
Managing Director & CEO

Mr. Amar Chintopanth
Independent Director
(from March 27, 2023)

Mr. Gopal Raman
Non-executive Director
(from March 27, 2023)

Key Managerial Personnel

Mr. Ravi Jain
Chief Financial Officer

Mr. A Satyanarayana
Company secretary

Board Committees

Audit Committee

Ms. Kanchan Chitale, Chairperson
Mr. Debabrata Sarkar

Mr. Sudhanshu Tripathi
(up to May 30, 2023)

Mr. Amar Chintopanth
(from May 30, 2023)

Stakeholders Relationship

Mr. Sudhanshu Tripathi, Chairman
Mr. Aditya Sapru
Mr. Pankaj Kumar

Nomination and Remuneration Committee (NRC)

Ms. Kanchan Chitale, Chairperson
Mr. Sudhanshu Tripathi
Mr. Aditya Sapru

Risk Management Committee

Mr. Debabrata Sarkar, Chairman
Mr. Pankaj Kumar
Ms. Kanchan Chitale
Mr. Amar Chintopanth
(from May 30, 2023)

Corporate Social Responsibility

Mr. Sudhanshu Tripathi, Chairman
Mr. Aditya Sapru
Mr. Gopal Raman

Safety Review Committee

Mr. Aditya Sapru, Chairman
Mr. Sudhanshu Tripathi
Mr. Pankaj Kumar

Investment Appraisal & Project Review

Mr. Debabrata Sarkar, Chairman
Mr. Sudhanshu Tripathi
Mr. Aditya Sapru

Bankers

State Bank of India
IDBI Bank Limited
Union Bank of India

Auditors

Haribhakti & Co. LLP,
Chartered Accountants

BS & Company,
Company Secretaries LLP

M/s Narasimha Murthy & Co.
Cost Accountants

Registered Office

IDL Road, Kukatpally,
Hyderabad-500 072

Corporate Identity Number (CIN)

L24292TG1961PLC000876

REPORT OF THE BOARD OF DIRECTORS TO SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2023

To the Members
of **GOCL Corporation Limited**

Your Directors have pleasure in presenting their Sixty Second Annual Report and Audited Accounts for the year ended March 31, 2023.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which these financial statements relate and the date of this Report.

1. FINANCIAL RESULTS

Particulars	(₹ in Lakhs)			
	Consolidated		Standalone	
	2022-23	2021-22	2022-23	2021-22
Profit after providing for Depreciation and before extraordinary items and taxation	33907.96	6293.68	35599.24	5831.44
Exceptional Items	(1021.97)	12761.04	--	--
Profit Before Taxation	32885.99	19054.72	35599.24	5831.44
Taxation:				
Current Tax – Current Year	12740.14	1314.05	12180.71	957.00
Deferred	(969.47)	131.05	133.28	104.09
Profit After Taxation	21115.32	17609.62	23285.25	4770.35
Appropriations:				
Dividend paid during the year	(1487.17)	(1982.90)	(1487.17)	(1982.90)
Transfer to General Reserve	-	-	-	-
Balance carried to Balance Sheet	19628.15	15626.72	21798.08	2787.45
EPS (of ₹ 2/- each)	42.59	35.52	46.97	9.62

Transfer to Reserves

During the year under review, the Company has not transferred any amount to reserves. The Board of Directors has decided to retain the entire profit of the financial year 2022-23 in the distributable retained earnings.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India form part of this Annual Report. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by their respective Board of Directors.

There is no change in the nature of business of the Company or the Subsidiaries.

Rule 8(5)/(xi) and (xii) are not applicable as there were no proceedings against your Company under the Insolvency and Bankruptcy Code, 2016. There was no one time settlement of financial dues etc.

2. DIVIDEND

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted a Dividend Distribution Policy. The policy details various considerations, the Company's dividend track record, usage of retained earnings for corporate actions, etc. based on which the Board may recommend or declare Dividend. The Dividend Distribution Policy is available on the Company's website at <http://www.gocllcorp.com/downloads/investor/policy/DividendDistribution2021.pdf>. The said Policy lays down various factors which are considered by the Board while recommending dividend for the year.

The Board has in its meeting held on 30th May 2023 recommended a Dividend of ₹ 5.00 per share (250%) for the financial year 2022-23 and a Special Dividend of ₹ 5.00 per share (250%), totalling to a Dividend of ₹ 10.00 per share (500%) for the financial year 2022-23. These dividends, if approved by the Shareholders at the ensuing Annual General Meeting, will be paid out of the profits for the current year to all the Shareholders of the Company whose names appear on the Register of Members / Beneficiary details received from the Depositories as at the date of Book Closure.

Your Company is in compliance with its Dividend Distribution Policy as approved by the Board.

3. CREDIT RATING

Infomermics Valuation and Rating Private Limited (IVR) has assigned a long-term rating of IVR A- and short term rating of IVR A2+ for the Company.

4. OPERATIONS AND STATE OF AFFAIRS

Standalone:

The net Income of the Company was ₹ 531 crores (previous year of ₹ 185 crores). The profit before tax was ₹ 355.99

crores (₹ 58.31 crores). The profit after provision for current tax of ₹ 121.81 crores and deferred tax of ₹ 1.33 crores was ₹ 232.85 crores (₹ 47.70 crores) resulting in an EPS of ₹ 46.97 for the year (₹ 9.62).

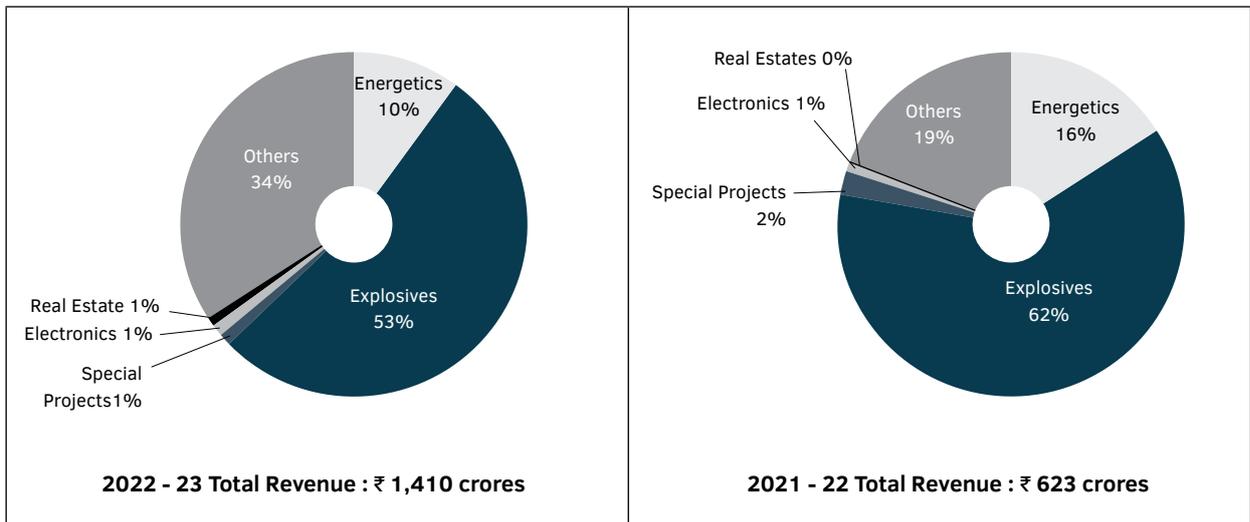
Consolidated:

On a consolidated basis, the net Income of the Company was ₹ 1410 crores (₹ 623 crores). Profit after tax increased to ₹ 211.15 crores (₹ 176.10 crores). As a result, EPS increased by 20% to ₹ 42.59 per share.

The wholly owned subsidiary, IDL Explosives Limited achieved a total Income of ₹ 785 crores (₹ 400 crores).

5. DIVISIONAL PERFORMANCE

5.1 Business Operations



5.2 Energetics

Energetics business achieved a turnover of ₹ 139 crores during the year under review. This is the highest ever turnover. The improved performance has been contributed by both the domestic and export sales. The Division continues its focus on value added products and electronic detonators.

5.3 Bulk and Cartridge Explosives

Explosives and Cartridges business under the wholly owned subsidiary, achieved a business turnover of ₹ 751 crores for the year which was 96% more than the previous year. High fluctuations in the ammonium nitrate price has affected performance during the year. Stability of ammonium nitrate prices with robust demand from PSU and private players is expected to ensure better performance in the current year.

5.4 Electronics

The Electronics business posted encouraging results with a turnover of ₹ 16 crores, a growth of 33% and

a strong order book for FY 24 having its customers in the automotive and defence space. We have entered in to an MOU with Gulf Oil Lubricants India Limited and Ashok Leyland Limited to develop and manufacture future ready EV chargers and auto electronics parts. The facility has been augmented with additional 8000 sft to accommodate new orders. AS9100D certification is under process and expected in Q2 of 2024. We have expanded of the R&D team with new design team to cater to various customer requirements and working on TS16949 certification for effective implementation of automotive quality standard.

5.5 Special Projects

In the Defence and Space sectors, we have absorbed Transfer of Technology (TOT) from Defence Research and Development Organisation (DRDO) for Canopy Severance System (CSS). The Company has executed orders and receiving many enquiries from DRDO/ HAL/Indian Air Force for supply of Canopy Severance System. R&D work and product trials for Electronic Fuze with indigenously developed explosive train have

been successfully completed in-house qualification tests and expecting production lot to be supplied in F24 and will be added to our existing product portfolio. We have also successfully conducted in house qualification tests and executed trial order for supply of Squib Pyro Cutter and EAPRV Squib. This business achieved a turnover of Rs. 4 crores during the year under review (previous year Rs. 6 crores).

The 2.1 Seconds Delay Pyro for Brahmos project with required modification in specification as per STAR DRDL project developed, conducted trials and successfully supplied to DRDL for STAR project and further orders are expected in F24.

The Metal Cladding business achieved a turnover of ₹ 10.16 crores during the year under review (previous year ₹ 7.10 crores). Considering the orders on hand, performance of this business is expected to be better during the subsequent years banking on the track record of zero-accident, zero-customer complaint and on-time-delivery.

5.6 Exports

The Company and its wholly owned subsidiary achieved export sales of ₹ 90 crores against ₹ 44 crores in the previous year with growth of 105% on annual basis.

The Company has developed new customers in the Asia-Pacific region and obtained repeat orders from East Africa, Middle East and South America utilizing our better portfolio of products and experience with shipping logistics. The Company has a healthy order book for the current financial year and expects better business in FY 24.

The Company is focused on increasing exports by developing new customers and higher volumes with existing customers. The Company will maintain its thrust in exports by adding products in existing markets and foraying into new markets.

5.7 Real Estate

Bengaluru

'Ecopolis', the Company's mixed-use commercial project, is a joint development project with Hinduja Realty Ventures Limited. The project is located in the growth corridor of North Bengaluru. The 38.15 acres Techpark comprising of SEZ and commercial office space, is being constructed in phases.

Phase 1, of over 14.54 lac sft comprises of office building 'e3' and Multi Level Car Parking space (MLCP) with a leasable area of over 7.64 lac sft. 'e3' is a LEED Gold certified building, which is operational with IT/ITES clients working in the building. This building has 3 levels of basement to accommodate clients' car parking requirements with ground floor and 10 upper floors. The MLCP consisting of 11 levels is designed as

an infrastructure bank, which accommodates DG sets on the ground level, hybrid HVAC chillers on the terrace level and additional car parks in the remainder levels which will cater for three buildings in the campus.

The Company is exploring alternate ways of generating income from the property.

Hyderabad

The Company had in the year 2012 entered into a Joint Development Agreement (JDA) in respect of the land situated at Kukatpally, Hyderabad with Hinduja Estates Private Limited (HEPL). With a view of an early monetization of the property, the Company has completed sale of 44 acres of land for a consideration of ₹ 451 Crores and the sale consideration is deployed profitably.

6. PROMOTER OF THE COMPANY

Hinduja Capital Limited (HCL) Mauritius, earlier known as Hinduja Power Limited, Mauritius continued to reinforce their confidence in the long term prospects of your Company with their shareholding in the Company at 73.83%.

There were no transactions with the Promoter of the Company during the year under review other than payment of dividend in the normal course.

7. PUBLIC DEPOSITS

The Company has during the earlier financial year repaid / prepaid all the public deposits and there were no outstanding public deposits at the beginning of the year under review. The Company has not accepted any public deposits during the year. Thus, there are no unpaid, unclaimed or outstanding public deposits or outstanding interest as at March 31, 2023. The Board of Directors of the Company may consider accepting fresh public deposits at the appropriate time, as per the regulatory changes under the Companies Act, 2013.

8. SUBSIDIARIES:

The Company has at present two subsidiaries which are material subsidiaries.

Out of the two material subsidiaries, one is in India, namely IDL Explosives Limited. The other material subsidiary, namely HGHL Holdings Limited is in the UK and is an investment company. APDL Estates Limited, which was also a wholly owned subsidiary, got merged/amalgamated with the Company during the year under review and ceased to be in existence. The annual performance of the subsidiaries is as under:

IDL Explosives Limited reported a loss of ₹ 32.80 crores (profit of ₹ 0.84 crores). This was due to the high raw material prices, mainly ammonium nitrate on account of unrest in Central Asia.

HGHL Holdings Limited, UK reported a profit of ₹ 12.85 crores (₹ 153.40 crores).

In accordance with section 136 of the Companies Act, 2013, the audited Financial Statements including Consolidated Financial Statements and related information of the Company and audited accounts of the each of its subsidiaries are available on our website www.gocllcorp.com. These documents will also be available for inspection till the date of AGM during working hours at our Registered Office. A statement containing salient features of the financial statement of the above subsidiaries are disclosed in Form-AOC 1 as 'Annexure-A' to this Report.

Overseas subsidiary

Post the divestment of Quaker holding, the net worth of HGHL stands at ₹ 785 crores. HGHL has availed of a Stand-By Letter of Credit (SBLC) of USD 200 million to pursue an opportunity in the United Kingdom in a hospitality project. This SBLC facility availed by HGHL is collaterally secured by the factory land parcel of the Company at Hyderabad. The Company continues to receive commission of 100 bps per annum for providing security for the SBLC. Besides, HGHL has a 10% stake in the company implementing the hospitality project.

9. HUMAN RESOURCES / INDUSTRIAL RELATIONS:

Your Company's Core Values are as follows: 1) Ethics & Integrity; 2) Safety; 3) Innovation & Creativity; 4) Quality and 5) Customer Focus.

Your Company accords paramount importance to health and safety of its employees and workforce. Class room and on-job trainings imparted to the employees on Safety, Quality and Standard Operating Procedures (SOP) aspects.

Safety

Safety being one of the core values, lays the foundation for the best safety culture. Your Company believes that safety is the key factor for overall health and performance. Safety of people is achieved through inherent design of operations, safety distances, remote operations, process interlocks, strict enforcement of the safety procedures, preventive maintenance, good housekeeping and training.

Considering the nature of the operations of your Company, the Safety Review Committee of the Board reviews and oversees the safety management processes on a periodic basis and provides valuable inputs.

Safety and Security review by the top management is being carried out on monthly basis to increase the effectiveness of the safety culture within the organization. Central Safety Committee meetings take place on quarterly basis to bring out the safety issues from the shop floors. Strengthening of CCTV surveillance monitoring in vulnerable process areas, safety walk through audits by the cross functional teams, have helped to strengthen the overall safety processes in the Hyderabad Works.

Safety training programs are being carried out on regular basis on safe operating procedures and safe handling of hazardous materials. Emergency evacuation mock drills are regularly carried out to assess the onsite emergency preparedness as per the protocols and mitigation and rescue exercises. Regular EHS inspections, internal and external safety audits are being carried out to identify all kinds of hazards in the work place and suitable action plan is being implemented to create a safe work place in the organization. Safety Tools like HAZOP, HIRARC, EAI, JSA and Leading and Lagging Indicators are in use to address all kinds of safety issues.

The Hyderabad Factory follows Integrated Management Systems which enhances the credibility of the organization in the international market.

Your Company continually strives for improvement of its processes through automation technologies, introduction of new machineries and remote operations with PLC controls which reduces human intervention in critical operations thereby maintaining safe work places. Behaviour based safety is achieved through employee consultation and participation, continuous refresher trainings and enforcement of strict safety rules and procedures. The Hyderabad factory of your Company has been awarded the 'Best Management Award' by Labour Minister, Labour Department, Telangana on the occasion of May Day 2022 for meritorious contribution in the industries sector in the State of Telangana.

Research and Development

Your Company has a strong focus on Research & Development, self-contained in terms of tooling, design, instrumentation, production and testing. We have developed new variants of electronic detonators with enhanced safety and better efficiency. Statutory and regulatory approvals for these new products have been received, trials taken and the same will set a benchmark in explosives industry. We are in compliance with the PESO online system for Explosive Tracking and Tracing (SETT) and every explosive transaction is being carried out with enhanced transparency in explosive manufacturing, transportation and storage.

Occupational Health

Occupational health of employees is given the utmost importance and suitable ergonomic work places are designed with proper illumination and fresh air ventilation. The work zone air monitoring is carried out on regular basis to assess the environment in the workplaces and complying with the work place exposure norms by statutory authorities. Specialized medical tests for occupational health hazards are carried out periodically for all the employees. Health and hygiene medical tests are carried out for all canteen employees to ensure hygienic food in the canteen.

As a part of preventive healthcare, the Hyderabad Factory regularly organizes free medical check-ups for all the employees and workers in association with reputed multi-specialty corporate hospitals. The in-house Occupational Health Centre is equipped with new upgraded equipment to take good care of the employee health.

Security

Strengthening of the security of the operations and the facilities is taken up on regular basis by adopting technology and improvisation such as installation of more and more CC cameras for monitoring unauthorised movements, illegal activities and encroachments. All security documents, records and registers are updated for strengthening the security and SOPs are updated as per IB recommendations. Training programmes have been conducted in the area of fire fighting and handling of fire extinguishers by safety personnel and fire crew. Regular trainings are imparted to the security guards along with DO and DON'T instructions.

Recognising the quality and the efficacy of your Company's systems and the procedures in the area of safety and security, the State / Central Government deposes their security personnel to undergo training with the Company

Employment Practices & Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company believes in fair employment practices and is committed to provide an environment that ensures that every employee is treated with dignity and respect and is provided equitable treatment. Your Company has a large proportion of women in the workforce and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. No complaint was received in this regard, during the year. Regular awareness programmes are conducted and the Company's policies are propagated through the periodic 'townhall' meetings and electronic display boards at various places.

10. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts/ financial statements for the financial year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) that proper and sufficient care had 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 accounts were prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In compliance with Section 135 of the Companies Act, 2013 and other applicable provisions, the Company has constituted Corporate Social Responsibility Committee. The Committee presently consists of Mr. Sudhanshu K Tripathi, Non-Executive Director and Chairman of the Board as Chairman of the Committee, Mr. Aditya Sapru, Independent Director and Mr Gopal Raman, Non-Executive Director as the other Members of the Committee. The Committee met once during the year. The CSR Policy of the Company is displayed on the website of the Company.

The Company had incurred CSR expenditure of ₹ 50 lakhs during the financial year 2020-21 which was in excess of its obligation in that year. The excess amount has been set off in the subsequent financial year(s). Further amount was spent during the year under review for undertaking a study for rejuvenation of 'IDL Lake' in the vicinity of the Company's facilities. The Annual Report on CSR activities is annexed herewith as '**Annexure- B**'. The Chief Financial Officer of the Company has furnished the certificate under Rule 4 of the Companies (CSR) Rules, 2014.

12. AUDITORS

Statutory / Financial Audit

Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W / W100048) was appointed as Statutory Auditors of the Company at the 61st Annual General Meeting of the Company held in 2022 for a period of five years from conclusion of the 61st Annual General Meeting until the conclusion of 66th Annual General Meeting of the Company.

The Auditors' Report for FY2023 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

Cost Records and Cost Audit

In terms of Section 148 of the Companies Act 2013 and the Companies (Cost Records & Audit) Rules, 2014, the Company, being manufacturer of Detonators, Detonating Fuse, Explosives, etc. maintains proper cost records as specified by the Central Government and is also required to appoint a cost auditor. Accordingly, the Board of Directors has appointed M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad as the Cost Auditors of the Company for the financial year 2022-23.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed BS & Company Company Secretaries LLP, Company Secretaries, Hyderabad to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Auditors' Report for fiscal 2023 does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is annexed herewith as 'Annexure C1'.

Secretarial Audit of Material Unlisted Indian Subsidiary

Secretarial Audit of IDL Explosives Limited, the material unlisted Indian subsidiary of the Company was also undertaken by BS & Company Company Secretaries LLP, Company Secretaries, Hyderabad for the financial year 2022-23 and their Report is annexed 'Annexure C2' to this Report in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by BS & Company Company Secretaries LLP, Company Secretaries, Hyderabad has been submitted to the Stock Exchanges within the specified time and same is annexed here with as 'Annexure C3'.

Compliance with Secretarial Standards

The Company complies with Secretarial Standards issued by the Institute of Company Secretaries of India.

Internal Auditor

In terms of Section 138 of the Companies Act 2013, The Board of Directors of the Company has appointed Ernst & Young LLP as Internal Auditors to conduct Internal Audit of the Company for FY 2022-23. The Company also has an in-house internal audit department.

There was no qualification, reservation or adverse remark or disclaimer in the auditors report, cost audit report or the secretarial audit report.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Internal Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Directors or Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

13. INTERNAL FINANCIAL CONTROLS

In order to ensure orderly and efficient conduct of the business, safeguard the assets, ensure the accuracy and completeness of the accounting records and timely preparation of reliable financial information and financial statements, the Company has put in place adequate Internal Financial Controls in the form of various policies and procedures. Adequacy and effectiveness of the Internal Financial Controls of the Company are validated on annual basis by an external audit firm who provide assurance to the Board and the statutory Auditors.

14. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of other loans, guarantees, securities and investments made by the Company, are in the notes to the financial statements forming part of the Annual Report.

There were no loans or advances in the nature of loans to firms/companies in which directors are interested, either by the Company or its subsidiaries.

16. TRANSFER OF UNCLAIMED DIVIDENDS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, your Company transferred unclaimed dividend amount of ₹ 986878.00 (pertaining to dividend for FY 2014-15) to the Investor Education and Protection Fund in compliance with the applicable provisions of the Companies Act, 2013. Your Company also transferred

during the year 23489 shares to the IEPF Authority, in respect of which dividend had remained unclaimed for a consecutive period of 7 years. The Company Secretary is the Nodal Officer under the IEPF Rules.

The concerned Shareholders, whose dividend is unclaimed, are requested to claim their dividends by contacting the Company/ its Registrar & Transfer Agent (RTA).

17. DIRECTORS and KMPs

During the year there were some changes in composition of the Board of Directors of the Company.

Mr. Ajay P Hinduja (DIN: 00020414) has resigned as Chairman and Non - Executive Director of the Company w.e.f. November 9, 2022 due to increasing demand on his time for other initiatives of the Hinduja Group. The Board wishes to place on record its appreciation for the significant contribution made by Mr. Ajay Hinduja to the business and Board governance and thanked him for his services to the Company.

The Board then unanimously elected Mr. Sudhanshu Tripathi as Chairman of the Board.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sudhanshu Tripathi retires by rotation at the 62nd Annual General Meeting of the Company and is eligible for re-appointment. The Board recommends his re-appointment.

During the year under review, on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Amar Chintopanth (DIN: 00048789) as an Independent Director with effect from March 27, 2023 and Mr. Gopal Raman (DIN: 03286754) as a Director (Non-Executive & Non Independent) with effect from March 27, 2023, which were approved by the Shareholders effective May 23, 2023 by way of Postal Ballot and e-voting.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report. There was no instance of recommendation of a Board Committee has not been accepted by the Board.

There were no pecuniary relationships or transactions with any Directors other than payment of sitting fees and Directors' Commission. There were no stock options issued to any Directors.

The Independent Directors have furnished declarations of independence under Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015. They have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Further, the Board after taking these declarations/ disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

All the Directors of the Company including the Independent Directors have affirmed Codes of Conduct as applicable. None of the Directors are disqualified to act as Directors. The Company has obtained a certificate to this effect from a practising Company Secretary and is furnished in the Annual Report.

Registration of Independent Directors in Independent Directors Databank

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs.

Disclosure of Expertise / Skills / Competencies of the Board of Directors

The list of core skills / expertise / competencies identified by the Board of Directors of the Company as required in the context of its business (es) and sector(s) for it to function effectively and those actually available with the Board, form part of the Corporate Governance Report.

Directors' Appointment and Remuneration Policy

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and the Listing Regulations. The Board has in an earlier year, on the recommendations of the Nomination and Remuneration Committee, framed a policy for remuneration of the Directors and Key Managerial Personnel. The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders. There is no change in the policy during the year under review.

The Non-Executive Directors (NED) are remunerated by way of Sitting Fee for each meeting attended by them and an annual commission on the profits of the Company. Commission to respective non-executive directors is determined on the basis of an objective criteria discussed and agreed upon by the Committee Members unanimously. NEDs are reimbursed any out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

Directors and Officers Liability Insurance ('D&O')

As per the requirements of Regulation 25(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has taken Directors and Officers Liability Insurance ('D and O insurance') for all its Directors and members of the Senior Management.

Particulars of Employees and Remuneration

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as 'Annexure D'. The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report.

None of the employees listed in the said Annexure is related to any Director of the Company.

18. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure E'.

19. INFORMATION ON STOCK EXCHANGES

The Equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Listing Fees have been paid to them are up to date.

20. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

The Company being part of the top 1000 listed Companies in India, is required to submit the Business Responsibility and Sustainability report (BRSR) for the year ended March 31, 2023, in place of the Business Responsibility Report. The BRSR forms part of this Annual Report as required under Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure-F'

21. CORPORATE GOVERNANCE

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance with the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is attached as 'Annexure G' to this Report.

22. RELATED PARTY TRANSACTIONS

No material related party transactions / arrangements were entered into during the financial year. Related party transactions including those approved in earlier years and continued during the year, were on an arm's length basis and were in the ordinary course of business. During the year under review, there were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All related party transactions / arrangements, mostly with the wholly owned subsidiaries, are on arm's length basis and are in the ordinary course of business. The Audit Committee/Board reviews all the related party transactions on periodic basis. The policy on Related Party Transactions as approved by the Board is displayed on the Company's website.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Details of the transactions with Related Parties are provided in the accompanying financial statements.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant or material order(s) passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

In the month of July 2023, the Hon'ble Supreme Court of India has dismissed the Company's review petition in respect of the leased land at Kukatpally. We are evaluating the impact of this on the normal operations of the Company and will take remedial steps accordingly.

24. ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013, the Annual Return in Form MGT-7 is available at the weblink: https://gocllcorp.com/downloads/investor/annual_returns/Form_MGT_7-GOCL_Corporation-2022-23.pdf

25. DISCLOSURE UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999

The Company has in earlier year made investment, considered as 'downstream investment' under the Foreign Exchange Management Act, 1999. The Company adheres to the Foreign Exchange Management Act, 1999 and the Regulations thereunder with respect to downstream investments made by it.

The Company has obtained a certificate from the Statutory Auditors certifying that the Company is in compliance with the Foreign Exchange Management Act with respect to the downstream investment.

26. RISK MANAGEMENT

Details of development and implementation of risk management policy for the Company including identification of elements of risks form part of the Management Discussion and Analysis. The Risk Management Committee of the Board reviews and oversees the risk management process of the Company.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ACKNOWLEDGEMENTS

Your Directors would like to express and place on record their appreciation for the continued co-operation and support received from the Shareholders, Banks, Government of India, various State Government, regulatory authorities and agencies, customers, vendors during the year under review. Your Directors also place on record their deep appreciation to the employees for their continued dedication, commitment, hard work and significant contributions to the Company in very competitive market conditions. The Directors also thank the Company's investors, business associates, for their continued co-operation and support.

for and on behalf of the Board of Directors

Place: Hyderabad
Date: August 11, 2023

Sudhanshu Tripathi
Chairman

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 of
GOCL Corporation Limited
IDL Road, Kukatpally,
Hyderabad – 500072.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GOCL Corporation Limited** having CIN: L24292TG1961PLC000876 and having registered office at IDL Road, Kukatpally, Hyderabad - 500072 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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) 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 31st March, 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.

Sr. No.	Name of Directors*	DIN	Date of Appointment in the Company
1	Ms. Kanchan Chitale	00007267	05.10.2009
2	Mr. Sudhanshu Kumar Tripathi	06431686	08.02.2019
3	Mr. Debabrata Sarkar	02502618	30.05.2019
4	Mr. Aditya Sapru	00501437	29.01.2020
5	Mr. Pankaj Kumar	08460825	30.08.2021
6	Mr. Amar Chintopanth	00048789	27.03.2023
7	Mr. Gopal Raman	03286754	27.03.2023

*The above mentioned directors who are as on 31st March, 2023.

Ensuring the eligibility 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. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BS & Company Company Secretaries LLP

D Soumya
Designated Partner
FCS No: 11754
C.P. No: 13199
UDIN: F011754E000323450
Peer Review No.:P2008AP016900

Date: May 17, 2023
Place: Hyderabad

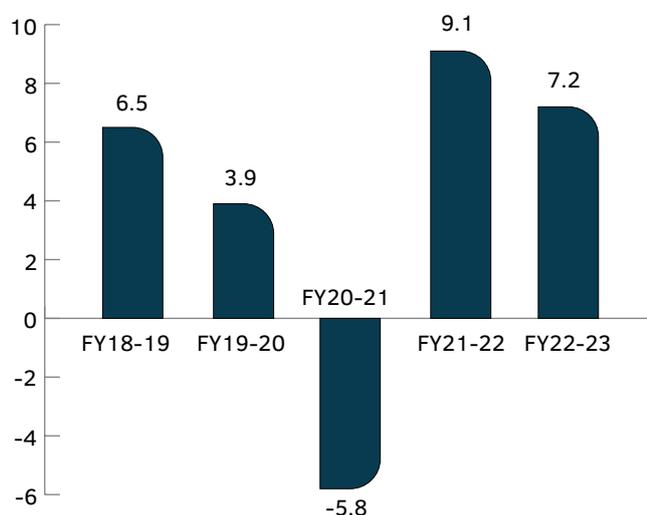
Management Discussion and Analysis

Economic Overview

Indian Economy

In the face of global turmoil following the war in Ukraine, the Indian economy demonstrated strong resilience during the period of 2022-23, achieving a growth rate of 7.2 percent. This growth rate was the highest among major economies worldwide. The growth momentum was driven by several factors, including a sustained recovery in discretionary spending, particularly in contact-intensive services. Additionally, the restoration of consumer confidence increased spending during the festival season and the government's focus on capital expenditure (capex) all contributed to boosting the economy.

Real GDP Growth %



(Source – RBI Annual Report, 2022-23)

Outlook

According to the Reserve Bank of India, the projected real GDP growth for FY23-24 stands at 6.5 percent. The government's persistent focus on capital expenditure (capex), increased capacity utilization in the manufacturing sector, double-digit credit growth, reduced impact of high inflation on purchasing power, and growing optimism among businesses and consumers are expected to provide a significant boost to GDP growth in the FY23-24. In addition to increasing the allocation for capital expenditure (capex), the Union Budget 2023-24 has introduced various measures aimed at bolstering the growth momentum. These measures include diversification and promotion of allied sectors, enhancing logistics infrastructure to improve last-mile connectivity and facilitate exports.

(Source – RBI Annual Report, 2022-23)

Industry Overview

Indian Mining Industry

The mining industry plays a vital role in India's journey towards achieving its target of becoming a USD 5 trillion economy. The country's exploration and utilization of the mining and metal sectors to their fullest potential align with the Prime Minister's vision of building a self-reliant India (Aatmanirbhar Bharat). It is widely recognized that maximizing the contribution of the mining industry to the GDP necessitates sustainable exploration and extraction of the nation's abundant natural resources and establish itself as a global leader in this sector.

Explosives play a crucial role in the mining sector, and as the Indian mining industry expands, it also drives the growth of accessories for explosives and the explosive industry in India. These accessories include detonators, blasting agents, bulk explosives, explosive storage containers, emulsion boosters and various explosive handling tools. These accessories are essential for various industries such as mining, construction, quarrying, and infrastructure development, where explosives are used for excavation and demolition purposes. The Indian explosive industry ensures the availability of reliable and high-quality accessories to support safe and efficient explosive operations.

Outlook

The mining sector in India holds immense potential for growth and presents a significant opportunity. The primary emphasis should be on enhancing production in a sustainable manner. The Indian government has set a target of increasing the mining sector's contribution to the GDP to 2.5% by FY2026-27. This goal of contributing to the GDP should be achieved through government-led investment and industry-friendly reforms that foster favorable conditions for the sector ¹.

Coal Mining

India experienced a 12.03% rise in coal production in March FY23, reaching 107.84 MT compared to 96.26 MT in March FY22. The Ministry of Coal's provisional statistics reveal that during March 2023, Coal India Ltd (CIL), Singareni Collieries Company Limited (SCCL), and captive mines/others observed growth rates of 4.06%, 8.53%, and 81.35%, respectively.

Furthermore, out of the 37 coal-producing mines in the country, 29 mines exceeded 100% of their production capacity, while six other mines operated at production levels ranging from 80% to 100% ².

¹ <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1903480>

² <https://coal.nic.in/sites/default/files/2023-04/PIB1914323.pdf>

The Ministry of Coal has developed an Action Plan for the FY23-24 with the aim of achieving Aatmanirbhar Bharat. The plan focuses on boosting production, improving efficiency, promoting sustainability, and incorporating new technologies in the coal sector. In order to enhance coal production and efficiency, the Ministry has implemented several measures, such as the appointment of Mine Developers and Operators (MDO) for the operationalization of CIL Mines/Blocks and the revival of production in discontinued/abandoned mines through revenue sharing arrangements.

The Ministry entered into agreements for a total of 23 coal mines in the FY22-23, collectively possessing a Peak Rated Capacity (PRC) of 33.224 Million Tonnes Per Annum (MTPA). It is estimated that these mines will generate an annual revenue of ₹ 4,700.80 Crores, calculated based on their PRC. Furthermore, these mines are anticipated to create employment opportunities for approximately 44,906 individuals, both directly and indirectly. Considering the positive response received for the 6th round of commercial auctions, it is expected that 25 coal mines will be allocated for commercial mining during the FY23-24³.

Indian infrastructure sector

The development of infrastructure plays a crucial role in driving an economy's progress and paving the way for its future growth potential. In order to realize the vision of India becoming a USD 40 trillion economy by 2047 and transitioning from a developing economy to a developed one, it is imperative to prioritize infrastructure development. The Indian government, in the Budget for FY23-24, stressed the importance of higher expenditure in the infrastructure sector and significantly increased its infrastructure spending to 3.3% of GDP, nearly tripling the amount compared to the spending in FY19-20. Furthermore, the Budget has dedicated INR 75,000 crores to support 100 critical projects aimed at enhancing the multimodal logistics infrastructure system as a whole.

Roads and Highways

The allocation for the Ministry of Transport and Highways in the Budget witnessed a 36% increase compared to the previous year. This enhanced allocation aims to develop new expressways across the country. Several new expressways, including the Delhi Mumbai expressway (with the recent launch of the Dausa-Lalsot section), Bengaluru-Mysore expressway, and Agra-Lucknow expressway, have been constructed under the Road Connectivity scheme. These expressways have effectively interconnected cities, significantly reducing travel times between them.

Indian real estate sector

India showcased remarkable resilience to global uncertainties in contrast to several advanced economies. The country sustained a strong performance across all sectors, primarily attributed to robust domestic demand. This positive sentiment and consumer confidence were notably evident in the real

estate sector, which emerged from a prolonged downturn this year and experienced growth across various verticals, including residential, commercial, retail, and warehousing.

The Housing Price Index indicated a rise in new property sales volumes in the fourth quarter of FY23. This increase serves as evidence of the favourable consumer sentiments in the housing market. Furthermore, credit growth in the housing sector has consistently been in double digits since April of FY22, with a notable growth rate of 16.2% recorded in November of FY22-23. The property sales index experienced a substantial growth of 36 percent on a yearly basis, with a slight sequential increase of 1.2% in Q3 of FY23. This upward trend can be attributed to a renewed confidence in residential real estate as a secure investment avenue, driven by a strong demand from end-users seeking homeownership. The shift in consumer sentiment towards property purchase can be understood in the context of post-pandemic uncertainties, which prompted individuals to view property as a safe haven rather than just an investment opportunity.

Metal cladding sector in India

The Metal Cladding business of the Company specializes in producing Explosion Clad plates, known as 'EXPLOBOND,' which are utilized in the fabrication of process equipment for various industries including chemical, petrochemical, oil & gas, electrometallurgical, power, and shipbuilding. Their products have received Type & Class approval from esteemed organizations such as Lloyds, American Bureau and Shipping, and the Indian Register of Shipping. While there is expected to be a consistent demand for Flue Gas Desulfurization (FGD) projects to comply with environmental regulations in the power sector, demand from other sectors has been affected by factors such as higher metal prices, the ongoing pandemic, and the postponement of Capex investments.

It is further anticipated that improvements in the Indian economy indicate a potential increase in demand for cladded metals in the coming period. In light of this, Metal Cladding Group are actively exploring sites for larger-sized blasts to cater to substantial projects and establish a strong presence in the niche market segment.

Opportunities and threats

India offers significant investment opportunities for the stakeholders interested in the metal and mining industry. The mining and quarrying sector's index of mineral production in March FY2023 shows a 6.8% increase compared to March FY2022. According to provisional data from the Indian Bureau of Mines (IBM), there has been a cumulative growth of 5.8% in the period from April to March FY2022-23 compared to the same period in the previous year. The Metals and Mining sector in India is expected to undergo substantial reforms in the coming years, driven by initiatives such as the Make in India Campaign, Smart Cities, Rural Electrification, and increased infrastructure development⁴.

³<https://pib.gov.in/PressReleasePage.aspx?PRID=1921628>

⁴<https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1925212>

Technological advancements bring numerous advantages to mining operations, including enhanced flexibility, increased productivity, improved coal recovery, heightened safety, and reduced costs. New technologies such as block chain, artificial intelligence (AI), the internet of things (IoT), machine learning (ML), robotics, and other emerging technologies have transformed conventional business practices across various economic sectors. These cutting-edge technologies have also made their way into the mining industry, revolutionizing numerous operations from mineral exploration to final processing ⁵.

However as far as the challenges and threats are concerned, the Indian government focuses on implementing strong measures to regulate the mining sector and address the current lack of regulation and enforcement of laws. The mining industry faces a significant challenge due to the existence of mining activities in environmentally delicate areas such as wetlands and forests located in the Aravalli hills, the Western Ghats, the Eastern Ghats, and the Deccan Plateau.

The explosives industry does not anticipate facing substantial threats from renewable energy sources in the near to medium term. The explosive industry's primary customers and applications are in sectors that rely heavily on traditional energy sources, such as coal, oil, and gas. Mining operations, for example, still require explosives for extraction and processing of minerals and fossil fuels. However, it is important to note that the long-term trajectory of the explosives industry may be influenced by developments in renewable energy and sustainable practices.

Company overview

GOCL Corporation Limited, a Hinduja Group Company established in 1961, holds the distinction of being an early pioneer in detonator manufacturing in India. Moreover, it was the first company globally to develop Slurry based Permitted Explosives. GOCL and its wholly owned subsidiary are primarily engaged in the manufacturing and marketing of packaged and bulk explosives, along with blast initiating devices. The Company, along with its wholly owned subsidiary, has a substantial manufacturing capacity of 270,000 metric tons per annum for explosives and 192 million for initiating devices. GOCL stands as one of the largest exporters of explosives and initiating devices to 21 countries having CE certifications. These countries include the Philippines, various nations in South East Asia, North Africa, the Gulf, the Middle East, and Southern Europe, such as Greece and Turkey.

Financial Overview and Operational Performance

Standalone

The Company recorded a net income of ₹ 531 crores in FY23, showing an increase from the previous year's ₹ 185 crores in FY22. The profit before tax stood at ₹ 356 crores, compared to ₹ 58.31 crores in the previous year. After considering the provision for current tax of ₹ 121.81 crores and deferred tax of

₹ 1.33 crores, the profit after tax amounted to ₹ 233 crores from ₹ 47.70 crores in the previous year. Consequently, the earnings per share (EPS) for the year were ₹ 46.97, as compared to ₹ 9.62 in the previous year.

Consolidated

The Company has achieved its highest-ever revenue during the year under review. One of the contributing factors to the Company's increased revenue is the significant growth in export sales. This implies that the Company's products or services gained traction in international markets, leading to higher sales volumes and revenues from foreign customers. Another positive aspect of the Company's performance is the increase in capacity utilization. This indicates that the Company has effectively utilized its production capabilities and resources to meet customer demands and fulfil orders.

On a consolidated basis, the Company achieved a net income of ₹ 1410 crores, reflecting growth from ₹ 623 crores in the previous period. The profit after tax increased to ₹ 212 crores from ₹ 176.10 crores. Consequently, the earnings per share (EPS) witnessed an impressive surge of 19.90 % to reach ₹ 42.59 per share.

Risks, concerns and risk management

The Company has an Enterprise Risk Management system to consistently identify risks and proactively implement mitigation measures, including those for its subsidiaries. The Risk Management Committee of the Board and the Company's management committee comprising senior executives, periodically review and oversee the risk management processes. The risk policy and framework serve as comprehensive guidance in evaluating different risks and devising strategies for their mitigation.

i) Environmental risks

Internal safety audit teams conduct routine safety audits, and external teams also perform audits at regular intervals. Operations are conducted in compliance with emission, wastewater, and waste disposal regulations set by local authorities governing the respective factories. To minimize risks, General Safety Directions (GSDs) are strictly enforced in all plants within the factories. Furthermore, strict adherence to the Explosives Act and its rules is ensured to protect neighbouring areas from any undue risks associated with explosives and accessories factories.

ii) Operational issues

Licensing

Introduction of new products along with any changes in production capacities, processes necessitate amendments or revisions to the existing licenses. However, it should be noted that any substantial delays in obtaining these approvals beyond the typical timeframe set by

⁵<https://energy.economicstimes.indiatimes.com/news/coal/metals-mining-sector-budget-expectations-and-way-forward-for-technology-adoption/97365980>

the regulatory authorities could potentially affect the Company's growth prospects. To mitigate this risk, the Division takes proactive measures by submitting approval applications well in advance to avoid disruptions to product launches or exports. Additionally, the Company maintain active follow-up to ensure timely approvals are obtained.

Imported raw materials

The Company and its major subsidiary have established long-term relationships with suppliers to mitigate the volatility of key raw materials sourced globally. These relationships help ensure a steady and reliable supply of raw materials. The Company aims to maximise the efficiency of raw materials transportation owing to the fact that uninterrupted plant operations rely on the timely availability of raw materials, including certain imported ones.

There has been volatility in ammonium nitrate availability and price due to Russia-Ukraine conflict, which has affected the Company's performance. To mitigate this risk, the Company have established multiple sources and also established alternate port facilities in India.

iii) Market dynamics

The Company and its major subsidiary operating in a fiercely competitive market encounter competition from both national and regional players. These markets are driven by tenders, often accompanied by demanding and unreasonable performance clauses. Consequently, there is a risk of cost increases not being transferred to end consumers. Additionally, any downturn in the overall economy or unfavourable monsoon seasons could potentially impact the demand for their products and services.

Concentration of Customers

The Company's primary customers include large Public Sector Undertakings (PSUs) that operate within a tendering system, which carries its own associated risks. The Company is also looking for non-tender based customers and export sales to mitigate this risk.

iv) Financial risks

Currency value and interest rate fluctuations

Under policies approved by the Board of Directors, the Finance department oversees financial risk management across the Company's business divisions and corporate offices. The Company is not having any effective long-term borrowing exposure. In order to manage the risk of currency fluctuations, the Company employs hedging strategies to mitigate its foreign exchange exposures.

Credit risk

The Company has established a credit risk policy to mitigate the risks associated with customer credit. This policy ensures that product sales are made to customers

after evaluating their ability to fulfill financial commitments. Specific credit limits are allocated to individual customers, allowing for a more comprehensive assessment of their creditworthiness.

Liquidity risk

The Company and its major subsidiary are engaged in industries that require significant working capital. The Company recognizes that its ability to fulfil its obligations to suppliers and other stakeholders depends on the timely and regular collection of receivables, as well as maintaining a strong credit rating. The respective divisions conduct regular reviews of working capital components, such as raw material inventory, finished goods, and receivables. These reviews are closely monitored by the Finance department.

v) Legal and statutory issues

Contractual liability

The Company's in-house Legal Department thoroughly reviews and assesses any major contracts before executing them. Additionally, the Company seeks the assistance of reputable independent legal counsels when necessary. However, it is important to note that the outcome of litigation related to tax law and other statutory obligations cannot always be accurately predicted. To mitigate such risks, the Company takes appropriate financial provisions, obtains insurance policies, and establishes credit lines to limit its exposure.

Litigation issues

The Company faces the risk of prolonged litigation. In addition to the tax matters mentioned in the Financial Statements, there are other legal disputes that have the potential to significantly impact the Company. However, the Company has made substantial progress in resolving its pending legal disputes during the period under review.

vi) IT risks

The Company relies on an IT policy to manage its cloud network and implement measures to mitigate IT risks. Additionally, the company maintains intra-office and inter-office networks, along with various business software that are operated from both the corporate office and business divisions. The company also ensures regular data backups and off-site storage. Furthermore, suitable firewall and virus protection systems or software are carefully chosen to enhance the overall security measures. The Company also runs critical systems to undergo regular maintenance on secured servers. The Company has adequate disaster recovery mechanism for critical applications and IT awareness programs are conducted on regular basis.

vii) Risks in Realty Business

GOCL's realty business segment is characterized by a low level of involvement in major construction activities. The Company has land bank and parcels located in various parts of India. Despite the significant land holdings, it

is noteworthy that the Company operates with minimal exposure to certain risks commonly associated with the real estate industry. GOCL is not significantly exposed to the risk of litigation, it faces fewer legal disputes related to its realty business activities. Additionally, the Company operates with limited encumbrances, indicating that there are few burdens or restrictions on its land holdings that could impede its operations or future plans.

Furthermore, the Company is not subject to significant volatility in the valuations of its real estate assets. The Company's land bank is relatively stable and not subject to drastic fluctuations that could impact its financial standing or profitability. By avoiding substantial risks associated with litigation, encumbrances, and volatile valuations, GOCL can maintain a more secure and predictable realty business environment.

Internal control systems and their adequacy

The Company recognizes that internal control is an essential requirement for effective governance and believes in maintaining a balance between freedom and accountability. To ensure this, the Company has established a strong system of internal and financial controls that are appropriate for the size, scale, and complexity of its operations. These controls are continuously evaluated to ensure their adequacy, effectiveness, and efficiency in managing financial and operational risks. The Company's internal and financial control systems comprise robust procedures and processes that encompass various aspects such as operations management, reliable financial reporting, compliance with policies, procedures, and relevant laws and regulations, protection of assets and stakeholders' interests, and optimal utilization of resources. These systems are regularly assessed to align with the expanding size and complexity of the Company's operations. The Company relies on its internal and financial control system, which is backed by the SAP-ERP system, Risk Management processes, Corporate Policies, Standard Operating Procedures, and certifications in ISO 9001 (QMS), ISO 14001 (EMS), and ISO 18001 (OHSAS). These elements work together to ensure that the quality and control processes are effectively implemented. Additionally, the Company's Internal Audit Department plays a crucial role in supporting management by conducting objective reviews of various operational areas, including subsidiaries. Their independent assurance provides valuable insights to the Audit Committee and the Board of Directors regarding the adequacy, efficiency, and effectiveness of the Organization's risk management, internal financial and operational controls, and corporate governance processes. The Internal Audit function operates under the authority and scope outlined in the Internal Audit Charter/Manual and reports directly to the Chairman of the Audit Committee. The Audit Committee plays a critical role in overseeing the Company's internal control

systems. They review key findings and offer strategic guidance. Regular meetings are held between the Audit Committee and the Company's Statutory Auditors to gain insights into the adequacy and efficiency of the internal control systems. Each year, an approved Internal Audit Plan is developed, taking into consideration the risk profile of the business activities and operations. This plan serves as a guideline for the Internal Audit function. To ensure timely and effective actions are taken to strengthen business processes, regulatory compliance, and controls, Action Taken Reports are prepared by process owners in response to internal audit findings. These reports, along with the recommendations from the Statutory Auditors, are periodically submitted to the Audit Committee. This collaborative approach facilitates the implementation of necessary actions. Throughout the year, the Audit Committee held eight meetings to review and discuss internal audit reports, including follow-up action reports on significant observations. They also reviewed the closure of agreed actions and addressed matters relating to Internal Financial Control (IFC), Internal Audit, Financial and Statutory Audit, and other relevant reports. These meetings were instrumental in ensuring the timely and effective implementation of identified actions.

Human Resources

The Company has a defined set of principles and policies that are expected to be adhered to by all employees. These beliefs, philosophies, and practices shape the organizational culture and provide employees with a sense of purpose. As of 31st March, 2023, the Company operates with a workforce of 380 employees (including subsidiary).

Diversity, equity, and inclusion are the foundational values that shape any initiative undertaken by the Company concerning its employees. The Company upholds essential policies such as the Equal Employment Opportunity Policy and the Prevention of Sexual Harassment (POSH) policy to guarantee inclusivity and diversity throughout the entire organization. The Company also adheres to a rigorous code of conduct aimed at preventing insider trading and maintaining integrity. Prior to Board Meetings, all insiders are provided with standardized communications that specifies the restricted time period during which they are prohibited from trading in the Company's securities.

The Company also has a whistleblower policy which is a crucial aspect of maintaining professional integrity. This policy addresses any occurrences of fraud or mismanagement within the Company. Periodically, the Audit Committee conducts reviews to assess the effectiveness and operation of the whistleblower mechanism. The Company is committed to nurturing a positive work environment and maintain strong relationships with its employees. The Company considers its systems, policies, procedures, and core values, such as integrity and ethics, as essential elements in creating a collaborative and uplifting work culture.

Details of significant changes in key financial ratios

The following table provides details on significant changes in key financial ratios (consolidated), with a change of 25% or more compared to the immediately previous financial year. Accompanying these details are comprehensive explanations for better understanding:

Sr. No.	Key Financial Ratios	FY22-23	FY21-22	Variance (%)
1	Debtor turnover	13.79	9.95	38.60
2	Inventory Turnover ratio	3.88	2.93	32.47
3	Interest coverage ratio	3.77	4.34	(13.06)
4	Current Ratio	2.32	3.99	(41.88)
5	Debt equity ratio	1.25	1.38	10.44
6	Net profit margin % [variance in bps]	14.98	28.29	(13.31)
7	Operating profit margin % [variance in bps]	(3.4)	(0.89)	(2.51)
8	Return on Net worth % [variance in bps]	16.49	15.20	1.29

The reason for change in ratios by more than 25% is mainly due to higher revenue, inventory (AN) and debtors in comparison with the previous year; and classification of loan repayable in the next one year as current liability.

Disclaimer

The Management Discussion and Analysis section contains statements regarding the Company's objectives, projections, estimates, and expectations, which may be considered as

"forward-looking statements" in accordance with relevant securities laws and regulations. It is important to note that actual results may differ significantly from those expressed or implied in these statements. Various factors can influence the outcomes, including economic conditions that impact demand and supply, price conditions in domestic and international markets where the Company operates, competitive pressures, changes in government regulations, tax laws, and other statutory requirements, as well as other incidental factors.

Annexure 'A'

FORM AOC – 1

Statement containing salient features of the financial statements of subsidiaries / associate companies / joint ventures

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

		(₹ in Lakhs)		
		(INR/USD in lakhs)		
Sr. No.	Particulars	Name of the Subsidiary		
		HGHL Holdings Ltd, UK	IDL Explosives Ltd	
1	Reporting period	Year ended 31 st March 2023		
2	Reporting currency and Exchange rate of subsidiaries	INR	USD (Exchange Rate: 1USD = INR 82.17)	INR
3	Share capital	104.58	1.60	786.50
4	Reserves & surplus	78341.22	953.40	2274.34
5	Total assets	241359.20	2937.32	39696.85
6	Total Liabilities	241359.20	2937.32	39696.85
7	Investments	4855.35	59.09	-
8	Turnover			78467.57
9	Profit before taxation	1825.81	22.76	(4364.34)
10	Provision for taxation	541.08	6.74	(1084.40)
11	Profit after taxation	1284.74	16.01	(3279.94)
12	Proposed Dividend	-	-	-
13	% of shareholding		100%	
14	Date since when it became subsidiary	November 21, 2012		September 22, 2010

Names of subsidiaries which are yet to commence operations - Nil

Names of subsidiaries which have been liquidated or sold during the year- Nil

APDL Estates Limited, which was a wholly owned subsidiary of the Company, got merged/amalgamated with the Company during the year under review and ceased to be in existence.

Part "B": Associates and Joint Ventures

Note: Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2023.

for and on behalf of the Board of Directors

A. Satyanarayana
Company Secretary

Ravi Jain
Chief Financial Officer

Pankaj Kumar
Managing Director & CEO
DIN: 08460825

Sudhanshu Tripathi
Chairman
DIN: 00642192

Place: Hyderabad
Date: August 11, 2023

Annexure 'B'

CORPORATE SOCIAL RESPONSIBILITY REPORT 2022-23

1. Brief outline on CSR Policy of the Company.

GOCL Corporation Limited "GOCL" is inspired and guided by the pioneering thoughts "My dharma (duty) is to work so that I can give" of late Shri Parmanand Deepchand Hinduja- Founder of the Hinduja Group. GOCL is a socially responsible corporate and has undertaken and implemented Corporate Social Responsibility (CSR) activities for the upliftment of the economically and socially disadvantaged communities and shall continue to do in future. The prioritized areas for CSR activities of GOCL include Education, Sustainable Development, Health Care and other philanthropic and humanitarian activities.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ajay P Hinduja	Chairman*	1	1
2	Mr. Sudhanshu K Tripathi	Chairman@	1	1
3	Mr. Aditya Sapru	Member	1	1
4	Mr. Gopal Raman	Member	--	--

Note:

- *Mr. Ajay P Hinduja has resigned from the Board and Committees on 09th November, 2022.
- @Mr. Sudhanshu Kumar Tripathi has been designated as Chairman of the Committee w.e.f. 27th March, 2023.
- Mr. Gopal Raman has been nominated as Member of the Committee w.e.f. 27th March, 2023.

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:

- The composition of the CSR committee is available on our website, at <https://gocllcorp.com/downloads/investor/committees.pdf>
- The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy of the Company is available on our website, at <https://gocllcorp.com/downloads/investor/policy/CSR2019.pdf>

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): ₹ 1387.65 lakhs

Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2020-21	Not Applicable	₹ 6.41 lakhs
2	2021-22	₹ 43.59 lakhs	₹ 16.21 lakhs
3	2022-23	₹ 27.38 lakhs	₹ 27.38 lakhs
Total			₹ 50 lakhs

- (b) Two percent of average net profit of the company as per section 135(5): ₹ 27.75 lakhs
- (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: ₹ 27.38 lakhs
- (e) Total CSR obligation for the financial year (7a+7b- 7c): ₹ 27.75 lakhs

6. (a) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
Nil												

Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation- Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.			Name	CSR Registration number.
1.	Telangana State Disaster Management Authority	No.1 – “Promoting health care including preventive health care” / For the purpose of Covid-19 relief	Yes.	Telangana	Medchal Malkajgiri	27,38,000	No	Telangana State Disaster Management Authority	Not Applicable
2	Feasibility Study for Restoration of IDL Lake	Ensuring environmental sustainability, ecological balance, conservation of natural resources and maintaining quality of soil, air and water.	Yes.	Telangana	Medchal Malkajgiri	5,48,000	No	Hinduja Foundation	CSR00002326

- (b) Amount spent in Administrative Overheads: Not Applicable
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 32,86,000 (including set off of the previous years)
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	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).		
	Amount.	Date of Transfer.	Name of the	Amount.	Date of Transfer.
₹ 32.78 Lakhs	N.A.	N.A.	N.A.	N.A.	N.A.

(f) Excess amount for set off, if any

Sr No	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	27,75,000
(ii)	Total amount spent for the Financial Year	32,86,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5,11,000
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5,11,000

7. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial Year (s):

Not applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project- Completed /Ongoing.
NIL								

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

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : Not Applicable

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

Pankaj Kumar
Managing Director & CEO

Sudhanshu Tripathi
Chairman-CSR Committee

Date: August 11, 2023

Place: Hyderabad

Annexure 'C1'

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 MARCH 31, 2023

To,
The Members,
GOCL CORPORATION LIMITED
Hyderabad

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOCL CORPORATION LIMITED** (hereinafter referred to as 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, minute 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 **March 31, 2023** 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, minutes books, forms and returns filed, and other records maintained by the Company for the financial year ended **March 31, 2023**, according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (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;
- (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 as amended from time to time;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (c) The Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time – **Not Applicable**;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not Applicable**;
- (e) The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations 2021 – **Not Applicable**;
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not Applicable**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;

The Company has identified the following laws, Regulations, Guidelines, Rules, etc., as applicable to the Company:

1. The Factories Act, 1948
2. The Industrial Employment (Standing Orders) Act, 1946
3. The Minimum Wages Act, 1948
4. The Payment of Wages Act, 1936
5. The Payment of Bonus Act, 1965
6. The Employees Provident Funds & Miscellaneous Provisions Act, 1952
7. The Employees State Insurance Act, 1948
8. The Payment of Gratuity Act, 1972
9. The Contract Labour (Regulation & Abolition) Act, 1970
10. The Apprentices Act, 1961

11. The Employment Exchanges (Compulsory Notification of vacancies) Act, 1959
12. The Telangana Factories and Establishments (National Festival and other Holidays) Act, 1974
13. The Telangana Labour Welfare Fund Act, 1987
14. The Maternity Benefit Act, 1961
15. The Employees Compensation Act, 1923
16. The Public Liability Insurance Act, 1991
17. The Equal Remuneration Act, 1976
18. The Telangana Tax on Professions, Trades, Callings and Employments Act, 1987
19. The Air (Prevention and Control of pollution) Act, 1981
20. The Water (Prevention and Control of pollution) Act, 1974
21. The Environment Protection Act, 1986
22. The Telangana Fire Services Act, 1999
23. The Arms Act, 1959
24. The Explosives Act, 1884
25. The Indian Boilers Act, 1923
26. The Indian Electricity Act, 2003
27. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent 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.

During the period under review, resolutions were carried through majority decisions/ unanimously. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

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, the Company has no major events.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam
Designated Partner

FCS No.: 5400
C P No.: 4815
PR.No: 705/2020
UDIN: F005400E000315325

Date: May 16, 2023
Place: Hyderabad

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Annexure

To,
The Members,
GOCL CORPORATION LIMITED
Hyderabad

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 process 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
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.
6. The Secretarial Audit report 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 further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like Labour laws, Environment laws and Data protection policy.
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws, Labour Laws, General and other specific Laws as may be applicable to the Company, have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam

Designated Partner

FCS No.: 5400

C P No.: 4815

PR.No: 705/2020

UDIN: F005400E000315325

Date: May 16, 2023

Place: Hyderabad

Annexure 'C2'

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 MARCH 31, 2023

To,
The Members,
IDL EXPLOSIVES LIMITED
(Material Unlisted Subsidiary of GOCL Corporation Limited)
Hyderabad

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IDL EXPLOSIVES LIMITED** (hereinafter referred to as 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, minute books, forms and returns filed and other documents/ 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 **March 31, 2023** 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 **March 31, 2023**, according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Industry specific Acts, Labor and other applicable Laws as mentioned in **Annexure - I**

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India which the Company is in the process of adopting.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent 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.

During the period under review, resolutions were carried through majority. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

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 the Company has no major events.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam
Designated Partner

FCS No.: 5400
C P No.: 4815
PR.No: 705/2020
UDIN: F005400E000369181

Date: May 24, 2023
Place: Hyderabad

Note: This report is to be read with our letter of even date which is annexed as 'Annexure II' and forms an integral part of this report.

Annexure- I

LABOUR AND INDUSTRIAL LAWS

Sr. No.	NAME OF THE ACT
1.	The Minimum Wages Act, 1948.
2.	The Payment of Wages Act, 1936.
3.	The Payment of Bonus Act, 1965.
4.	The Employees' Provident Funds & Miscellaneous provisions Act, 1952 and E.P.F Scheme, 1952.
5.	The Employees' State Insurance Act, 1948.
6.	The Payment of Gratuity Act, 1972.
7.	The Contract Labour (Regulation and Abolition) Act, 1970.
8.	Apprentice Act, 1961.
9.	Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
10.	The Factories Act, 1948.
11.	Industrial Employment (Standing Orders) Act, 1946.
12.	National, Festival and other Holidays Act, 1974.
13.	The Maternity Benefit Act, 1961.
14.	Employees' Compensation Act, 1923.
15.	The Public Liability Insurance Act, 1991.
16.	The Industrial Disputes Act, 1947.
17.	Professional Tax Act (Respective State Act)

INDUSTRY SPECIFIC ACTS

Sr. No.	NAME OF THE ACT
1.	Air (Prevention and Control of Pollution) Act, 1981.
2.	Water (Prevention and Control of Pollution) Act, 1974.
3.	Water (Prevention and Control of Pollution) Cess Act, 1977.
4.	Environment Protection Act, 1986.
5.	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
6.	Manufacture storage and import of Hazardous Chemicals Rules, 1989.
7.	Ammonium Nitrate Rules, 2012.
8.	Odisha Fire Service Act, 1999.
9.	Arms Act, 1959 and Rules.
10.	Arms and Ammunition Rules, 1962.
11.	Explosives Act, 1884.
12.	Boilers Act, 1923.
13.	Petroleum Act, 1934.
14.	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Annexure II

To,
The Members,
IDL Explosives Limited
(Material Unlisted Subsidiary of GOCL Corporation Limited)
Hyderabad

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 process 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
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.
6. The Secretarial Audit report 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 further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws, Environment laws and Data protection policy.
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws, General and other specific Laws as may be applicable to the Company, have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam
Designated Partner

FCS No.: 5400
C P No.: 4815
PR.No: 705/2020
UDIN: F005400E000369181

Date: May 24, 2023
Place: Hyderabad

Annexure 'C3'

To,
The Board of Directors,
GOCL CORPORATION LIMITED,
IDL Road, Kukatpally,
Hyderabad-500072.

NSE : GOCLCORP

BSE : 506480

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23

Dear Sir,

We have been engaged by GOCL Corporation Limited (hereinafter referred to as the "Company") bearing CIN:L24292TG1961PLC000876 whose equity shares are listed on National Stock Exchange of India and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulation and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered and necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For BS & Company Company Secretaries LLP

Dafthardar Soumya

Designated Partner

C.P. No.: 13199

FCS No: 11754

UDIN: F011754E000312153

Peer Review No.:P2008AP016900

Date: May 16, 2023

Place: Hyderabad

Annexure

Secretarial Compliance Report of GOCL CORPORATION LIMITED

for the year ended 31st March, 2023

We BS & Company Company Secretaries LLP, Practising Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **GOCL Corporation Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2023** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **NA**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **NA**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **NA**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; - **NA**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; - **NA**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the period under Review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Re-remarks of the Practising Company Secretary	Management Response	Remarks
None										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
Not Applicable										

We also report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, we also affirm the following(s):

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes	None None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	None None None
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	Yes Yes	None None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee. 	Yes NA	None None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No such case observed during the year
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No such case observed during the year
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such case observed during the year
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No such case observed during the year
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.	NA	No such case observed during the year
	c. The Audit Committee /Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	No such case observed during the year
	ii. Disclaimer in case of non-receipt of information:		
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	No such case observed during the year
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No such case observed during the year

For BS & Company Company Secretaries LLP

Dafthardar Soumya

Designated Partner

C.P. No.: 13199

FCS No: 11754

UDIN: F011754E000312153

Peer Review No.:P2008AP016900

Date: May 16, 2023

Place: Hyderabad

Annexure 'D'

Disclosures pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2022-23 are given below:

Non-Executive Directors	Ratio to Median	Percentage Increase/ Decrease (-) in Remuneration
Mr. Ajay P Hinduja, Non-Executive Director*	4.43	Not Applicable*.
Mr. Sudhanshu K Tripathi, Non-Executive Director	5.14	7.91
Ms. Kanchan Chitale, Independent Director	4.76	13.46
Mr. Debabrata Sarkar, Independent Director	4.15	5.81
Mr. Aditya Sapru, Independent Director	3.98	4.99
Mr. Amar Chintopanth, Independent Director*	0.18	Not Applicable*.
Mr. Gopal Raman, Non-Executive Director*	0.18	Not Applicable*.

* Not Applicable, as these remunerations were paid only for a part of the current financial year.

Non-Executive Directors	Ratio to Median	Percentage Increase(+) in Remuneration
Mr. Pankaj Kumar, Managing Director and Chief Executive Officer	72.40	Not Applicable*.

* Not Applicable, as the remuneration was paid only for a part of the previous financial year.

The percentage of increase in remuneration of Chief Financial Officer and the Company Secretary are 10% and 8% respectively.

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

2. The percentage increase / (decrease) in the median remuneration of employees in the financial year: (5%)

The number of permanent employees on the rolls of the Company: 222

5. Statement of particulars of employees pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the financial year 2022-23.

3. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year as against increase in the managerial remuneration is not applicable as appointment of Mr. Pankaj Kumar was only for a part of the previous financial year. The increment given to each individual employee is based on the employee's potential, experience as also their performance and contribution to the Company's progress over a period of time.

Having regards to the provisions of Section 136(1), the Annual Report excluding the statement of top ten employees in terms of remuneration drawn and particulars of employees (under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being sent to the members of the Company. A copy of the said statement is available for inspection through electronic mode and any member interested in obtaining such copy may write to the Company Secretary and the same will be furnished without any fee and free of cost.

for and on behalf of the Board of Directors

4. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

Place: Hyderabad
Date: August 11, 2023

Sudhanshu Tripathi
Chairman

Annexure 'E'

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[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. Steps taken or impact on conservation of energy:

As continuation of the Company's efforts for implementing energy saving measures, we have replaced normal lights with LED street lights (150 numbers) which saves the energy of 600 Units / month. 400W normal flood lights have been replaced with 100W LED flood lights (10 numbers), which saves the energy of 300 Units / month. A new 200KVAR APFS with harmonics eliminator has been installed to maintain effective power factor 1, which saves ₹2.16 Lakhs / Annum

ii. Steps taken by the company for utilising alternate sources of energy:

Considering the low energy intensity of the operations of the Company, no major steps were taken during the year for utilizing alternate sources of energy.

iii. The capital investment on energy conservation equipments:

No major capital investment was undertaken during the year.

Energy conservation and utilisation of alternate sources of energy are a part of the larger ESG (Environment, Social and Governance) agenda and

(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;	Not Applicable as there was no import of technology during the last three years.
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	

iv) Expenditure on R&D

Particulars	(₹ in lakhs)	
	2022-23	2021-22
a. Capital Expenditure	26.03	2.24
b. Recurring Expenditure	82.20	79.29
c. Total Expenditure	108.23	81.53
d. Total Expenditure on R&D as a percentage of total turnover	0.64%	0.68%

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

	(₹ in lakhs)	
	2022-23	2021-22
Total Foreign Exchange used and earned in terms of actual inflows and actual outflow:		
Used / Outflow	2408.37	2251.39
Earned / Inflow	4809.40	3981.82

detailed disclosure on ESG parameters form part of the Business Responsibility and Sustainability Report forming part of the Annual Report.

B. TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption:

After successful absorption of transfer of technology (TOT) from DRDO for Canopy Severance System (CSS), the Company has executed and receiving many enquiries from DRDO/HAL/Indian Air Force for supply of Canopy Severance System. R&D work and product trials for Electronic Fuze with indigenously developed explosive train have been successfully completed in-house qualification tests and expecting production lot to be supplied in F24 and will be added to our existing product portfolio. We have also successfully conducted in house qualification tests and executed trail order for supply of Squib Pyro Cutter and EAPRV Squib.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

In order to comply with the regulatory requirements as also for better environmental benefits, the Company has developed electronic detonators like, e-CDD, e-LDD, e-SDD, etc. in place of the conventional detonators.

for and on behalf of the Board of Directors

Annexure 'F'

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT 2022-23

GOCL Corporation Limited (GOCL) puts sustainability at the heart of its business approach. Our ability to fulfill and exceed our responsibilities to our stakeholders today and tomorrow is a testament to our commitment. We have balanced success as a business with unwavering focus on exemplary governance and responsiveness to the needs of the environment and society.

SECTION A: GENERAL DISCLOSURES

I. Details of listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L24292TG1961PLC000876
2.	Name of the Listed Entity	GOCL Corporation Limited (GOCL)
3.	Year of incorporation	April 20, 1961
4.	Registered Office address	IDL Road, Kukatpally, Hyderabad-500072, Telangana, India
5.	Corporate Office address	IDL Road, Kukatpally, Hyderabad-500072, Telangana, India
6.	E-mail ID	secretarial@gocllcorp.com
7.	Telephone	040 – 23810671 – 9
8.	Website	www.gocllcorp.com
9.	Financial year for which reporting is being done	April 1, 2022 to March 31, 2023
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	₹ 991.45 lakhs (as on 31.03.2023)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR Report.	A.Satyanarayana, Company Secretary Telephone: 040 – 23810671 – 9 Email ID: asatyanarayana@gocllcorp.com
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).	The disclosures under this report are made on a <i>standalone</i> basis, unless otherwise specified.

II. Products/services

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

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1	Manufacturing	Explosives Accessories (Detonators) (For Mining & Industrial Use)	97.57%
2	Real Estate	Real Estates activities with own or Leases property	2.43%

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

Sl. No.	Product/Service	NIC Code	% of Total Turnover Contributed
1	Detonators	20292	97.57%
2	Renting / Lease of Properties	68100	2.43%

III. Operations

16. Number of locations where plants and/or operations/offices of the Company are situated:

Location	Number of plants	Number of offices	Total
National	1	1	2
International	Nil	Nil	Nil

17. Markets served by the entity

a. Number of Locations

Location	Number
National (No. of States)	We supply our products to most of the States in India, where mining activity takes place (11).
International (No. of Countries)	We export our products to about 21 countries.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

On standalone basis exports contributed 22% in the total turnover of the Company.

c. A brief on types of customers:

GOCL is one of the leading suppliers of Explosives for Mining, Quarrying, Civil Construction, Tunneling, Seismic Prospecting, Hydro-Electric projects, etc.

Major customers of GOCL are:

1. Coal India Limited (CIL) and Singareni Collieries Company Limited (SCCL) in the coal mining sector.
2. Non CIL & Institutional customers include Tata Steel, NTPC, etc.
3. Housing & Infrastructure
4. Exports & Overseas markets

IV. Employees

18. Details as at the end of Financial Year 2022-23

a. Employees and workers (including differently abled):

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	181	168	92	13	8
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	181	168	92	13	8
Workers						
4.	Permanent (F)	41	33	80	8	20
5.	Other than Permanent (G)	513	293	57	220	43
6.	Total workers (F + G)	554	326	58	228	42

B Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	2	2	100%	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	2	2	100%	0	0
Workers						
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0

19 Participation/Inclusion/Representation of women

Details	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29
Key Management Personnel	2	0	0

20 Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17%	2%	19%	14%	2%	16%	16%	1%	17%
Permanent Workers	1%	9%	10%	1%	8%	9%	4%	7%	11%

V. Holding, Subsidiary and Associate Companies (including Joint ventures)**21 (a) Names of holding / subsidiary / associate companies / joint ventures**

Sr. 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	Hinduja Capital Limited, Mauritius	Holding Company	--	No
2	IDL Explosives Limited	Wholly Owned Subsidiary	100%	Yes
3	HGHL Holdings Limited, UK	Wholly Owned Subsidiary	100%	No

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

(ii) Turnover (in ₹): 175.10 crores.

(iii) Net worth (in ₹): 639.33 crores

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) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		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	Remarks
Communities	Yes	Nil	Nil	Feedback from beneficiaries is taken	Nil	Nil	Feedback from beneficiaries is taken
Investors (other than shareholders)	Yes	Nil	Nil	Through website	Nil	Nil	
Shareholders	Yes	8	Nil	All complaints were resolved by the Company and its RTA within time. Status of all the complaints received and resolved can be found on a quarter-on-quarter basis on the website of BSE and NSE.	8	Nil	The Company have separate e-mail id i.e. secretarial@goclcorp.com for shareholders for sending their queries and grievances.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		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	Remarks
Employees and workers	Yes, The Company has a Grievance Redressal Procedure with appropriate systems and mechanisms to address employee concerns and complaints including those pertaining to human rights and labour practices. It aims to facilitate structured discussions and resolutions of the grievances raised on labour practices and human rights.	Nil	Nil		Nil	Nil	
Customers	Yes	52	Nil		81	Nil	
Value Chain Partners	Yes	Nil	Nil		Nil	Nil	
Other (please specify)	Yes	Nil	Nil		Nil	Nil	

The formalized Policies are hosted on the website of the Company www.gocllcorp.com

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

The Company conducts materiality assessments to identify the material issues including environmental and social ones and understand the relative importance of these issues for its stakeholders and its business. Accordingly, specific action plans are devised for addressing each material issue at periodic intervals. Such assessments help in identifying key drivers for value creation over a period.

In FY 2022-23, GOCL engaged with a diverse set of internal and external stakeholders and will continue to engage with its key internal and external stakeholders on an ongoing basis to ensure a more dynamic materiality assessment. GOCL has robust Risk Management System covering Operational, Environmental, social and Governance related Risks.

Sr. 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	Phase-out of Electric Detonators, and other Regulatory Changes	Risk as well as Opportunity	Loss of Revenue	Development of Electronic Detonators	Revenue loss of about ₹ 10 crores

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.

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable.
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains.
P4	Businesses should respect the interests of and be responsive towards all its stakeholders.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent.
P8	Businesses should promote inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)					Yes				
b. Has the policy been approved by the Board? (Yes/No)	Some of the policies are approved by the Board and the remaining policies are approved by the Managing Director.								
c. Web Link of the Policies, if available:	Policies are uploaded on the website of the Company at www.gocllcorp.com and on the Company's intranet.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	All the NGRBC Principles are ingrained in the Company's Policies, Practices, SOPs and Codes of Conduct.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No. Currently, the Company's policies do not extend to its value chain partners.								
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.	The Company conforms to the requirements mandated under the Companies Act 2013, SEBI Regulations and other applicable legal provisions, CE certification, ISO certifications i.e. ISO 9001:2015, ISO 14000:2015, ISO 45000:2018.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Specific commitments, goals and targets of the Company are reflected in its Core Values and the Vision Statement.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Adherence to the Core Values and achievement of the Vision Statement is an ongoing process.								

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)



The Company's Managing Director & CEO (Mr. Pankaj Kumar, DIN: 08460825) is responsible for the business responsibility report. His statement in this regard is as under:

At GOCL, we are driven by a shared aspiration among our employees to create a lasting, positive impact on the world. This commitment extends not only to our internal operations but also to our interactions with clients and partners. With a deep-rooted heritage of aligning business objectives with broader ethical, equitable, and environmental considerations, we strive to fulfill our mission as the catalyst that makes the world work better.

Environmental Responsibility:

We are dedicated to addressing environmental challenges through our sustainable practices. We actively work towards reducing our carbon footprint through energy-efficient practices, renewable energy sources, and emission offsetting. Additionally, resource conservation is prioritized through waste reduction, recycling, and responsible management of resources. Our efforts extend to preserving biodiversity and ecosystems by integrating conservation practices into our decision-making processes.

Social Engagement:

Our employees are our most valuable asset, and we foster a safe and inclusive work environment that promotes health, wellness, and work-life balance. We are committed to operating our business responsibly, actively engaging with stakeholders, including customers, suppliers, communities, and non-governmental organizations. Through our CSR initiatives focused on rural development, education, and water, we create sustainable solutions for communities. These initiatives encompass school renovations, providing essential furniture and facilities, and arranging mid-day meals for the IDL Primary School in Rourkela. Additionally, we invest in infrastructure development to improve living conditions in marginalized areas, benefitting over six villages through road repair and drain construction. Recognizing the importance of clean drinking water, we installed an RO drinking water facility in Rourkela, empowering communities with access to filtered water.

Governance Excellence:

Ethical conduct lies at the core of our business practices. We uphold the highest standards of integrity and compliance with relevant laws and regulations. Our Board of Directors consists of individuals with diverse backgrounds, skills, and experiences, fostering independent thinking and effective governance. We also prioritize risk management, implementing robust frameworks to identify, assess, and mitigate potential risks.

By integrating ESG considerations into our business strategy, we aim to create sustainable value for our stakeholders and contribute to a more equitable and resilient future. Our commitment to transparent reporting and continuous improvement reflects our dedication to responsible and sustainable growth.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Managing Director & CEO, under the overall guidance of the Board of Directors.

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.

Yes. Safety Review Committee at the Board level; and Sustainability responsibility with the Managing Director & CEO, under the overall guidance of the Board of Directors.

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)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									On an ongoing basis, as part of the formulation of business objectives and performance reviews.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with all the applicable statutory requirements.									On monthly basis at the executive management level; and on quarterly/annual basis at the level of Board of Directors.								
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.										P1 P2 P3 P4 P5 P6 P7 P8 P9 No Most of the policies of the Company are reviewed internally on a periodic basis. No review is conducted through external partners.								

12 If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	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)	Yes, considering the size and nature of its businesses.								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Yes, considering the size and nature of its businesses.								
It is planned to be done in the next financial year (Yes/No)	No.								
Any other reason (please specify)	NA								

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.**

The Company has an exhaustive Code of Conduct which is based on the principles of fairness, ethics and corporate governance. The Company expects all the employees to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct which includes handling of actual or apparent conflict of interests between personal and professional relationships, free from fraud and deception. Ethics and integrity are at the very heart of the work culture and applies to our stakeholders that include employees, customers, suppliers, government and the community. All the employees affirm the Code of Conduct on annual basis.

GOCL believes that since we employ societal and environmental resources, our governance processes must ensure that they are utilized in a manner that meets stakeholders’ aspirations and societal expectations. GOCL’s Code of Conduct as well as the Vigil Mechanism and Whistle Blower Policy ensure that the highest standards of personal and professional integrity are maintained within the Company.

Essential Indicators

1. Percentage coverage by training and awareness programs 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	% of persons in respective category covered by the awareness programmes
Board of Directors	Discussion on and awareness of NRGBC principles are generally kept in view in the Board and Committee Meetings discussions.	NRGBC Principles are generally covered. There was no separate impact assessment. The Directors in their capacity as members of various Committees of the Board are informed on developments relating to regulatory, economic, and operating environmental changes, new business initiatives, strategic investments, corporate governance, information technology, and various risk indicators. Further, updates on performance review, strategy and key regulatory developments, CSR initiatives and ESG are presented at the quarterly Board meetings through presentations. The Board and the Audit Committee are updated on key compliance, risk and audit observations, impact arising out of the issues along with management action plans.	All the Board and Committee Members who have attended those respective meetings.
Key Managerial Personnel	6	Focus on Technical, Safety, Refresher programs and behavioral training.	100%
Employees other than BOD and KMPs	39	Focus on Technical, Safety, Refresher programs and behavioral training	85%
Workers	60	Focus on Safety, SOP, Fire Safety and Occupational Health, Safety induction training for new joiners, refresher training for the existing work force, tool box trainings, transport drivers training.	92% (more than 2 man days per annum)

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:

Monetary					
	NGRBC Principle	Name of the Regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement					
Compounding fee					

Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil	Nil	Nil	Nil	Nil
Punishment					

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	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.

Yes. The Company has Code of Conduct and Conflict of Interest Policies. These policies are available on the Company's website www.gocllcorp.com and Company's intranet.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-23	FY 2021-22
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

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

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Not Applicable	Nil	Not Applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Not Applicable	Nil	Not Applicable

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

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
Nil	Not Applicable	Not Applicable

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, GOCL has Code of Conduct and Corporate Governance Policies which provide a framework for ethical behavior and effective management of conflicts with various entities or individuals, ensuring accountability and transparency in all dealings. To prevent any conflict between personal interests and the interests of the company, the board of directors and senior management ensure that they disclose any involvement they may have, either directly or indirectly, in company transactions to the board. The Company has in place the 'Policy on Related Party Transactions', which are applicable to our board members. Transactions with the board members or any entity in which such board members are concerned or interested are required to be approved by the Audit Committee and the Board of Directors. In such cases, the interested directors abstain themselves from the discussions at the meeting.

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 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R & D	₹ 82.19 Lakhs (100%)	₹ 81.53 Lakhs (100%)	Less noise and vibration in blasting operations with use of the electronic detonators.
Capex	₹ 1068 Lakhs (100%)	RS. 267 Lakhs (100%)	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No

b. If yes, what percentage of inputs were sourced sustainably?

The Company does not have a sustainable sourcing policy and does not monitor materials that are sourced sustainably. However, the purchases agreement covers the general ESG- related requirements.

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.

STP and ETP water is recycled and used for gardening purpose; 521 kgs of E-waste disposed to authorized agency. Hazardous waste generation is very marginal and if generated will be disposed to authorized agency after treatment. Plastic drums are re-used.

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.

No

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not conducted LCA for any products					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Obsolete/rejected detonators	Noise pollution / storage risk	Disposed as per PESO guidelines.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23	FY 2021-22
Lead	2%	2%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23			FY 2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	0.8 MT	0	0	0.23 MT
E-waste	0	0	521 kg	0	0	0
Hazardous waste	0	0	0 MT	0	0	0
Other waste-waste oil	0.205 kl/pa	0	0	0.75kl/pa	0	0

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Nil	Not Applicable

Considering the nature of the industry, it is not permissible to re-use/recycle the products. Safe disposal as per standards is the only option.

PRINCIPLE 3 **BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS**

The Company is dedicated to ensuring a safe and healthy workplace for all employees. We strive to create a conducive environment that supports their learning and career growth, fostering leadership development. Additionally, the Company places a high priority on work-life balance and employee well-being, as demonstrated by our HR policies and practices. Our comprehensive range of benefits is designed to provide valuable support to our employees and workers.

Essential Indicators
1. a. Details of measures for the well-being of employees:

	% 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)
Permanent employees											
Male	168	168	100	168	100	-	-	168	100	168	100
Female	13	13	100	13	100	13	100	-	-	13	100
Total	181	181	100	181	100	13	100	168	100	181	100
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

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

	% 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)
Permanent workers											
Male	33	33	100	33	100	0	0	33	100	33	100
Female	8	8	100	8	100	8	100	0	0	8	100
Total	41	41	100	41	100	8	100	33	100	41	100
Other than Permanent workers											
Male	230	230	100	230	100	0	0	230	100	230	100
Female	220	220	100	220	100	220	100	0	0	220	100
Total	550	550	100	550	100	220	100	230	100	550	100

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

Benefits	FY 2022-23			FY 2021-22		
	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	No. of workers covered as a % of total workers
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI / Medclaim	100%	100%	Yes	100%	100%	Yes
NPS / Superannuation	100%	NIL	Yes	100%	NIL	Yes

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. Accessibility facilities are provided to the differently abled individuals of the Company.

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.

Yes, the Company has Equal Opportunity Policy.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	Nil	Nil	Nil	Nil
Female	1	100%	Nil	Nil
Total	1	100%	Nil	Nil

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.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes. The Company has a well-structured grievance redressal mechanism which addresses the grievances of the employees and workers. Employees are encouraged to directly report their concerns to their departmental head, HR head as a first reporting authority and attempt to arrive at a solution before invoking formal redressal mechanism. Workers are encouraged to report to their supervisors in case of any grievances. The grievance reported by the employees and workers are redressed in a timely, transparent and fair manner.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

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

Benefits	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of associations(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of associations(s) or Union (D)	% (D / C)
Total Permanent Employees	0	0	0	0	0	0
- Male	0	0	0	0	0	0
- Female	0	0	0	0	0	0
Total Permanent Workers	41	41	100	48	48	100
- Male	33	33	100	35	35	100
- Female	8	8	100	13	13	100

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	168	168	100	0	0	173	173	100	0	0
Female	13	13	100	0	0	14	14	100	0	0
Total	181	181	100	0	0	187	187	100	0	0
Workers										
Male	33	33	100	0	0	35	35	100	0	0
Female	8	8	100	0	0	13	13	100	0	0
Total	41	41	100	0	0	48	48	100	0	0

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

Category	FY 2022-23			FY 2021-22		
	Total (A)	Number (B)	% (B / A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	168	168	100	173	173	100
Female	3	3	100	14	14	100
Total	181	181	100	187	187	100
Workers						
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total	0	0	0	0	0	0

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, The Company's Environmental, Health, and Safety (EHS) function is effectively managed through an established EHS policy. The manufacturing facilities are certified with ISO 9001: 2015, ISO 14001:2015 & ISO 45001:2018 standard.

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

Yes, The Company believes that safe & healthy workplace is a prerequisite for employee wellbeing. It has implemented occupational health and management safety system. It promotes culture of Safety through various training programs while continuously investing in state-of- the- art technology to meet the highest level of safety parameters. Company is conducting Hazard Identification Risk Assessment (HIRA), Job Safety Analysis (JSA) and Hazard Operability (HAZOP) to identify the risks related to operations. To prevent the potential hazards, we monitor near miss incidents, unsafe acts and unsafe conditions. Internal, External audits and Mock drills are conducted to check the effectiveness of the implemented measures.

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

Yes, a system is in place to spot and report the work-related hazards. We have a system that enables us to monitor any incidents that occurred in the manufacturing facilities. Based on these reports, Corrective and Preventive Actions (CAPA) reports are issued to all concerned heads/ individuals. Training tool box talks, work permits helps us to prevent similar incidents. Training and proper PPEs are being provided to the individuals to prevent any safety incidents.

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

Yes, all the sites have access to non-occupational medical and healthcare services either on-site or through tie-ups with reputed medical centers in close proximity. In addition, personnel are being trained to respond appropriately to medical emergencies on-site.

10 health camps conducted by reputed hospitals, attended by 150 employees per camp.

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

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- i. Strict adherence of Standard operating procedures and work permit systems.
- ii. Hazard identification and Risk Assessment (HIRA) is being done for each processes and actions taken to mitigate or to minimize the risk.
- iii. Job Safety Analysis (JSA) Procedure for critical non-routine works.
- iv. Hierarchy of controls is followed for application of risk control measures, Control Plans commensurate to risk are deployed before execution of job. No job is executed until risks are brought to acceptable range.
- v. Safety Committees are in place at various levels to review the adequacy of resources for safety and to provide support for safety management system deployment.
- vi. Deployment of Safe and Healthy system of work is assured through periodic safety audits and inspections across sites.

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

Benefits	FY 2022-23			FY 2021-22		
	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	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

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.

Nil

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes. In the event of accidental death- covered under GPA Policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Review of monthly challans by labour contractors. Contractors payments are linked to payment of statutory dues of previous months.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Nil

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.

The Company recognizes individuals or groups who have a vested interest in, or are impacted by, or add value to the business activities as key stakeholders. These stakeholders include customers, investors, lenders, vendors, government agencies, shareholders, media, regulators, value chain partners, employees, and society. The Company places great importance on listening to its stakeholders and has set up multiple touch points and communication tools to promote fair engagement.

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
Customers	No	Email / Letters / Website / Physical meetings/Newspaper notices.	Monthly	Quality, Payment terms, timely supplies.
Suppliers / VCPs	No		Annually	Progress of annual orders, quality, timely supplies.
Employees	No		Monthly	Employee engagement, production performance.
Shareholders	No	Press Release / AGMs	Quarterly	Financial Results, Company Performance
Financiers	No	Physical Meetings	Quarterly	Financial arrangements
Regulators	No	Through Chambers of		
Society / Community	No	Commerce & Industry		Need based

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Apart from the Annual General Meeting, consultation is through the executive Management lead by the Managing Director & CEO at the periodic Board Meetings as well as direct communications with all the Board Members intermittently.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. 1) After consultation with the government authorities, electronic detonators have been developed to reduce noise and vibration in blasting operation;

2) Different variants of electronic detonators developed in place of electric detonators, as per customers specific requirements.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Not applicable.

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 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers Covered (B)	% (B /A)	Total (C)	No. of employees / workers Covered (D)	% (D /C)
	Employees					
Permanent	181	181	100	187	187	100
Other than permanent	0	0	0	0	0	0
Total Employees	0	0	0	0	0	0

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers Covered (B)	% (B /A)	Total (C)	No. of employees / workers Covered (D)	% (D /C)
Workers						
Permanent	41	41	100	48	48	100
Other than permanent	0	0	0	0	0	0
Total Workers	0	0	0	0	0	0

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

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Permanent	181	0	0	181	100	187	0	0	187	100
Male	168	0	0	168	100	173	0	0	173	100
Female	13	0	0	13	100	14	0	0	14	100
Other than Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent	41	0	0	41	100	48	0	0	48	100
Male	33	0	0	33	100	35	0	0	35	100
Female	8	0	0	8	100	13	0	0	13	100
Other than Permanent	513	513	100	0	0	366	366	100	0	0
Male	293	293	100	0	0	170	170	100	0	0
Female	220	220	100	0	0	196	196	100	0	0

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

Gender	Male		Female	
	Number	Median Remuneration/ salary/ wages of respective category (₹)	Number	Median remuneration/ salary/ wages of respective category (₹)
Board of Directors (BoD)	6	2212000	1	2588000
Key Managerial Personnel	3	12320000	0	0
Employees other than BoD and KMP	165	630969	13	569666
Workers	33	492665	8	459822

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)

Yes.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Internal Complaints Committee (ICC) under the POSH Act, Grievance Redressal system, Equal Opportunity Policy.

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

Benefits	FY 2022-23			FY 2021-22		
	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	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA

Benefits	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Forced Labour/Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

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

The Company maintains a zero-tolerance against Sexual Harassment and Discrimination. For grievances pertaining to sexual harassment, the Internal Complaints Committee (ICC) is constituted in line with the provisions of the Protection of Women from Sexual Harassment Act, 2013. The Cases related to the prevention of sexual harassment at workplace are treated with utmost sensitivity and in a confidential manner.

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

Yes, human rights requirements forms a part of the company's agreements and contracts.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	Nil
Forced / Involuntary Labour	Nil
Sexual Harassment	Nil
Discrimination at workplace	Nil
Wages	Nil
Other – please specify	Nil

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

None

2. Details of the scope and coverage of any Human rights due-diligence conducted.

None

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016 ?

Yes

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Nil
Discrimination at workplace	Nil
Child Labour	Nil
Forced / Involuntary Labour	Nil
Wages	Nil
Other – please specify	Nil

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

None

PRINCIPLE 6 BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

The Company is committed to protecting the environment by prioritizing sustainability. We strongly believe that our efforts can make a difference and have undertaken several measures aimed at mitigating carbon emissions, minimizing water discharge, and enhancing waste management practices. We consistently evaluate and improve operational efficiency and apply effective strategies across the facilities in order to minimize our environmental impact.

Essential Indicators

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

Safety Incident/Number	FY 2022-23	FY 2021-22
Total electricity consumption (A)	1,12,06,830 mega joules	98,95,977 mega joules
Total fuel consumption (B)	4,54,507 mega joules	5,53,794 mega joules
Energy consumption through other sources (C)	2,00,22,669 mega joules	2,03,68,381 mega joules
Total energy consumption (A+B+C)	3,16,84,006 mega joules	3,08,18,152 mega joules
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	₹ 4.43 per every ₹ 100 Turnover	₹ 6.03 per every ₹ 100 Turnover
Energy intensity (optional) – the relevant metric may be selected by the entity	43416 KWH per Million numbers of Detonators	34439 KWH per Million numbers of Detonators

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. The Company has undergone third-party assessment / energy audit.

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.

PAT scheme is not applicable to the Company.

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

Parameter	FY 2022 - 23	FY 2021 - 22
Water withdrawal by source (in kilo litres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	142445	156954
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	142445	156954
Total volume of water consumption (in kilolitres)	142445	156954
Water intensity per rupee of turnover (Water consumed / turnover)	₹ 1.63 for every ₹ 100 turnover	₹ 2.57 for every ₹ 100 turnover
Water intensity (optional) – the relevant metric may be selected by the entity	8.33 KL for every ₹ 1 Lakh Turnover	12.97 KL for every ₹ 1 Lakh Turnover

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.

Yes. Through ETP and STP, treated water is used within the premises.

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

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	µg/m3	26	26
Sox	µg/m3	13	13
Particulate matter (PM)	µg/m3	25	31
Persistent organic pollutants (POP)	-	NA	NA
Volatile organic compounds (VOC)	-	NA	NA
Hazardous air pollutants (HAP)	-	NA	NA
Others – please specify (Air flow Rate)	Cum/min	1.02	1.13

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 done by Lawn Enviro Associates.

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

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	0.054	0.053
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	0.048	0.052
Total Scope 1 and Scope 2 emissions per rupee of turnover		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		0.10	0.10

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.

Lawn Enviro Associates

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 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	800 kg	230 kg
E-waste (B)	521 kg	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)	--	--
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	--	--
Total (A+B + C + D + E + F + G + H)	1321 kg	230 kg

Parameter	FY 2022-23	FY 2021-22
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	--	--
(ii) Re-used	--	--
(iii) Other recovery operations	--	--
Total	--	--
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	--	--
(ii) Landfilling	--	--
(iii) Other disposal operations	521 kgs (E- Waste)	--
Total	521 kgs (E-Waste)	--

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.

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.

As per PESO / PCB guide lines waste management / disposal procedure is implemented.

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:

S. 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.
Not Applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

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
Not Applicable, as no major projects were undertaken during the year					

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:

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
1	Nil	Nil	Nil	Nil

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A)	28,770 mega joules	28,770 mega joules
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	28,770 mega joules	28,770 mega joules
From non-renewable sources		
Total electricity consumption (D)	1,12,06,830 mega joules	98,95,977 mega joules
Total fuel consumption (E)	4,54,507 mega joules	5,53,794 mega joules
Energy consumption through other sources (F)	2,00,22,669 mega joules	2,03,68,381 mega joules
Total energy consumed from non-renewable sources (D+E+F)	3,16,84,006 mega joules	3,08,18,152 mega joules

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.

2. Provide the following details related to water discharged:

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	100 KL per day used for Gardening purpose only.	100 KL used for Gardening purpose only.
(ii) To Groundwater		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(iii) To Seawater		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(iv) Sent to third-parties		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(v) Others		
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
Total water discharged (in kilolitres)	100 kL per day	100 kL per day

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.

Lawn Enviro Associates

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Not Applicable

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not Applicable	Not Applicable
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Not Applicable	Not Applicable
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

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.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format –

Not Applicable

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	NA	NA
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission 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.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
			Not Applicable

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Mock drills, emergency evacuation, Safety management plan

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Nil

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Nil

PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

GOCL strives to engage with stakeholders in a responsible manner, guided by the values of commitment, integrity, and transparency.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers / associations.

The Company is associated with one trade and industry chambers/ association, namely the Federation of Telangana Chambers of Commerce & Industry (FTCCI).

- 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	Federation of Telangana Chambers of Commerce and Industry (FTCCI)	Telangana 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.

Name of authority	Brief of the case	Corrective action taken
	Nil	

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated Method resorted for	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
					Nil

PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Our CSR programs are in line with our overall objectives to promote socio-economic growth in the regions where we operate. We plan and execute our community development initiatives in accordance with our CSR Policy.

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 2022-23 (In INR)
Not Applicable.						

3. Describe the mechanisms to receive and redress grievances of the community.

Through direct communication.

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

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	3.6%	6.26%
Sourced directly from within the district and neighbouring districts	74%	72%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): NA

Details of negative social impact identified	Corrective action taken
None	Not applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Year	CSR Spending (₹ Lakhs)	Aspirational District
2020-21	50.00	Spending through the Telangana Government for addressing Covid in all the Districts
2022-23	5.40	Towards undertaking study for IDL Lake rejuvenation in Medchal-Malkajgiri Dist in the State of Telangana

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No

(b) From which marginalized /vulnerable groups do you procure?

(c) What percentage of total procurement (by value) does it constitute?

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
		None		

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
	None	

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
	As stated in (5) above		100%

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER:

At GOCL, we prioritize our customers and strive to meet their expectations with our products and services. We take a customer-centric approach by providing tailored solutions and resolving grievances promptly. We value customer feedback and use it to continuously improve our offerings.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has a well-established online system of receiving, tracking and resolution of complaints & feedbacks, which are analysed and necessary action are taken. Customers can raise through concerns through Email, informing to the area field engineers, by letter and by mobile phone whats app message which applicant service engineers will respond to the customer and if required attend the customer complaint site jointly by production and application service engineer.

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

Information related to	As a percentage to total turnover
Environmental and Social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

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

Benefits	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending Resolution at end of year	Remarks
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	--

Benefits	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending Resolution at end of year	Remarks
Restrictive Trade Practices	Nil	Nil	--	Nil	Nil	--
Unfair Trade Practices	Nil	Nil	--	Nil	Nil	--
Other	Nil	Nil	--	Nil	Nil	--

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

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

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.

Yes. Not in public domain.

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.

No instances of issues relating to advertising, and delivery of essential services; and data privacy of customers; product recalls were reported in FY 23.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

All information is accessible on the company's website: <https://goclcorp.com/>.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Our Marketing team has a dedicated group called 'Application Services' which consists of qualified and experienced mining engineers are always ready to serve customer to mitigate their blasting related problems and help them to improve the productivity by using our products.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

By mail / direct communication.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief.

Yes, The Company ensures strict adherence to all the applicable regulations for product information and labeling. All the critical products are supplied with safety instructions highlighting the Do's and Don'ts while handling the products.

Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes. The Marketing and Application Services team interacts with the customers to improve its services and to meet the customer's expectations.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact – **Not applicable as no data breaches occurred.**

b. Percentage of data breaches involving personally identifiable information of customers - **Not applicable**

Annexure 'G'

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2023

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations] and forming part of the Board's Report)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company considers good governance practices essential for smooth and efficient conduct of its business and operations. The objective of Corporate Governance is maximisation of long-term interest of all the stakeholders, balancing competing interests and protecting the interests of all the stakeholders. This will pave the way for long-term success and sustainability of any organisation. The Company, being a part of the global Hinduja Group, is guided by the Group's principles and philosophy in its conduct of business and affairs. The Company practises in transparent and professional decision making; fair disclosures; inclusiveness and diversity. The core values - Ethics & Integrity; Safety of People and Operations; Innovation and Creativity; Quality of Products and Services; and Customer Focus guide all our actions.

2. BOARD OF DIRECTORS

(A) Composition and category of Directors:

The Board of Directors of the Company headed by a Non-executive Chairman consists of the following Directors as on March 31, 2023:

(i) Non-Executive Directors:

(a) Promoter Group	Mr. Ajay P Hinduja, Chairman (upto 9 th November 2022)
(b) Non-Executive Non-Independent	Mr. Sudhanshu K Tripathi, Chairman* Mr. Gopal Raman (w.e.f. 27 th March 2023)
(c) Independent	Ms. Kanchan Chitale Mr. Debabrata Sarkar Mr. Aditya Sapru Mr. Amar Chintopanth (w.e.f. 27 th March 2023)

Note:

*Mr. Sudhanshu K Tripathi has been elected as the non-executive Chairman w.e.f. 10th November, 2022.

(ii) Executive Director:

Managing Director & Chief Executive Officer	Mr. Pankaj Kumar
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(iii) The composition of the Board is in conformity with SEBI (LODR) Regulations 2015 and meets the stipulated requirements.

(B) Attendance of each director at the Board Meetings, last Annual General Meeting (AGM) and the details of membership(s)/ chairmanship(s) of Directors in other Board and Board Committees:

Name of the Director	Number of Board Meetings Attended	Whether attended last AGM	Number of Memberships of other Boards as on March 31, 2023@	Number of Memberships of other Board Committees* (Audit Committee and Stakeholders Relationship Committee)	Number of Chairmanships in other Board Committees*
Mr. Ajay P. Hinduja ^	3	Yes	NA	NA	NA
Mr. Sudhanshu K Tripathi	6	Yes	4	5	1
Mr. Pankaj Kumar	6	Yes	1	0	0
Ms. Kanchan Chitale	6	Yes	10	10	5
Mr. Debabrata Sarkar	6	Yes	9	6	2

Name of the Director	Number of Board Meetings Attended	Whether attended last AGM	Number of Memberships of other Boards as on March 31, 2023@	Number of Memberships of other Board Committees* (Audit Committee and Stakeholders Relationship Committee)	Number of Chairmanships in other Board Committees*
Mr. Aditya Sapru	6	Yes	8	3	0
Mr. Amar Chintopanth	1	NA	5	1	0
Mr. Gopal Raman	1	NA	7	0	0

*As per Regulation 26(1b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Committees considered only Audit Committee and Stakeholders Relationship Committee, excluding that of GOCL Corporation Limited.

@ Includes private limited companies and companies registered outside India other than GOCL Corporation Limited.

^ Mr. Ajay Hinduja resigned from the Chairmanship and Board on 09th November 2022.

Other Boards in which Directors are Member:

Name of the Director	Directorships in other companies/bodies corporate	Designation	
Mr. Sudhanshu K Tripathi	NDL Ventures Limited (Listed) (Formerly known as NXT Digital Limited)	Non-Executive Director & Chairman	
	Hinduja Global Solutions Limited (Listed)	Director	
	Hinduja Leyland Finance Limited	Director	
	IDL Explosives Limited	Director	
Mr. Pankaj Kumar	IDL Explosives Limited	Managing Director	
Ms. Kanchan Chitale	Finolex Industries Limited (Listed)	Independent Director	
	Hinduja National Power Corporation Limited	Independent Director	
	IndusInd Media and Communications Limited	Independent Director	
	Hinduja Energy (India) Limited	Independent Director	
	IDL Explosives Limited	Independent Director	
	Hinduja Finance Limited	Independent Director	
	Harkan Management Consultancy Services Private Limited	Director	
	OneOTT Intertainment Limited	Independent Director	
	IN Entertainment (India) Limited	Independent Director	
	Hinduja Group Limited	Independent Director	
	Mr. Debabrata Sarkar	Emami Limited (Listed)	Independent Director
		IDL Explosives Limited	Independent Director
		Hinduja Leyland Finance Limited	Independent Director
Vistra ITCL (India) Limited		Independent Director	
Inceptum Advisors LLP		Designated Partner	
Easy Home Finance Limited		Independent Director	
Mylead Fintech Private Limited		Independent Director	
Aditya Birla Sun Life Insurance Company Limited		Independent Director	
HGHL Holdings Limited, UK		Independent Director	
Sanathan Textiles Limited		Independent Director	
Mr. Aditya Sapru	Jyothy Labs Limited (Listed)	Independent Director	
	Hinduja Tech Limited	Independent Director	
	Switch Mobility Automotive Limited	Independent Director	
	Thinking Forks Consulting Private Limited	Director	
	Neumck Strategy & Advisory Private Limited	Director	
	ZASK Associates LLC (foreign Company)	Director	
	Spire Research & Consulting MENA LLC (foreign Company)	Director	
	Unitary Investment Management LLP	Designated Partner	
	Go Digital Platforms Limited	Independent Director	
	Mr. Amar Chintopanth	NDL Ventures Limited (Listed) (Formerly known as NXT Digital Limited)	Whole-Time Director & CFO (KMP)
		P & C (Bangalore) Consulting Private Limited	Director
OneMahanet Intertainment Private Limited		Director	
Lucent Business Solutions Private Limited		Director	
IDL Explosives Limited		Independent Director	

Name of the Director	Directorships in other companies/bodies corporate	Designation
Mr. Gopal Raman	The British Metal Corporation India Private Limited	Director
	Ashok Leyland Defence Systems Limited	Director
	Mangalam Retail Services Limited	Director
	Hinduja Renewables Energy Private Limited	Director
	Rajhans Solar Private Limited	Director
	Cyqure India Private Limited	Director
	Cyqurex Technologies Private Limited	Director

@ Includes private limited companies and companies registered outside India other than GOCL Corporation Limited.

- *Directors as on March 31, 2023 only are considered for this purpose.*

Other Committees in which Directors are Member or Chairperson

Name of the Director	Name of the Company	Name of the Committee	Position (Member / Chairman)
Mr. Sudhanshu K Tripathi	NDL Ventures Limited (Listed) (Formerly known as NXT Digital Limited)	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholder Relationship & Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
		Committee of Directors	Chairman
	Hinduja Leyland Finance Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
	Hinduja Global Solutions Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Buy Back Committee	Member
	IDL Explosives Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Investment and Appraisal Committee	Chairman
		Corporate Social Responsibility Committee	Member
Mr. Pankaj Kumar	IDL Explosives Limited	Corporate Social Responsibility Committee	Member
		Safety Review Committee	Member
Ms. Kanchan Chitale	Finolex Industries Limited (Listed)	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Share Transfer Committee	Chairperson
		Risk Management Committee	Chairperson
	Hinduja Finance Limited	Financial Committee	Member
		Audit Committee	Member
	Hinduja National Power Corporation Limited	Nomination & Remuneration Committee	Member
		Audit Committee	Chairperson
	Hinduja Energy (India) Limited	Nomination & Remuneration Committee	Chairperson
		Audit Committee	Member
	IDL Explosives Limited	Nomination & Remuneration Committee	Member
		Investment and Appraisal Committee	Chairperson
		Audit Committee	Member
	Indusind Media & Communication Limited	Nomination & Remuneration Committee	Chairperson
		Audit Committee	Member
	One OTT Intertainment Limited	Nomination & Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
		Audit Committee	Chairperson
	IN Entertainment (India) Limited	Nomination & Remuneration Committee	Member
Audit Committee		Chairperson	
Hinduja Group Limited	Nomination & Remuneration Committee	Member	
	Audit Committee	Member	

Name of the Director	Name of the Company	Name of the Committee	Position (Member / Chairman)
Mr. Debabrata Sarkar	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		With Profits Committee	Member
	Hinduja Leyland Finance Limited	Risk Management Committee	Chairman
		Audit Committee	Member
	Vistra ITCL (India) Limited	Audit Committee	Member
		New Initiative & Risk Management Committee	Chairman
	IDL Explosives Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
	Emami Limited	Audit Committee	Member
Risk Management Committee		Member	
Mr. Aditya Sapru	Sanathan Textiles Limited	Audit Committee	Chairman
	Hinduja Tech Limited	Audit Committee	Member
		Risk Committee	Chairman
		Nomination and Remuneration Committee	Member
	Switch Mobility Automotive Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
	Go Digital Platforms Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
Mr. Amar Chintopanth	NDL Ventures Ltd (Formerly known as NXT Digital Limited) (Listed)	Stakeholder Relationship & Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
		Business Responsibility Reporting Committee	Member
		Committee of Directors	Member
		Risk Management Committee	Member

* Committees considered all Committees, excluding that of GOCL Corporation Limited.

Board Agenda

Meetings are governed by a structured agenda. The agenda papers are circulated in advance before each meeting to all the Directors. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Information placed before the Board:

Apart from the items that are required to be placed before the Board for its approval, the following are also tabled, inter alia, for the Board's periodic review / information, as applicable under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.

- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

(C) Brief profiles of the Directors being appointed/re-appointed have been given in the AGM Notice, forming part of the Annual Report.

(D) Details of Board Meetings held during the Year 2022-23:

During the year, 6 (six) Board meetings were held. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The dates on which the Board meetings were held are as follows:

Date of the Meeting	Board Strength	No. of Directors Present
27 th May, 2022	6	6
11 th August, 2022	6	6
09 th November, 2022	6	6
08 th February, 2023	5	5
14 th March, 2023	5	5
27 th March, 2023	7	7

(E) Disclosure of relationship between directors inter-se:

None of the Directors has any relationship with any other Director.

(F) Shares held by non-executive Directors:

None of the non-executive directors holds any shares in the Company.

(G) Web-link where details of familiarization programmes imparted to independent Directors:

Web-link: <https://gocllcorp.com/downloads/investor/policy/IndependentDirectorsFamiliarization.pdf>

CODE OF CONDUCT:

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company – at <https://gocllcorp.com/downloads/investor/policy/CodeofConductforBoardMembersandtheSeniorManagement.pdf>. Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2023. The Annual Report of the Company contains a Certificate duly signed by the Managing Director & CEO in this regard.

COMPOSITION OF COMMITTEES OF DIRECTORS, TERMS OF REFERENCE AND ATTENDANCE AT THE MEETINGS

The Board has constituted various Committees of Directors to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference.

Composition, Mandate, Role and Responsibilities of the Board's Committees are as follows:

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee encompass the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Mandate, Role and Responsibilities of the Audit Committee:

Mandate, Role and Responsibilities of the Audit Committee, are as specified under Section 177 of the Companies Act, 2013, and the Rules made thereunder and Part - C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Regulations and regulatory requirements that may come into force from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2023:

Name	Designation
Ms. Kanchan Chitale	Chairperson
Mr. Sudhanshu Tripathi	Member
Mr. Debabrata Sarkar	Member

The Audit Committee consists of two Independent Directors and one Non-Executive Director as members. The Company Secretary of the Company is secretary to the Committee.

Meetings and Attendance:

Eight Audit Committee Meetings were held during the year ended March 31, 2023. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Audit Committee Meetings held during the year 2022-23 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
27 th May, 2022	3	3
11 th August, 2022	3	3
16 th September, 2022	3	3
09 th November, 2022	3	3
03 rd January, 2023	3	3
07 th February, 2023	3	3
14 th March, 2023	3	3
27 th March, 2023	3	3

The Managing Director & Chief Executive Officer and the Chief Financial Officer are permanent invitees in all the Meetings of the Committee.

The Internal Auditors attend the Audit Committee meetings on invitation where the Internal Audit reports are discussed.

The Statutory Auditors of the Company are invited to join the Audit Committee meetings for reviewing the financial results and financial statements before placing before the Board of Directors. The Secretarial Auditors and Cost Auditors are also invited for Audit Committee meetings on need base.

During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

4. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of Nomination & Remuneration Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The key role of this Committee is as follows:

- Provide oversight on strategic human capital issues.
- Search for, evaluate, shortlist and recommend the incumbent for the position of Managing Director, other Directors and their engagement terms, to the Board.
- Evaluate and approve for appointment of candidates recommended by Managing Director for key senior positions.
- Review of the succession plans for critical positions and suggest actions.
- Responsibility for setting the remuneration for the Managing Director and Whole Time Directors, if any. Review and recommendation of remuneration for the Key Managerial Personnel of the Company. Remuneration in this context includes salary and performance based variable component and any compensation payments, such as retiral benefits or stock options.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee are as specified under the Companies Act, 2013, Rules made thereunder and Part - D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2023:

Name	Designation
Ms. Kanchan Chitale	Chairperson
Mr. Ajay P. Hinduja	Member (up to 09.11.2022)
Mr. Suhanshu Tripathi	Member (from 10.11.2022)
Mr. Aditya Sapru	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
16 th May, 2022	3	3
09 th November, 2022	3	3
08 th February, 2023	3	3
27 th March, 2023	3	3

Performance evaluation criteria for Directors including the Independent Directors:

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation as follows:

Role & Accountability:

- Understanding the nature and role of Non-Executive Directors/Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity:

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative:

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes:

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

Remuneration Policy:

The objective of the remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interest of Company's stakeholders. The policy is made available at the website of the Company at <https://gocllcorp.com/reports/Policy-Remuneration2019.pdf>

5. DETAILS OF REMUNERATION TO DIRECTORS

Details of remuneration to Directors during the year ended March 31, 2023 is given below:

i) For Managing Director & CEO:

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites:
- a variable component as determined by the Board / Nomination and Remuneration Committee. The elements of remuneration package of Managing Director & CEO is as under:

Particulars	(₹ in Lakhs)
	Mr. Pankaj Kumar, Managing Director & CEO
Gross Salary	201.37
Variable Pay	152.35
Contribution to Superannuation Fund / NPS	17.10

Particulars	(₹ in Lakhs)
	Mr. Pankaj Kumar, Managing Director & CEO
Contribution to Provident Fund	13.68
LTC	9.50
Total	394.00

Having regard to the fact that there is a global contribution to Gratuity Fund, the amount applicable to an individual employee is not ascertainable and accordingly, contribution to Gratuity Fund has not been considered in the above computation.

Managing Director & CEO is under contract of employment with the company with three months' notice period from either side.

There is no severance fee payable to the Managing Director & CEO. The Company does not have any stock option scheme.

ii) For Non-executive Directors:

- a) The sitting fees paid to the Directors for attending the Board meeting is ₹ 1,00,000/- ; ₹ 50,000/- for attending Audit Committee, Nomination & Remuneration Committee, Investment Appraisal & Project Review Committee, Risk Management Committee and Committee of Directors meetings, respectively; ₹ 20,000/- for attending the meeting of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Safety Review Committee respectively.

- b) Commission is paid to the Non-executive Directors, as approved by the Board/Nomination & Remuneration Committee and subject to the limits prescribed under Section 197 of the Companies Act, 2013.

Non-Executive Directors	Sitting Fees	Commission	Total*
Mr. Ajay P. Hinduja (upto 09.11.2022)	4.20	19.93	24.13
Mr. Sudhanshu Tripathi	14.10	13.87	27.97
Ms. Kanchan Chitale	13.00	12.88	25.88
Mr. Debabrata Sarkar	12.00	10.57	22.57
Mr. Aditya Sapru	10.60	11.07	21.67
Mr. Amar Chintopanth	1.00	-	1.00
Mr. Gopal Raman	1.00	-	1.00
Total	55.90	68.32	124.22

*exclusive of applicable taxes.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The terms of reference of Stakeholders' Relationship Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015 as amended.

Composition as on March 31, 2023:

Name	Designation
Mr. Sudhanshu Kumar Tripathi	Chairman
Mr. Aditya Sapru	Member
Mr. Pankaj Kumar	Member

Mr. A Satyanarayana, Company Secretary is the Compliance Officer.

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
16 th May, 2022	3	3
09 th November, 2022	3	3
07 th February, 2023	3	3

Mandate, Role and Responsibilities of the Stakeholders' Relationship Committee:

Mandate, Role and Responsibilities of the Stakeholders' Relationship Committee are as specified under Section 178 of the Companies Act, 2013, Rules made thereunder and Part - D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

The Stakeholders Relationship Committee specifically looks into redressing of shareholders/ investors complaints in matters such as transfer of shares, non-receipt of declared dividends and ensures expeditious share transfer process and also approves issue of duplicate/ split share certificates, transmission of shares etc.

Number of shareholders complaints received during the year	8
Solved to the satisfaction of the shareholders	8
Number of pending complaints	Nil

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The terms of reference of Corporate Social Responsibility (CSR) encompass the requirements of the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder.

Key Role of the Committee is as follows:

- Formulate, review and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which

shall indicate the CSR activities to be undertaken by the Company as specified in the Companies Act, 2013;

- Recommend the amount of expenditure to be incurred on CSR activities; and
- Monitor the CSR Policy of the Company from time to time.

Mandate, Role and Responsibilities of the Corporate Social Responsibility (CSR) Committee:

Mandate, Role and Responsibilities of the Corporate Social Responsibility (CSR) Committee are as specified under Section 135 of the Companies Act 2013, Rules made there under; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition as on March 31, 2023:

Name	Designation
Mr. Ajay P Hinduja	Chairman (up to 09.11.2022)
Mr. Sudhanshu Tripathi	Member
Mr. Aditya Sapru	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
16 th May, 2022	3	3

8. RISK MANAGEMENT COMMITTEE:

Pursuant to the provisions of the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and all other applicable regulatory provisions, Risk Management Committee (RMC) has been constituted by the Board of Directors (Board) of the Company at its Meeting held on 29th June 2021.

Key Role of the Committee is as follows:

- To formulate a detailed risk management policy, which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectorial, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate and effective methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To periodically review the enterprise risk management framework, risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- d. Reviewing the adequacy of the Company's resources to perform its risk management responsibilities.

Mandate, Role and Responsibilities of the Risk Management Committee (RMC) Committee:

Mandate, Role and Responsibilities of the Risk Management Committee (RMC) Committee are as specified under SEBI (LODR) Regulations, 2015, Companies Act 2013 and Rules made there under; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition as on March 31, 2023:

Name	Designation
Mr. Debabrata Sarkar	Chairman
Ms. Mr. Kanchan Chitale	Member
Mr. Pankaj Kumar	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
13 th July, 2022	3	3
03 rd January, 2023	3	3

9A. DETAILS OF SENIOR MANAGEMENT:

In terms of Regulation 16 of the SEBI (LODR) Regulations, 2015, details of the Senior Management of the Company, are as under:

- 1) Mr. Pankaj Kumar, Managing Director & CEO
- 2) Mr. Ravi Jain, Chief Financial Officer
- 3) Mr. A.Satyanarayana, Company Secretary
- 4) Mr. C.N.Sainath, Head – Hyderabad Works
- 5) Col. Mahitosh Deo, Asst. Vice President
- 6) Mr. N.Hariharan, Head – Supply Chain Management
- 7) Mr. B.V.Rajeev, Head – HR & Admin
- 8) Mr. Santosh Srivastava, Head – IT
- 9) Mr. Indraj Gotwal, Head, Metal Cladding
- 10) Mr. Renati Ashok, Head- Electronics Manufacturing Service
- 11) Mr. P.Srinivas, Head – Special Projects

9. General Body Meetings/Postal Ballots:

The details of the last three Annual and/or Extra-Ordinary General Meetings are as follows:

Financial Year	Location of AGM	Date & Time of AGM
2021-22	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	July 27, 2022, 3.30 p.m.

Financial Year	Location of AGM	Date & Time of AGM
2020-21	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	September 27, 2021, 2.30 p.m.
2019-20	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	September 24, 2020, 2.30 p.m.

Special Resolutions:

Special resolutions were passed at last three annual general meetings as under:

I) 59th AGM held on September 24, 2020 – Two Special Resolutions.

- a. Approval for Appointment of Mr. S. Pramanik (DIN: 0020414), Managing Director for further period.
- b. Enabling Resolution for Issue of Further Capital/ Securities

II) 60th AGM held on September 27, 2021 – Two Special Resolutions.

- a. Appointment of Mr. Pankaj Kumar, Chief Executive Officer as a Whole Time Director of the Company
- b. Enabling Resolution for Issue of Further Capital/ Securities

III) 61st AGM held on July 27, 2022 – Two Special Resolutions.

- a. To alter Articles of Association
- b. Appointment of Mr. Pankaj Kumar, Chief Executive Officer as Managing Director & CEO of the Company
- c. Issue of Further Capital/Securities

IV) During the year, no resolutions were passed through postal ballot.

V) Details of Special Resolution proposed to be conducted through postal ballot.

One Special Resolution relating to the appointment of Mr. Amar Chintopanth (DIN: 00048789) as an Independent Director for a period of 5 years with effect from March 27, 2023 was conducted through postal ballot, during the months of April/May 2023 in terms of Section 110 of the Companies Act, 2013.

10. MEANS OF COMMUNICATION

a. Quarterly results:

The quarterly Financial Results of the Company are published in accordance with the requirements of the

SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

b. Newspapers wherein results normally published:

The Financial Results of the Company are published in widely circulated newspapers such as Financial Express (English daily) and Nava Telangana (Telugu daily).

c. Any website, where displayed

The Financial results of the Company are displayed on the Company's website: www.goclcorp.com

d. Whether it also displays official news releases

Official news releases along with quarterly results are displayed on the Company's website: www.goclcorp.com

e. Investors Presentations and Earnings Presentations .

The Earnings and Investors' presentations are made available on the Company's website: www.goclcorp.com

The Company also addresses specific queries of the Shareholders and Investors,

f. Financial Calendar: April 1, 2023 to March 31, 2024.

Tentative Schedule for considering Financial Results:-

Unaudited results for 1st quarter of next Financial Year – by August 14, 2023

- Unaudited results for 2nd quarter of next Financial Year – by November 14, 2023
- Unaudited results for 3rd quarter of next Financial Year – by February 14, 2024
- Audited results for next Financial Year – by May 30, 2024

11. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting:

Date	21st September 2023
Venue	OAVM or VC (in terms of MCA Circulars on the matter)
Time	12.00 noon
Financial Year	2022-2023

Dividend for the last three years:	2022-23 : 500% (250% + 250%) (Recommended by the Board)
	2021-22 : 250 %
	2020 -21: 300 %

Name and address of Stock Exchanges where the shares of the Company are listed:

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	Exchange Plaza, C-1, Block G,
Dalal Street	Bandra Kurla Complex
Mumbai- 400 001	Bandra (E), Mumbai - 400 051

Stock Code:

BSE Limited - Code: 506480 and

National Stock Exchange of India Ltd – Scrip Symbol: GOCLCORP

ISIN for the Equity Shares – INE077F01035

The Company has paid listing fee to both Stock Exchanges for the financial year 2022-23.

Market Price Data in respect of the Company's shares on BSE Limited, monthly high and low during the Financial Year 2022-23:

Month & Year	High (₹)	Low (₹)
April 2022	320.45	258.05
May 2022	279.25	217.00
June 2022	276.00	218.05
July 2022	295.00	260.20
August 2022	325.80	268.50
September 2022	333.30	262.45
October 2022	278.85	260.15
November 2022	371.60	255.70
December 2022	419.00	324.20
January 2023	379.95	325.40
February 2023	363.35	309.40
March 2023	345.00	278.25

Market Price Data in respect of the Company's shares on National Stock Exchange of India Limited, monthly high and low during the Financial Year 2022-23:

Month & Year	High (₹)	Low (₹)
April 2022	320.00	258.45
May 2022	278.90	216.90
June 2022	279.00	217.35
July 2022	295.75	260.05
August 2022	326.80	278.65
September 2022	333.95	253.80
October 2022	279.90	261.00
November 2022	372.50	260.25
December 2022	419.70	324.00
January 2023	378.60	325.50
February 2023	362.60	310.00
March 2023	345.10	278.65

The market price of the Company's equity shares went up by 26% during the year, as compared to increase of 18.29 % in the value of BSE Sensex and 18.89 % in the Value of NSE Nifty.

There was no suspension of trading in the Securities of the Company during the year ended 31st March 2023.

Investor Grievance Resolution and Share Transfer System:

The Company has a Board-level Stakeholders' Relationship Committee to examine and redress investors' complaints.

Securities of the listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialised form only while processing the service request of issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

The requests received by the Company / its RTA, for deletion of name, transmission of shares, split and issue of duplicate share certificates / letter of confirmation are processed and despatched to the shareholders in about 30 days from the date of receipt, subject to the documents being valid and complete in all respects. All the valid requests for issue of confirmation letter in lieu of duplicate share certificates are approved by Stakeholders' Relationship Committee.

Also, share transactions in electronic form can be effected in a much simpler and faster manner. The Shareholders may communicate with KFin Technologies Limited (KFinTech), the Company's Registrars and Transfer Agent ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID for any queries on their securities. The Shareholders are advised to refer the latest SEBI guidelines/ circulars from time to time and keep their KYC details updated at all times, to avoid freezing of their folio as prescribed by SEBI.

During the year, the Company has obtained a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, subdivision, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015. These certificates were duly filed with the Stock Exchanges.

Distribution of Shareholding as on March 31, 2023:

Paid-up share capital	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares held
Up to 5000	29272	98.70	2634800	5.32
5001- 10000	173	0.58	602138	1.21
10001- 20000	101	0.34	727255	1.47
20001- 30000	31	0.10	376899	0.76
30001- 40000	19	0.06	336461	0.68
40001- 50000	13	0.04	289203	0.58
50001- 100000	18	0.06	686866	1.38
100001 & Above	32	0.11	43918868	88.6
Total	29659	100.00	49572490	100.00

Pattern of Shareholding as on March 31, 2023:

Category	No. of shareholders	No. of shares	% of shareholding
Promoters: (A)	1	36600791	73.83
Foreign Portfolio investors	6	1638270	3.31
Financial Institutions, Banks & Others	1	120	0.00
Insurance Companies	3	622599	1.26
Institutional Investors: (B1)	10	2260989	4.57
Central Govt / State Govt: (B2)	1	149490	0.30
Key Managerial Personnel	1	3061	0.01
Indian Public	28724	8535499	17.22
NBFCs	1	2125	0.00
Bodies Corporate	153	1023049	2.06
Non-Resident Indian (NRI)	254	201812	0.41
Foreign Nationals	1	34500	0.07
Clearing Members	13	2134	0.00
HUF	482	298522	0.60
IEPF	1	340320	0.69
Trust	1	119688	0.24
Unclaimed or Suspense or Escrow Account	16	510	0.00
Non-Institutional Investors: (B3)	29647	10561220	21.30
Public : (B) = B1+B2+B3	29658	12971699	26.17
GRAND TOTAL (A+B)	29659	49572490	100.00

Dematerialization of shares and liquidity:

Out of the total number of shares as aforesaid, 49281893 shares were dematerialized amounting to 99.41% of the total paid-up capital of the Company.

The Registrar and Share Transfer Agents handles all the share transfers and related transactions. As on March 31, 2023, there were no requests pending for demat / overdue beyond the due dates.

Name and Designation of Compliance Officer:

Mr. A.Satyanarayana, Company Secretary.

Outstanding Global Depository Receipts/American Depository Receipts or Warrants:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence,

as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Commodity Price Risk or Foreign Exchange risk and hedging activities:

During the FY 2022-23, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. Details of commodity price risk or foreign exchange risk and hedging activities are mentioned in the Management Discussion and Analysis. The details of foreign currency exposure are also disclosed in Note to the Consolidated Financial Statements of the Company.

Details of utilisation of funds

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

Credit Rating: Infomercis Valuation and Rating Private Limited (IVR) has assigned long term rating of IVR single A- with Stable Outlook and short term rating of IVR A2+ for the Company and BBB+ Stable Outlook, A2 for its wholly owned subsidiary IDL Explosives Ltd.

Plant Locations: Energetics

Energetic Division, IDL Road, Kukatpally, Hyderabad.

Details of addresses for correspondence:

Registered & Corporate Office:	GOCL Corporation Limited IDL Road, Kukatpally Hyderabad - 500072, Telangana, India. Ph – 91 40 23702830 Fax – 91 40 2381 3860 E-mail: secretarial@goclc.com Website: www.goclc.com
Registrar and Share Transfer Agents:	KFin Technologies Limited Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad –500032 Tel No.040-6716 2222 Email: einward.ris@kfintech.com Website: www.kfintech.com

12. OTHER DISCLOSURES

a) Related Parties:

In terms of the requirements of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, there were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions, if any in which the directors are interested and same is placed

before the Board. Transactions with related parties as required under Indian Accounting Standard (IND AS) 24, Related Party Transactions are disclosed in Note No. 38 forming part of the financial statements.

b) Strictures and Penalties:

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.

c) Vigil mechanism / Whistle Blower Policy:

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company. No personnel has been denied access to the Audit Committee. Web-link for the policy for Vigil mechanism / Whistle Blower Policy is <https://goclc.com/downloads/investor/policy/WhistleBlowerVigilMechanism.pdf>

d) Subsidiaries:

Regulation 16 of the Listing Regulations defines a “material subsidiary” to mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Under this definition, IDL Explosives Limited and HGHL Holdings Ltd., UK are two material subsidiaries of the Company.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings and other Meetings of subsidiaries are placed before the meetings of the Board of Directors of the Company. Annual Financial Statements of subsidiaries are reviewed by Audit Committee and the Board of Directors.

Mr. Debabrata Sarkar and Ms. Kanchan Chitale, the Independent Directors and Mr. Sudhanshu Tripathi, the Non-executive Director on the Board of the Company, are also Directors on the Board of IDL Explosives Limited.

Mr. Debabrata Sarkar, the Independent Director on the Board of the Company, is also Director on the Board of HGHL Holdings Ltd., UK.

Web-link for the policy for determining ‘material’ subsidiaries is <https://goclc.com/downloads/investor/policy/MaterialSubsidiary2019.pdf>

e) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Sr. No.	Name of the Material Subsidiary	Date & Place of Incorporation	Name of the Statutory Auditor	Date of appointment of Statutory Auditor
1	IDL Explosives Limited	22 nd September 2010, Hyderabad, India	Haribhakti & Co. LLP	25 th July, 2022
2	HGHL Holdings Ltd	21 st November 2012, London, UK	PGB Associates (London) Ltd	14 th July 2022

f) **Related Party Transactions:**

Web-link for the Policy on dealing with related party transactions is <https://gocclcorp.com/reports/Policy-RELATEDPARTYTRANSACTIONS.pdf>

g) **The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

h) **Certificate from a Company Secretary in Practice**

A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company

have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

i) **Details of non-compliance etc.,**

A Statement on Compliance with all Laws and Regulations certified by the Managing Director & CEO, Chief Financial Officer and Company Secretary is placed at the meeting of the Board of Directors for their review.

There were no instances of non-compliance, penalty or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

j) **Risk Management:**

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Risk Management Committee, the Audit Committee and the Board of Directors review these procedures periodically. Detailed report on Risk Management forms part of the Board's Report/ Management Discussion and Analysis.

k) **Audit Fees:**

Given below are the details of total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors.

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory Auditor of GOCL Corporation Limited and IDL Explosives Limited (Haribhakti & Co. LLP), to the Statutory Auditor of HGHL Holdings Limited (PGB Associates (London) Ltd) are as under:

Sr. No.	Particulars	Auditors' Fees (In ₹ Lakhs)	
		Haribhakti & Co. LLP	PGB Associates (London) Ltd
1	Statutory Audit Including Limited Review and Tax Audit	39.79	24.07
2	Other services	14.65	0.00
3	Reimbursement of expenses	0.02	0.00
Total		54.46	24.07

l) **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act'):**

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 – The Company has complied with the requirements under this Act. Details of the complaints are as under:

Sr. No.	Particulars	No.
1	Number of complaints on Sexual harassment received during the year	Nil
2	Number of Complaints disposed of during the year	Not Applicable
3	Number of cases pending as on end of the Financial Year	Not Applicable

m) Loans and Advances in which Directors are interested

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

More details of these loans form part of the notes to the audited financial statements.

n) Compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the requirements of Regulation 34 and Schedule V of sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

o) CEO and CFO Certification

The Managing Director & CEO and the CFO have given a Certificate to the Board as contemplated in Schedule - V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

p) Preservation of Documents:

The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company at <https://goclc.com/downloads/investor/policy/DocumentsPreservation2015.pdf>

q) Policy on dissemination of information on the Material Events to Stock Exchanges

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company at <https://goclc.com/downloads/investor/policy/DeterminationofMaterialityforDisclosure.pdf>

r) Transfer of Shares to Investor Education and Protection Fund

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority account. Accordingly, the Company has transferred 23489 equity shares to Investor Education and Protection Fund during the Financial Year ended March 31, 2023.

13. DISCLOSURE OF EXPERTISE / SKILLS / COMPETENCIES OF THE BOARD OF DIRECTORS

The list of core skills / expertise / competencies identified by the Board of Directors of the Company as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board is as under:

The Company, being engaged in manufacture of Energetics, Industrial / Commercial Explosives and Realty businesses and dealing with PSU companies, would require the skills / expertise / competencies in management and leadership experience, functional and managerial experience, manufacturing and marketing; public sector practices; financial management; chemicals and energy industries; etc., which are available with the Board.

The Board comprises of highly qualified members who possess required skills, expertise and competencies that allow them to make effective contribution to the deliberations of the Board and its Committees.

The core skills / expertise / competencies are tabulated below:

Core skills / competencies / expertise	Mr. Sudhansu Kumar Tripathi	Ms. Kanchan Chitale	Mr. Debabrata Sarkar	Mr. Aditya Sapru	Mr. Pankaj Kumar	Mr. Amar Chintopanth	Mr. Gopal Raman
Management and Leadership Experience	✓	✓	✓	✓	✓	✓	✓
Functional and Managerial Experience	✓	✓	✓	✓	✓	✓	✓
Manufacturing and Marketing	✓			✓	✓		✓
Public Sector Practices		✓	✓				
Financial Management;	✓	✓	✓	✓	✓	✓	✓
Chemicals and Energy Industries	✓	✓	✓	✓	✓	✓	✓

14. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

One out of the four Independent Directors is associated with the Company for more than 10 years. She is familiar with the Company, her roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The other Independent Directors are familiarised through various programmes on an ongoing basis. The familiarisation programmes along with terms and conditions of appointment of Independent Directors is disclosed on the Company's website <https://goclcorp.com/downloads/investor/policy/IndependentDirectorsFamiliarization.pdf>.

15. SEPARATE MEETING OF INDEPENDENT DIRECTORS

One separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors, was held on February 7, 2023 as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Independent Directors attended/participated in the Meeting of Independent Directors.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015. They have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

16. BOARD & DIRECTORS' EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 a Board evaluation process was undertaken through a third party and a process of structured questionnaire, taking into consideration various aspects of the Board's functioning, composition, culture, obligation and governance. The criteria for performance

evaluation have been detailed in this Report and is also uploaded on the website of the Company at <http://www.goclcorp.com>. The Board of Directors expressed their satisfaction with the evaluation process, as also satisfaction on the performance of the Board, its Committees and the individual Directors.

17. DISCRETIONARY REQUIREMENTS

The Company has complied with all the mandatory requirements of Corporate Governance as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regard to discretionary requirements, the Company has adopted clauses relating to the following:

- The Company has separate positions for Chairman and Managing Director / Whole Time Director. Both are not related to each other.
- The Company reimburses expenses incurred for maintaining Chairperson's office.
- Internal Auditors functionally reports to the Audit Committee.

18. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

- Aggregate number of shareholders and the outstanding shares from Rights Issue in 2010, lying in the suspense account at the beginning and at the end of the year are 16 and 510 respectively.
- Number of shareholders who approached the Company for transfer of shares from suspense account during the year - Nil
- Number of shareholders to whom shares were transferred from suspense account during the year - Nil
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

By order of the Board of Directors

Place: Hyderabad
Date: August 11, 2023

Sudhanshu Tripathi
Chairman

CEO & CFO COMPLIANCE CERTIFICATE

[Under Regulation 17(8) and Part – B of Schedule-II of SEBI (LODR) Regulations, 2015]

To
The Board of Directors
GOCL Corporation Limited

- a) We have reviewed the Audited Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2023 and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For GOCL Corporation Limited

Date: May 24, 2023
Place: Hyderabad

Pankaj Kumar
Managing Director & CEO

Ravi Jain
Chief Financial Officer

DECLARATION OF CODE OF CONDUCT

[Under Regulation 17(5) and Clause 'D' of Schedule 'V' of SEBI (LODR) Regulations, 2015]

This is to confirm that the Board has laid down a code of conduct for all Board Members and Senior Management personnel of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March, 2023 as envisaged in SEBI (LODR) Regulations, 2015.

For GOCL Corporation Limited

Place: Hyderabad
Date: May 24, 2023

Pankaj Kumar
Managing Director & CEO

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of
GOCL Corporation Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated May 03, 2023.
2. We have examined the compliance of conditions of Corporate Governance by **GOCL Corporation Limited** ('the Company'), for the year ended March 31, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management's Responsibility

3. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our responsibility is limited to examining the procedures 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.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the standards on Auditing specified under Section 143(10) of the Companies Act, 2023, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control

for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

8. Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2023.
9. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 23048539BGYHUV9607

Place: Mumbai
Date: May 30, 2023

Ten years at glance [Standalone]

Years	(Rs. in Lakhs)									
	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
INCOME & DIVIDENDS.										
Turnover	17,510.50	12,126.66	9770.06	9628.04	9859.88	8996.52	10851.79	10821.40	11610.24	110022.39
Profit Before Tax	35599.24	5831.44	5570.40	310.77	2858.17	2877.73	2779.08	2579.60	4187.16	7882.62
Profit After Tax	23285.25	4770.35	4904.36	232.25	2786.02	2290.13	2108.53	1760.60	3068.16	5833.62
Profit After Tax as percentage of Sales	132.98%	39.34%	50.20%	2.41%	28.26%	25.46%	19.43%	16.27%	26.43%	5.30%
Earnings Per Share	46.97	9.62	9.89	0.47	5.62	4.62	4.25	3.55	6.19	5.88
Dividend per fully paid Equity Share	10.00	5.00	6.00	4.00	2.00	1.60	1.60	1.50	2.00	2.50
Dividend Declared	4,957.25	2,478.62	2974.35	1982.90	991.45	793.16	793.16	743.59	991.45	2478.62
CAPITAL EMPLOYED										
Net Fixed Assets	25815.27	18123.90	33422.09	33301.95	32784.70	32425.71	32429.43	32318.51	96033.45	100219.56
Net working Capital	38138.54	25113.73	1481.05	3087.49	4784.07	5312.12	4343.52	3603.75	2683.25	27711.92
Other Assets	3767.14	8008.96	3687.96	3574.02	3581.46	3473.18	3795.64	3463.02	3058.78	3379.71
Total Capital Employed	63932.92	42558.59	39800.11	38122.19	39048.67	38582.07	36901.12	36039.42	101775.48	131311.19
NETWORTH & LOANS										
Shareholder's Funds:										
Capital	991.45	991.45	991.45	991.45	991.45	991.45	991.45	991.45	991.45	1982.90
Reserves (Equity)	62941.47	41280.08	38523.05	36593.37	37582.61	36608.71	35863.74	34659.02	99756.66	111396.38
Tangible Networth	63932.92	49071.68	39514.50	37584.82	38574.06	37600.16	36855.19	35650.47	100748.11	113379.28
Secured Loans	0.00	288.54	285.74	543.16	475.88	964.61	0.00	318.91	935.51	5035.57
Unsecured Loans	-	-	-	-	-	19.29	45.53	70.04	91.86	12896.37
Debt Equity	-	0.007	0.007	0.015	0.013	0.027	0.0012	0.0038	0.010	0.16
No. of Shareholders at year end	29659	31258	30118	31169	33058	34873	49289	52149	54607	60839

Financial Statements

Independent Auditor's Report

To the Members of GOCL Corporation Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of GOCL Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at March 31, 2023, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) 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 Standalone Ind AS 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and 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 opinion on the standalone Ind AS 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 standalone Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p><u>Revenue Recognition</u> <u>(Refer note 25 to the Standalone Ind AS financial statements)</u></p> <p>The Company's revenue is primarily derived from sale of energetics products, commercial explosives and special products manufactured for Defence and Space.</p> <p>Revenue is an important measure of the company's success. Due to various factors like investor expectations and performance incentives, there can be pressure to meet revenue targets within a specific time frame. However, there is a risk of fraud when revenue is overstated by recognizing it in the wrong period or before it is actually earned from a genuine customer.</p>	<p>Our audit procedures included:</p> <p>a) Design and Implementation of internal financial controls -</p> <p>We have done a process understanding of the revenue streams to identify the risk and controls associated with the process. Basis the process understanding, we have done a walkthrough procedure to understand and evaluate the control design and implementation as established by the management over revenue recognition.</p> <p>b) Validation of Accounting Policy -</p> <p>We compared the Company's revenue recognition accounting policy with relevant accounting standards to assess its appropriateness.</p> <p>c) Control testing -</p> <p>We have identified the list of key controls from the walkthrough procedure to be verified for further control testing. We have tested the key controls to evaluate and verify the operating effectiveness of the controls placed in the process.</p>

	<p>d) Test of details –</p> <ul style="list-style-type: none"> • Verified the revenue recognized in respect of each of the revenue streams on sample basis along with invoices raised and relevant supporting documents such as underlying agreement/ contract entered into with the customers. We have verified and assessed the revenue recognition working with the requirements of Ind AS 115. • Verified the judgment and estimates made by the management in revenue recognition. • Verified the cut-off procedure with respect to revenue
<p>2. Legal Actions and Contingent Liabilities (Refer note 37 to the Standalone Ind AS financial statements)</p> <p>During its regular operations, the Company encounters various tax challenges from local tax authorities in multiple jurisdictions. These challenges encompass a wide range of tax matters, both direct and indirect in nature.</p> <p>The complexities present involve considerable uncertainty, resolution timelines, and potential financial impact of taxation and litigation exposures have led to their identification as key audit matters. Consequently, the litigations directly affect the accounting and disclosures presented in the standalone Ind AS financial statements. These matters require significant management judgment to assess the associated risks, including the possibility of inadequate provision or disclosure for each case.</p>	<p>Our audit procedures included:</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigations and contingent liabilities; • Obtained the summary of Company's legal and tax cases and assessed management's position through discussions with the in-house legal compliance officer, Head of Tax and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss; • Reviewed and analyzed relevant key correspondence, orders, appeals documents, and external legal opinions/ consultations obtained by the Company; • Evaluated the Company's estimation of potential outcomes for the disputed cases by taking into account legal precedence, along with other relevant judicial rulings; and • Assessed the relevant disclosures made within the financial statements to address whether they reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.
<p>3. Recoverability of loan granted to Other Company (Refer note 15 to the Standalone Ind AS financial statements)</p> <p>The Company has extended a loan to another company, with an outstanding balance of Rs. 33,150 Lakhs as of March 31, 2023.</p> <p>Assessing the recoverability of loans involves making significant judgments, particularly in cases where the loan may become unrecoverable due to an event or the recoverable amount may be less than the recorded value. Considering these factors, the Company faces a risk related to the recoverability of the loan. As a result, we have identified this as a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the loan granting process, including the necessary approvals and the established limits for granting loans. • Verified the purpose of the loan and ensured that it aligns with the designated maximum loan amount permitted. • Examined the terms of repayment and the security arrangements associated with the loan. • Verified the loan transactions by comparing them with the corresponding entries in the bank statements. • Independently recalculated the interest income generated from the loans to ensure accuracy. • Obtained the financial statements of the borrower and verified their net worth. • Requested and verified balance confirmations as of March 31, 2023, to validate the loan balance. • Assessed the borrower's credibility in terms of loan recoverability by discussing with management and reviewing their repayment history.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 this standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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 standalone Ind AS financial statements of the current year 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.

Other Matter

- a) The audit of standalone Ind AS financial statements for the year ended March 31, 2022, was carried out and reported by BSR & Associates LLP, vide their unmodified audit report dated May 27, 2022, whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit of the standalone Ind AS financial statements.

Our opinion is not modified in respect of this matter.

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 section 143(11) of the Act, we report in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (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;
 - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the

Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";
- g. With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- h. 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 standalone Ind AS financial statements – Refer Note 37 on Contingent Liabilities to the standalone Ind AS financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
 - (iii) There were no amounts which were 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, other than as disclosed in the notes to the accounts, 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, other than as disclosed in the notes to the accounts, 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;
- (c) Based on the audit procedures that are 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As stated in Note 45(ii) & (iii) to the standalone Ind AS financial statements:
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in compliance with section 123 of the Act, as applicable.
- (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act.
- (c) 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 amount of dividend proposed is in compliance with section 123 of the Act, as applicable.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Snehal Shah

Partner

Membership No. 048539

UDIN: 23048539BGYHUX8605

Place: Mumbai

Date: May 30, 2023

Annexure 1 to the Independent Auditor's Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section in the Independent Auditor's Report of even date to the members of GOCL Corporation Limited ("the Company") on the standalone Ind AS financial statements for the year ended March 31, 2023]

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone Ind AS financial statements of the Company and taking into consideration the information, explanations and written representation given to us by the management and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment,
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and

the lease agreements are duly executed in favour of lessee), disclosed in the standalone Ind AS financial statements 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. Accordingly, reporting under clause (i)(d) of paragraph 3 of the Order is not applicable.
- (e) No proceedings have been initiated or are pending against the Company as at March 31, 2023 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year end, written confirmations have been obtained by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification carried out during the year.
- (b) The Company has not obtained any sanctioned working capital limit during the year, from banks and/or financial institutions, on the basis of security of current assets. Therefore, reporting under clause (ii) (b) of paragraph 3 of the Order is not applicable.
- (iii) (a) During the year, the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to the following entities: (Rs. In Lakhs)

Sr No		Guarantees	Security	Loans	Advances in the nature of loans
1	Aggregate amount granted / provided during the year				
	- Subsidiaries	12755	Nil	Nil	Nil
	- Other Companies	Nil	Nil	51050	Nil
2	Balance outstanding as at March 31, 2023 in respect of above cases				
	- Subsidiaries	164340	Nil	3103.87	Nil
	- Other Companies	109600	Nil	33150	Nil

- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided by the Company during the year are not prejudicial to the interest of the Company.
- (c) The schedule of repayment of principal and payment of interest in respect of the loans and advances in the nature of loans given to subsidiary has been stipulated and the repayments or receipts during the year are regular as per stipulation. The schedule of repayment of principal and payment of interest in respect of one of the loans and advances in the nature of loans given to other company have not been stipulated as these loans are repayable on demand. Thus, we are unable to comment whether the repayments or receipts during the year are regular and report amounts overdue for more than ninety days, if any, as required under clause (iii)(d) of paragraph 3 of the Order in case of that loan.

- (d) In respect of the aforesaid loans and advances in the nature of loans, there is no overdue amount for more than ninety days of loans granted to companies, firms, Limited Liability Partnerships, or any other parties.
- (e) There were no loans or advances in the nature of loan granted which has/have fallen due during the year, have been renewed or extended. Further, there were no instances of fresh loans being granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Details of the same are as below:

(Rs. In Lakhs)

	All parties	Promoters	Related Parties *	Remarks
Aggregate amount of loans/advances in nature of loan	33150	Nil	Nil	
- Repayable on demand (A)	Nil	Nil	Nil	
- Agreement does not specify any terms or period of repayment (B) Total (A+B)				
Percentage of loans/advances in nature of loan to the total loans	92%	Nil	Nil	

* As defined under section 2(76) of the Act

- (iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion, the Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing with the appropriate authorities, undisputed statutory dues including Goods and Services tax (GST), provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it, in all cases during the year. During the year 2017-18, sales tax, value added tax, service tax and duty of excise subsumed in GST and are accordingly reported under GST.

AND

No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, GST, customs duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) The dues outstanding with respect to Income tax, sales tax, service tax, excise duty and cess, on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of the dues	Amount (Rs.in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Central Excise Act, 1944	Excise Duty	1.87	1992-96 & 1992-93	Commissioner (Appeals)	
		6.12	1980-87, 2001-02 & 2002-03	Asst.Commissioner	
		1.91	2003-04	High Court	
Central Sales Tax Act, 1956	Sales Tax	49.19	1977-78 to 1983-84, 2000-01 to 2001-2002, 2003-04, 2007-08 and 2009-10	Assistant Commissioner Commercial Taxes	
		44.06	2008-09	Deputy Commissioner	

Name of the statute	Nature of the dues	Amount (Rs.in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
		7.34	2011-12 to 2012-13	Additional Commissioner Commercial Taxes	
		51.70	1997-98	Commissioner Commercial Taxes	
		75.17	2006-07 to 2007-08 and 2009-10	Joint Commissioner	
		1,304.06	1992-93, 1994-95 to 1995-96 and 1998-99	Sales Tax Tribunal of Orissa, Cuttack	
		2,099.18	1976-77 to 1987-88 and 1989-90 to 1990-91	High Court, Orissa	
Income-tax Act, 1961	Income-tax	4,572.49	2011-12 & 2013-14	High Court of Andhra Pradesh and Telangana	
		77.63	2021-22	Assessing Officer	
Finance Act, 1994	Service Tax	1,329.73	2007-08 to 2014-15	Central Excise and Service Tax Appellate Tribunal	
		25.92	2017-18	Jt Commissioner	

(viii) We have not come across any transaction which were previously not recorded in the books of account of the Company that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(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 obtain any money by way of term loans during the year and there were no outstanding term loans at the beginning of the year. Accordingly, reporting under clause (ix)(c) of paragraph 3 of the Order is not applicable.

(d) On an overall examination of the standalone Ind AS financial statements of the Company, no funds raised on short-term basis have, been used for long-term purposes by the Company.

(e) On an overall examination of the standalone Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Act.

(x) (a) The Company has not raised money by way of initial public issue offer / further public offer (including debt instruments) during the year. Therefore, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, reporting under clause (x) (b) of paragraph 3 of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor any fraud on the Company has been noticed or reported during the year, nor have we been informed of any such instance by the management.

(b) No report under section 143(12) of the Act has been filed with the Central Government by the auditors of the Company in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, during the year or upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of audit procedures.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, reporting under clause (xii) of paragraph 3 of the Order is not applicable.

(xiii) All transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the Internal Audit Reports of the Company issued till date, for the period under audit.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with them during the year and hence, provisions of section 192 of the Act are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, reporting under clause (xvi) (a) and (b) of paragraph 3 of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in Core Investment Companies (Reserve Bank) Directions, 2016 ("Directions") by the Reserve Bank of India. Accordingly, reporting under clause (xvi)(c) and (d) of paragraph 3 of the Order are not applicable.
- (c) As informed by the Company, the Group to which the Company belongs has no CIC as part of the Group.
- (xvii) The Company has not incurred cash losses in the current and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, reporting under clause (xviii) of paragraph 3 of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and

payment of financial liabilities, other information accompanying the standalone Ind AS financial statements and 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 cause us to believe that any material uncertainty exists as on the date of this audit report and that the 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 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) There are no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to section 135(5) of the said Act. Hence, reporting under clause (xx) of paragraph 3 of the Order is not applicable.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Snehal Shah

Partner

Membership No. 048539

UDIN: 23048539BGYHUX8605

Place: Mumbai

Date: May 30, 2023

Annexure 2 to the Independent Auditor's Report

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of GOCL Corporation Limited on the standalone Ind AS financial statements for the year ended March 31, 2023]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of GOCL Corporation Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS 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 with reference to financial statements 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 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 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 with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control 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 control 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering

the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 23048539BGYHUX8605

Place: Mumbai
Date: May 30, 2023

Standalone Balance Sheet

as at March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	3821.02	3429.96
Capital work-in-progress	4	74.95	57.09
Investment property	5	21711.34	14599.68
Intangible assets	6	171.46	0.67
Biological assets other than bearer plants	7	36.50	36.50
Financial assets			
(a) Investment in subsidiaries	8a	3742.77	7985.33
(b) Other investments	8b	24.37	23.63
(c) Loans	15	3011.76	3009.87
(d) Other financial assets	9	4088.07	4636.38
Income tax assets (net)	21b	779.64	1390.32
Deferred tax assets (net)	21a	-	522.39
Other non-current assets	10	1574.70	2068.53
Total Non-current assets		39036.58	37760.35
Current assets			
Inventories	12	2570.44	2653.87
Financial assets			
(a) Trade receivables	13	2361.99	1758.03
(b) Cash and cash equivalents	14a	767.26	408.83
(c) Bank balances other than (b) above	14b	2399.33	1630.11
(d) Loans	15	33150.00	21600.00
(d) Other financial assets	9	1769.47	2134.22
Other current assets	10	432.73	349.72
Total current assets		43451.22	30534.78
Assets held for sale	11	-	15796.11
TOTAL ASSETS		82487.80	84091.24
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	991.45	991.45
Other equity	17	62941.47	41280.08
Total equity		63932.92	42271.53
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(a) Other financial liabilities	18	3411.27	4274.95
Provisions	20	9184.31	9527.45
Deferred tax liabilities (net)	21a	646.62	-
Total non-current liabilities		13242.20	13802.40
Current liabilities			
Financial liabilities			
(a) Borrowings	19	-	288.54
(b) Trade payables	24	-	-
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		2646.25	2599.26
(c) Other financial liabilities	18	2299.39	1850.60
Other current liabilities	22	276.58	598.55
Provisions	20	90.46	84.10
Total current liabilities		5312.68	5421.05
Liabilities associated with assets held for sale	23	-	22596.26
TOTAL LIABILITIES		18554.88	41819.71
TOTAL EQUITY AND LIABILITIES		82487.80	84091.24
Corporate Information and significant accounting policies	1 and 2		
The accompanying notes form an integral part of these standalone financial statements			

As per our report of even date attached
for **Haribhakti & Co LLP**
Chartered Accountants
ICAI Firm Registration number: 103523W / W100048

for and on behalf of the Board of Directors of GOCL Corporation Limited
CIN: L24292TG1961PLC000876

Snehal Shah
Partner
Membership number:048539

Pankaj Kumar
Managing Director and Chief Executive Officer
DIN : 08460825

Sudhanshu Kumar Tripathi
Chairman
DIN :06431686

Place: Mumbai
Date: May 30, 2023

A. Satyanarayana
Company Secretary
FCS Number : 5011

Ravi Jain
Chief Financial Officer

Standalone Statement of Profit and Loss for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
I Income			
Revenue from operations	25	17510.50	12126.66
Other income	26	35613.90	6385.56
Total income (I)		53124.40	18512.22
II Expenses			
Cost of materials consumed	27	6140.06	3937.17
Purchase of stock-in-trade	28	104.40	79.72
Changes in inventories of finished goods, stock-in-trade, and work-in-progress	29	(71.33)	(498.64)
Employee benefits expense	30	3253.15	2786.58
Finance costs	31	107.48	139.91
Depreciation and amortisation expense	32	538.58	357.34
Other expenses	33	7452.82	5878.70
Total expenses (II)		17525.16	12680.78
III Profit before tax (I-II)		35599.24	5831.44
IV Tax expense			
Current tax	21c	12180.71	957.00
Deferred tax charge/ (credit)	21c	133.28	104.09
Total tax expense (IV)		12313.99	1061.09
V Profit for the year (III-IV)		23285.25	4770.35
VI Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurements of the defined benefit plans		2.35	(42.92)
(b) Income tax relating to items that will not be reclassified to profit or loss		(0.68)	12.50
VII Total other comprehensive income net of tax for the year		1.67	(30.42)
VIII Total comprehensive income for the year		23286.92	4739.93
Earnings per equity share (face value of Rs. 2 per share)			
Basic (Rs)	44	46.97	9.62
Diluted (Rs)	44	46.97	9.62
Corporate information and significant accounting policies	1 and 2		
The accompanying notes form an integral part of these standalone financial statements			

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Standalone Statement of Cash Flow for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	For the year ended March 31, 2023		For the year ended March 31, 2022	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		35599.24		5831.44
Adjustments for:				
Depreciation and amortisation expense	538.58		357.34	
Dividend Income	(2.22)		(2242.01)	
Provision for doubtful debts/advances/contingencies	573.90		154.59	
Profit on sale of property, plant and equipment	(28940.09)		(10.62)	
Gain on fair valuation measurement of financial assets	(0.75)		(1.60)	
Liabilities / provisions no longer required written back	(23.87)		(37.31)	
Interest Income	(3075.79)		(921.68)	
Unrealised loss/ (gain) on foreign exchange fluctuation (net)	9.34		(4.57)	
Finance cost	107.48	(30813.42)	139.91	(2565.95)
Operating profit before working capital changes		4785.82		3265.49
Changes in working capital:				
Decrease /(Increase) in trade receivables and financial / other assets	359.06		(1591.96)	
Decrease/ (Increase) in inventories	83.43		(839.92)	
(Increase)/ Decrease in trade payables, financial / other liabilities and provisions	(1155.87)	(713.38)	1199.98	(1231.90)
Cash generated from operations		4072.44		2033.59
Income Taxes paid (net of refunds)		(11570.02)		(1225.27)
Net cash (used in)/ generated from operating activities - (A)		(7497.58)		808.32
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(1042.69)		(826.81)	
Proceeds from sale of property, plant and equipment	22144.85		25.22	
Investment in wholly owned subsidiary	-		(819.40)	
Advance received against sale of land	-		22596.26	
Investment in bank deposits	(2973.68)		(7960.88)	
Redemption of bank deposits	2200.01		6863.10	
Loan to Subsidiary Company				
- Given	-		(6400.00)	
- Realised	4500.00		-	
Loan to other Companies				
- Given	(51050.00)		(19700.00)	
- Realised	33100.00		4500.00	
Interest received	2837.82		717.26	
Dividend received	2.22		2242.01	
Net cash generated from investing activities - (B)		9718.53		1236.76
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds / (repayment) of short term borrowings	(288.54)		1.45	
Payment of lease liabilities	-		(34.53)	
Interest paid	(107.48)		(138.56)	
Dividend paid	(1487.17)		(1982.90)	
Net cash used in financing activities- (C)		(1883.19)		(2154.54)
(D) Net increase / (decrease) in cash and cash equivalents (A+B+C)		337.76		(109.46)
(E) Cash and cash equivalents as at the beginning of the year		408.83		518.29
(F) Add: Cash and cash equivalents transferred pursuant to the Scheme of Amalgamation/Merger		20.67		-
(G) Cash and cash equivalents as at the end of the year (Refer note below)		767.26		408.83

Standalone Statement of Cash Flow for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents comprise (Refer note : 14)		
(a) Cash on hand	3.11	3.24
(b) Balance with banks		
(i) In Current accounts	614.36	332.16
(ii) In EEFC accounts	149.79	73.43
Total	767.26	408.83

The above statement of cash flow has been prepared under the “Indirect method as set out in Ind AS 7 “ Statement of cash flow”

Borrowings movement

Reconciliation between opening and closing balances in the Balance sheet for liabilities and financial assets arising from financing activities for movement in statement of cash flow are given below.

	As at March 31 , 2023	Net change	As at March 31, 2022	Net change	As at April 1, 2021
Short - term borrowings	-	(288.54)	288.54	2.80	285.74
	-	(288.54)	288.54	2.80	285.74

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached
for **Haribhakti & Co LLP**
Chartered Accountants
ICAI Firm Registration number: 103523W / W100048

for and on behalf of the Board of Directors of GOCL Corporation Limited
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DIN : 08460825

Sudhanshu Kumar Tripathi
Chairman
DIN :06431686

Place: Mumbai
Date: May 30, 2023

A. Satyanarayana
Company Secretary
FCS Number : 5011

Ravi Jain
Chief Financial Officer

Standalone Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

(A) Equity share capital (Refer note 16)

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares of Rs. 2 each issued, subscribed and fully paid				
Balance at the beginning of the reporting period	49572490	991.45	49572490	991.45
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	49572490	991.45	49572490	991.45

(B) Other Equity (Refer note 17)

	Reserves and surplus			
	General reserve	Capital reserve	Retained earnings	Total
Balance as at March 31, 2021	12572.33	0.75	25949.97	38523.05
Profit for the year	-	-	4770.35	4770.35
Remeasurement of defined benefit plan, net of tax effect	-	-	(30.42)	(30.42)
Transactions recorded directly in equity				
Dividends	-	-	(1982.90)	(1982.90)
Balance as at March 31, 2022	12572.33	0.75	28707.00	41280.08
Profit for the year	-	-	23285.25	23285.25
Remeasurement of defined benefit plan, net of tax effect	-	-	1.67	1.67
Transactions recorded directly in equity				
Dividends	-	-	(1487.17)	(1487.17)
Adjustment on account of merger of APDL Estates Limited	-	-	(138.36)	(138.36)
Balance as at March 31, 2023	12572.33	0.75	50368.39	62941.47

The accompanying notes form an integral part of these standalone financial statements

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Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

COMPANY OVERVIEW

1. COMPANY INFORMATION

GOCL Corporation Limited (the 'Company') is a public limited Company domiciled in India, with its registered office situated at IDL Road, Kukatpally, Hyderabad-500 072, Telangana. The Company is in the business of Energetics, Mining & Infrastructure Services and Realty. The Company's shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India.

Basis of preparation

A. Statement of compliance:

- a) Financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provision of the Act.
- b) These standalone financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, March 31, 2023
- c) The financial statements were authorised for issue by the Company's Board of Directors on May 30, 2023
- d) Details of the Company's accounting policies are included in Note 2.

B. Functional and presentation currency:

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lakhs except share data or as otherwise stated.

C. Basis of measurement:

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgment:

The preparation of these standalone financial statements is in conformity with the recognition and measurement

principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the standalone financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the financial statements in the year in which changes are made, if material, their effects are disclosed in the notes to the standalone financial statements.

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements are:

Impairment of trade receivables

The Company has measured the lifetime expected credit loss by using practical expedients. It has accordingly used a provision matrix derived by using a flow rate model to measure the expected credit losses for trade receivables. Further, need for incremental provisions have been evaluated on a case to case basis where forward looking information on the financial health of a customer is available and in cases where there is an ongoing litigation/ dispute.

Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent there is reasonable certainty of future taxable income which will be available against the deductible temporary differences, unused tax losses and depreciation carry-forwards.

Defined benefit plans

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. Provisions are not recognised for future operating losses. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

The Company uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed 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 a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease. Contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow 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.

Measurement of fair values:

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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 categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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.

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.

2. SIGNIFICANT ACCOUNTING POLICIES :

The accounting policies set out below have been applied consistently to all periods presented in these standalone financial statements, unless otherwise indicated.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within 12 months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current."

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in the Company's operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within 12 months after the reporting date; or
- iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and the time between the acquisition of assets for processing and their

realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

a. Foreign currency transactions:

The standalone financial statements are presented in Indian rupees, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the statement of profit and loss.

b. Financial instruments:

i. Recognition and initial measurement:

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability, except trade receivable which is recorded initially at transaction price, is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement:

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through other comprehensive income (FVOCI) – equity investment; or
- Fair value to profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets 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 on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses:

Items	Measurement basis
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.

Items	Measurement basis
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

Financial liabilities:

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the statement of profit and loss.

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

iii. Derecognition:

Financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

iv. Offsetting:

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments:

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are recognised in the statement of profit and loss account. Derivatives are carried as financial asset when the fair value is positive and as financial liability when fair value is negative.

c. Property, plant and equipment and capital work-in-progress:

i. Recognition and measurement:

Property, plant and equipment:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Incomes and expenses related to the incidental operations not necessary to bring the item to the location and the condition necessary for it to be capable of operating in the manner intended by Management are recognized in the Statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Capital work-in-progress:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets. Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

using the straight-line method, and is generally recognised in the statement of profit and loss.

Leasehold land and leasehold improvements are amortised over the period of the lease.

The estimated useful lives of items of property, plant and equipment are estimated by the Management, which are equal to the life prescribed under the Schedule II of the Act.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

d. Intangible assets:

i. Recognition:

Other intangible assets are initially measured at the cost. The cost of an intangible asset comprises its purchase price including duties and taxes and any costs directly attributable to making the asset ready for their intended use.. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of statement of profit and loss as incurred.

iii. Amortisation:

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss.

Asset	Years
- Software	6
- Water rights	6

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. Investment property:

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on Investment Property is provided using the straight line method based on the useful lives specified in Schedule II to the Companies Act, 2013.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

The fair values of investment property is disclosed in the notes. Fair values is determined either by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued or stamp duty price available on the government website/ with the registration and stamps department.

Disposals

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from the retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss on the date of retirement or disposal.

f. Inventories:

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a transaction moving weighted average basis, and

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads on normal operating capacity. Cost includes direct materials, labour, freight inwards, other direct cost, a proportion of manufacturing overheads based on normal operating capacity, net of refundable duties, levies and taxes wherever applicable.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

g. Impairment:

Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses ('ECL') to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables including unbilled receivables and contract assets that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical

observed default rates are updated and changes in the forward-looking estimates are analysed.

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset neither exceeds its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. Goodwill has indefinite useful life and tested for impairment annually

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-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 of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used

h. Employee benefits:

Short-Term Employee Benefits

Short-term employee benefits including salaries and performance incentives, are charged to standalone

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

statement of profit and loss on an undiscounted, accrual basis during the period of employment.

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Company providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Company has no obligation, other than the contribution payable to the funds.

Eligible employees of the company receive benefits from provident fund, which is defined contribution plan. Both the eligible employees and the company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The company has no further obligation to the plan beyond its monthly contributions.

Defined benefit plans:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The parent company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC), for future payment of gratuity to the employees. The Company accounts for gratuity liability of its employees on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Company determines the net interest expense (income) on the

net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Compensated absences:

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of actuarial valuation using the projected unit credit method.

i. Revenue

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of the goods sold and services rendered is net of variable considerations on account of various discounts and schemes offered by the company as part of the contract

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Contract Liabilities

Notes to Standalone Financial Statements

for the year ended March 31, 2023

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are recognised when there is billing in excess of revenue and advance received from customers.

Sale of goods:

The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Export incentives are accounted for to the extent considered recoverable by the management.

Sales of services:

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

An estimate is made for powder factor or price fall clause provision and a corresponding liability is recognised for this amount using a best estimate based on accumulated experience.

The Company estimates provision for powder factor on revenue from sale of products to certain customers which is generally the percentage of blast output achieved at the time of blasting of the products at the customer's site. Powder factor is based on the agreement with customer, volume of output achieved at the site, which is measured at a later date. Accordingly, the provision is made based on the likely powder factor to be achieved on current sales of products, which is reduced from the revenue for the period."

j. Recognition of interest income or expense, guarantee commission income and dividend:

Interest income is recognized on a time proportion basis considering the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

The Company has adopted gross approach under Ind AS 109 and has recorded corporate guarantee liability and asset equivalent to the fair value of the future premium receivable. The fair value of the financial guarantee contract at inception is likely to equal the premium receivable over the agreement period. The Company recognizes a liability for the

amount of premium to be receivable over the period and subsequently measure the financial guarantee contract at the higher of the amount of loss allowance determined in accordance with Ind AS 109 and the amount initially recognised, less cumulative amount of income recognised (based on amortisation of the premium) in accordance with Ind AS. Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in Statement of Profit and Loss.

Revenue is recognised when the Company's right to receive the dividend is established by the reporting date. Dividend income is included

under the head 'Other income' in the statement of profit and loss.

k. Income-tax:

Income-tax comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax is recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate."

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(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

ii. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable statement of profit and loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax for the year. The Company recognises

MAT credit available as deferred tax asset only when there is convincing evidence that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised. In the year in which the Company recognises MAT credit as an asset, it is created by way of credit to the Statement of Profit and Loss and shown as part of deferred tax asset. The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

l. Borrowing cost:

Borrowing costs include interest, amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan.

Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Interest expense on borrowings is recorded using the effective interest rate (EIR). EIR is the rate that 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 assets. When calculating the EIR, 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.

m. Provision, contingent liabilities and contingent assets:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will

Notes to Standalone Financial Statements

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be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Onerous contracts:

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the standalone financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

n. Earnings per share:

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net

profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

o. Statement of cash flows

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

p. Cash and cash equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

q. Biological assets:

Biological assets i.e. living animals, are measured at fair value less cost to sell. Costs to sell include the minimal transportation charges for transporting the cattle to the market but excludes finance costs and income taxes. Changes in fair value of livestock are recognised in the statement of profit and loss. Costs such as vaccination, fodder and other expenses are expensed as incurred.

r. Events after reporting date:

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

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(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

S. 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

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (f) Impairment of non-financial assets

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that

depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (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 to leases of offices, godowns, equipment, etc. that are of 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.

t. Segment reporting - Identification of segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating

Notes to Standalone Financial Statements

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results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments

u. Standards issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2023, as below

Amendment to Ind AS 1 "Presentation of Financial Statements"

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence

decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Amendment to Ind AS 12 "Income Taxes"

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

Amendment to Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements."

Notes to Standalone Financial Statements

for the year ended March 31, 2023

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Note 3 Property, plant and equipment

Description of Assets	Land-Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Computers	Total
I. Gross carrying amount (at cost or deemed cost)								
Balance as at March 31, 2021	85.17	1183.63	1934.75	88.46	80.96	155.81	109.19	3637.97
Additions	-	256.84	596.18	9.57	24.32	74.61	37.04	998.56
Disposals	-	-	-	-	(1.33)	(85.60)	(12.23)	(99.16)
Balance as at March 31, 2022	85.17	1440.47	2530.93	98.03	103.95	144.82	134.00	4537.37
Merger of APDL Estates Limited	-	-	0.36	9.44	-	-	0.41	10.21
Restated balance as at March 31, 2022	85.17	1440.47	2531.29	107.47	103.95	144.82	134.41	4547.58
Additions *	-	72.16	374.41	55.34	68.82	46.10	204.83	821.66
Disposals	-	-	(8.22)	-	(0.24)	-	(11.25)	(19.71)
Balance as at March 31, 2023	85.17	1512.63	2897.48	162.81	172.53	190.92	327.99	5349.53
II. Accumulated depreciation								
Balance as at March 31, 2021	-	248.31	352.63	49.54	48.18	128.42	40.30	867.38
Depreciation expense for the year	-	90.34	156.37	11.01	12.40	26.90	27.57	324.59
Disposals	-	-	-	-	(1.28)	(71.75)	(11.53)	(84.56)
Balance as at March 31, 2022	-	338.65	509.00	60.55	59.30	83.57	56.34	1107.41
Merger of APDL Estates Limited	-	-	0.36	3.84	-	-	0.41	4.61
Restated balance as at March 31, 2022	-	338.65	509.36	64.39	59.30	83.57	56.75	1112.02
Depreciation expense for the year *	-	119.42	198.79	26.36	22.29	27.84	36.59	431.29
Disposals	-	-	(3.43)	-	(0.24)	-	(11.13)	(14.80)
Balance as at March 31, 2023	-	458.07	704.72	90.75	81.35	111.41	82.21	1528.51

Net carrying amount :

Balance as at March 31, 2022	85.17	1101.82	2021.93	37.48	44.65	61.25	77.66	3429.96
Balance as at March 31, 2023	85.17	1054.56	2192.76	72.06	91.18	79.51	245.78	3821.02

Note:

- (i) Refer note 19 for information on property, plant and equipment pledged as security by the Company.
- (ii) Refer to note 37 for disclosure of contractual commitments against security of property, plant and equipment.
- (iii) *Includes Merger of APDL Estates Limited

Note 4 Capital work-in-progress

	As at March 31, 2023	As at March 31, 2022
Opening Balances	57.09	1,247.83
Additions	1,016.14	869.84
Capitalised during the year	(998.28)	(998.56)
Reclassified as held for sale (Refer note 11)	-	(1,062.02)
Closing Balance	74.95	57.09

CWIP ageing schedule

As at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	74.95	-	-	-	74.95
Projects temporarily suspended	-	-	-	-	-
	74.95	-	-	-	74.95

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As at March 31, 2022

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	57.09	-	-	-	57.09
Projects temporarily suspended	-	-	-	-	-
	57.09	-	-	-	57.09

CWIP projects whose completion is overdue or cost has exceeded.

As at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-

As at March 31, 2022

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-

Note 5 Investment properties

Description of Assets	Land	Buildings	Total
I. Gross carrying amount			
Balance as at March 31, 2021	29276.84	69.07	29345.91
Additions	-	-	-
Disposals	-	-	-
Reclassified to asset held for sale (Refer note 11)	(14734.09)	-	(14734.09)
Balance as at March 31, 2022	14542.75	69.07	14611.82
Merger of APDL Estates Limited	5325.17	2308.87	7634.04
Restated balance as at March 31, 2022	19867.92	2377.94	22245.86
Additions*	-	14.25	14.25
Disposals	-	-	-
Balance as at March 31, 2023	19867.92	2392.19	22260.11
II. Accumulated depreciation			
Balance as at March 31, 2021	-	10.05	10.05
Depreciation expense for the year	-	2.09	2.09
Disposals	-	-	-
Balance as at March 31, 2022	-	12.14	12.14
Merger of APDL Estates Limited	-	435.17	435.17
Restated balance as at March 31, 2022	-	447.31	447.31
Depreciation expense for the year*	-	101.46	101.46
Disposals	-	-	-
Balance as at March 31, 2023	-	548.77	548.77
Net carrying amount :			
Balance as at March 31, 2022	14542.75	56.93	14599.68
Balance as at March 31, 2023	19867.92	1843.42	21711.34

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
Rental Income derived from investment property	540.03	177.99
Direct operating expenses that generated rental income during the year	712.13	289.73
Direct operating expenses that did not generated rental income during the year	58.59	5.80
Loss arising from Investment property before depreciation	(230.69)	(117.54)
Less: Depreciation	(101.46)	(2.09)
Loss arising from Investment property	(129.23)	(115.45)

The fair value of value of investment property is Rs 127,687.55 (March 31, 2022 is Rs 116,680.11) based on market assessable data.

The best evidence of fair value is current prices in an active market for similar properties. Though the Company measures investment property using cost based measurement, the fair value of investment property has been determined by external, independent registered valuer as defined under Rule 2 of the Compaines (Registered Valuers and Valuation) Rules, 2017 having appropriate recognised professional qualification and recent experience in the location and category of the property valued. The major inputs used are location, locality, facilities, amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and Ready Reckoner published by the Government.

The Company does not have any restriction on the realisability of its investment property and no contractual obligation to purchase, construct and develop immovable property. There is no mortgage on the above mentioned investment property. The company continues to have a Joint Development Agreement with Hinduja Estates Private Limited (HEPL) for part of land situated at Kukatpally.

All resulting fair value estimates for investment properties are included in level 3.

* Includes merger of APDL Estates Limited.

Note 6 Intangible assets

Description of Assets	Computer software	Water Rights	Total
I. Gross carrying amount (at cost or deemed cost)			
Balance as at March 31, 2021	46.29		46.29
Additions	-		-
Disposals	-		-
Balance as at March 31, 2022	46.29	-	46.29
Additions	85.37	91.25	176.62
Disposals	-		-
Balance as at March 31, 2023	131.66	91.25	222.91
II. Accumulated depreciation and impairment			
Balance as at March 31, 2021	44.70	-	44.70
Amortisation expense for the year	0.92	-	0.92
Disposals	-	-	-
Balance as at March 31, 2022	45.62	-	45.62
Amortisation expense for the year	5.79	0.04	5.83
Disposals	-	-	-
Balance as at March 31, 2023	51.41	0.04	51.45

Net carrying amount:

Balance as at March 31, 2022	0.67	-	0.67
Balance as at March 31, 2023	80.25	91.21	171.46

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 7 Biological assets other than bearer plants

	As at March 31, 2023	As at March 31, 2022
Live stock	36.50	36.50
Total	36.50	36.50

Reconciliation of carrying amount

	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	36.50	36.50
Change in fair value	-	-
Purchase of cattle	-	-
Cattle discarded during the year	-	-
Closing balance at the end of the year	36.50	36.50

As at March 31, 2023, there were 82 cattle (March 31, 2022: 82 cattle) as matured biological assets.

The fair valuation of biological assets is classified as level 2 in the fair value hierarchy as they are determined on the basis of the best available quote from the nearest market to the farm and on the basis of age of the cattle.

Note 8 Investments

	As at March 31, 2023	As at March 31, 2022
a Investment carried at cost		
In equity instrument (Unquoted) fully paid-up		
In Subsidiaries		
IDL Explosives Limited 6,050,000 (March 31, 2022: 6,050,000) Equity Shares of Rs.10 each.	605.00	605.00
IDL Explosives Limited 1,815,000 (March 31, 2022: 1,815,000) Equity Shares of Rs.10 each (including additional premium of Rs 95 each)	1905.75	1905.75
Deemed investment in IDL Explosives limited .	1144.56	1067.72
HGHL Holdings Limited 100,000 (March 31, 2022 :100,000) Equity Shares of GBP 1 each.	87.46	87.46
APDL Estates Limited, Nil (March 31, 2022: 2,37,40,007) Equity Shares of Rs.10 each (including additional premium of Rs 8.19 each) (Refer note 45(i))	-	4319.40
Total Investment in Subsidiaries	3742.77	7985.33
b i. Investments (Carried at fair value through Profit or Loss)		
In equity instrument (Quoted)		
Hinduja Global Solutions Limited 111 (March 31, 2022 : 96) Equity Shares of Rs. 10 each fully paid-up	1.15	0.99
NXT Digital Limited (March 31, 2022 : 48) Equity Shares of Rs.10 each fully paid-up	0.04	0.18
Indusind Bank Limited 400 (March 31, 2022: 400) Equity Shares of Rs 45 each fully paid -up	4.27	3.74
Total (A)	5.46	4.91
ii. Investments (Carried at fair value through Profit or Loss)		
In equity instrument (Unquoted)		
Others		
IDL Chemicals Employees' Co-operative Credit Society Limited 500 (March 31, 2022 : 500) Equity Shares of Rs.10 each fully paid-up	0.37	0.37
Mangalam Retail Services Limited 12,490 (March 31, 2022:12,490) Equity Shares of Rs. 10 each fully paid-up	1.20	1.68
Total (B)	1.57	2.05

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
Other Investment (Quoted)		
UTI Bond Fund of Unit Trust of India 27,978 units (March 31, 2022 : 27,978 units) of Rs.10 each fully paid-up	17.34	16.67
Total (C)	17.34	16.67
Total (A+B+C)	24.37	23.63
Grand Total (a+b)	3767.14	8008.96

	As at March 31, 2023	As at March 31, 2022
1 Aggregate book value of quoted investments	22.80	21.58
2 Aggregate market value of quoted investments	22.80	21.58
3 Aggregate cost of unquoted investments	3,744.34	7,987.38
4 Aggregate amount of impairment in value of investments	-	-

Note: For disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, refer note 42(a)

Note 9 Other financial assets

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Security deposits				
- Unsecured, considered good	93.95	60.36	69.44	6.51
- Unsecured, considered doubtful	18.56	-	18.56	-
Less : Allowance for bad and doubtful deposits	(18.56)	-	(18.56)	-
	93.95	60.36	69.44	6.51
Interest accrued	-	379.85	-	230.50
Other receivable				
- Financial guarantee asset (Refer note 37(1))	3994.12	1207.90	4566.94	1224.55
- Related party (Refer note 38)*	-	91.43	-	637.02
- Others assets	-	29.93	-	35.64
	3994.12	1709.11	4566.94	2127.71
	4088.07	1769.47	4636.38	2134.22

Notes:

The Company's exposure to credit currency risks and loss allowances related to other financial assets are disclosed in note 35 For details of current assets hypothecated against borrowings of the Company refer note 19

* Amount due from wholly owned subsidiary IDL Explosive Limited

Note 10 Other assets

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Capital advances	6.24	-	9.18	-
Other than capital advances				
Prepayments	23.57	94.32	26.73	106.55
Balance with government authorities	1470.97	159.81	1992.47	95.62
Gratuity fund (Refer note 36)	73.92	-	40.15	-
Advances to employees	-	1.47	-	1.61
Advance to suppliers and service providers	-	177.13	-	145.94
	1574.70	432.73	2068.53	349.72

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 11 Assets held for sale

	As at March 31, 2023	As at March 31, 2022
Reclassified to asset held for sale	-	15,796.11
	-	15,796.11

During the previous year, the management intended to sell land admeasuring 44.25 acres situated at Kukatpally. The management started the efforts to sell and basis the outcome of this exercise, an agreement to sell was entered with Squarespace Infracity Private Limited dated August 27, 2021 pursuant to approval of Board of Directors at its meeting held on the above mentioned date for a total consideration of Rs. 45,179 and the amount has been received. The sale of land transaction has been completed during the year.

Note 12 Inventories

	As at March 31, 2023	As at March 31, 2022
Raw Materials	778.76	966.74
Work-in-Progress	571.28	559.79
Finished Goods*	1119.09	1052.50
Stock-in-Trade	0.22	6.97
Stores and Spares	84.70	50.81
Packing Materials	16.39	17.06
	2570.44	2653.87

*Write down of inventories to net realisable value, provision amount as on date is Rs. 405.71 (March 31, 2022: Rs.443.17)

Inventories are pledged against the borrowings of the Company as referred in Note 19. Material in transit is Rs 80.53 as at March 31, 2023

Note 13 Trade receivables

	As at March 31, 2023	As at March 31, 2022
Trade receivables		
considered good - secured	-	-
considered good - unsecured	2,361.99	1,758.03
significant increase in credit risk	182.01	33.23
Less: Loss allowance	(182.01)	(33.23)
credit impaired	769.38	931.46
Less: Loss allowance	(769.38)	(931.46)
	2,361.99	1,758.03

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 35 Refer note 38 for receivable from related party.

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Trade receivables ageing schedule

As at March 31, 2023

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	1936.04	368.25	57.70	-	-	-	2361.99
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	33.58	28.08	64.89	29.65	25.81	182.01
(iii) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	769.38	769.38
	1936.04	401.83	85.78	64.89	29.65	795.19	3313.38
Less: Allowance for doubtful trade receivables	-	33.58	28.08	64.89	29.65	795.19	951.39
Net Trade Receivables	1936.04	368.25	57.70	-	-	-	2361.99

As at March 31, 2022

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	1124.92	578.27	54.84	-	-	-	1758.03
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	25.92	6.47	0.53	0.31	33.23
(iii) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	6.83	0.10	22.76	127.95	773.82	931.46
	1124.92	585.10	80.86	29.23	128.48	774.13	2722.72
Less: Allowance for doubtful trade receivables	-	6.83	26.02	29.23	128.48	774.13	964.69
Net Trade Receivables	1124.92	578.27	54.84	-	-	-	1758.03

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 14 Cash and bank balances

	As at March 31, 2023	As at March 31, 2022
a. Cash and cash equivalents		
Cash on hand	3.11	3.24
Balances with Banks:		
In current accounts	614.36	332.16
In EEFC account	149.79	73.43
Total Cash and cash equivalents	767.26	408.83
b. Other bank balances		
Deposits with original maturity of less than 12 months.	1340.24	754.78
Deposits with maturity of more than 12 months.	8.04	-
Earmarked balances with banks*		
unclaimed dividend accounts	62.04	66.49
Deposits held as margin money	989.01	808.84
Total Other bank balances	2399.33	1630.11
Total Cash and bank balances	3166.59	2038.94

*Earmarked deposits held as margin money is in relation to bank guarantees taken for tender, letter of credits for purchase of raw materials, deposits from customers for performance obligation and deposit under court order. For payables of unpaid dividend balances, refer note 18

Note 15 Loans

(Unsecured considered good, unless other wise stated)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
To wholly owned subsidiaries				
IDL Explosives Limited (Refer note below (i))	3011.76	-	3009.87	4500.00
APDLEstates Limited (Refer note 45(i))	-	-	-	1900.00
To Other Companies				
Hinduja Group Limited (Refer note below (ii))	-	33150.00	-	15200.00
	3011.76	33150.00	3009.87	21600.00

Note:

- i) In 2012-13, Inter-Corporate Deposit (ICD) of Rs. 3,103.87 (As at March 31, 2022: Rs. 3,103.87) was given to IDL Explosives Limited (Wholly owned subsidiary Company). During the year 2017-18, the loan was mutually agreed to be repaid by March 31, 2021. Subsequently, during the year 2020-21, the Board of Directors of IDL Explosives Limited had proposed to extend the repayment date till April 1, 2024 and the same was approved by the Company vide letter dated August 7, 2020. Interest rate on the above is in the range of 7.95% - 8.25% per annum (2021-22: 8.25 % -10.45% per annum). The above ICD has been disclosed at fair value. During the previous year, Company has given an additional Inter Corporate Deposit (ICD) of Rs 4,500 to IDL Explosives Limited (Wholly owned subsidiary Company) for a period of nine months or repayable on demand as mutually agreed. The same has been repaid during the year. ICD shall carry an interest rate of 8% P.A
- ii) The Company has given Inter Corporate Deposits to Hinduja Group Limited. During the current year outstanding of loan is an amount of Rs. 33,150 (2021-22: Rs. 15,200) after netting of the repayment of loan. The said loan is repayable on demand or nine months period or lessor time which ever is earlier as mutually agreed. ICD shall carry an interest rate range between 8% to 8.40% P.A. (2021-22: 8% to 9%)
- iii) Refer note 42 for disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 16 Equity share capital

	As at March 31, 2023	As at March 31, 2022
Authorized share capital:		
230,427,510 (March 31, 2022 :105,427,510) Equity Shares of Rs.2 each	4608.55	2108.55
Issued, subscribed and fully paid -up:		
49,572,490 (March 31, 2022 : 49,572,490) Equity Shares of Rs.2 each	991.45	991.45
	991.45	991.45

Notes

a. Reconciliation of the number of shares outstanding:

	Year ended March 31, 2023		Year ended March 31, 2022	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	49572490	991.45	49572490	991.45
Add : Issued and allotted during the year	-	-	-	-
At the end of the year	49572490	991.45	49572490	991.45

b. Details of shares held by each shareholder holding more than 5% shares

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	% holding of equity shares	Number of Shares	% holding of equity shares
Fully paid equity shares				
Hinduja Capital Limited, Mauritius (Holding Company-Promoter)	36600791	73.83%	36600791	73.83%

Note: No individual share holder holds more than 5% share in the Company other than holding Company

c. Shares of the company held by holding/ultimate holding company/promoters

Hinduja Capital Limited, Mauritius (Holding Company-Promoter)	36600791	73.83%	36600791	73.83%
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d. Rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution shall be according to the members right and interest in the Company.

During the five years period ended March 31, 2023 no shares have been bought back/ issued for consideration other than Cash and no bonus shares have been issued.

Note 17 Other equity

	As at March 31, 2023	As at March 31, 2022
General reserve	12572.33	12572.33
Retained earnings	50368.39	28707.00
Capital reserve	0.75	0.75
Balance at the end of the year	62941.47	41280.08

Note: Refer statement of changes in equity for movement in other reserves

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 17 Other equity (Contd.,)

General reserve :

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

Retained earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Capital reserve:

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

Note 18 Other financial liabilities

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Financial guarantee liabilities (Refer note 37 (1))	3411.27	1216.73	4274.95	1116.15
Unclaimed dividends*	-	62.04	-	66.49
Others				
(i) Payables for capital goods	-	84.95	-	100.19
(ii) Trade deposits received	-	266.66	-	100.44
(iii) Employee payables	-	628.63	-	426.98
(iv) Other payable	-	40.38	-	40.35
	3411.27	2299.39	4274.95	1850.60

*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection fund.

Note 19 Current borrowings

Loan repayable on demand				
from Banks		-	-	287.06
Interest accrued but not due on borrowings	-	-	-	1.48
	-	-	-	288.54

Note:

Details of Security:

Cash credit facilities from Consortium banks are secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant and equipment) and present and future book debts of the Company ranking pari-passu and collateral security by (i) first pari-passu charge by way of equitable mortgage on the land owned by the Company admeasuring 8 acres situated at Kukatpally, Hyderabad and (ii) second pari-passu charge on buildings, plant and equipment of Energetics Division at Hyderabad charged to other term/working capital lenders. Interest rate for the above is in the range of 7.9% - 10% (2021-22: 7.9% - 10%)

Note 20 Provisions

Employee benefits:				
- Compensated absences (Refer note 36)	105.70	28.98	112.02	22.62
	105.70	28.98	112.02	22.62
Provision for -				
- Indirect taxes (Refer note 37 (5))	8041.14	61.48	8377.96	61.48
- Claims and others	1037.47	-	1037.47	-
	9078.61	61.48	9415.43	61.48
	9184.31	90.46	9527.45	84.10

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 20 Provisions (Contd..)

The provisions for indirect taxes and legal matters comprises of numerous separate cases that arise in the ordinary course of business. These provisions have not been discounted as it is not practicable for company to estimate the timing of provision utilisation and cash outflows, if any pending resolution.

Movement in provisions

Movement in each class of provision, are set out below

	Indirect taxes	Claims and others	Indirect taxes	Claims and others
Opening balance at the beginning of the year	8439.44	1037.47	8439.44	937.47
Additional provision recognised (Refer note 37 (4))	561.00	-	-	100.00
Amounts used during the year	(897.82)	-	-	-
Closing balance at the end of the year	8102.62	1037.47	8439.44	1037.47

Note 21 Income taxes

a. Deferred tax (liabilities)/assets

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	504.81	612.77
Deferred tax liabilities	(1151.43)	(378.67)
	(646.62)	234.10
MAT Credit entitlement	-	288.29
	(646.62)	522.39

Movement in deferred tax balances

2022-23	Opening Balance	Recognised/ (reversed) in statement of profit or loss	Recognised in Other comprehensive income	On merger of APDL Estates Limited	Closing balance
Deferred tax (liabilities)/assets in relation to					
Depreciation & amortization of property, plant and equipment	(193.36)	337.28	-	(1035.06)	(891.14)
Provision for doubtful debts / advances	149.55	(116.86)	-		32.69
Expenses not allowable for tax purposes when paid / (written off)	279.45	0.01	-		279.46
Indexation benefit on land	156.62	9.57	-		166.19
Remeasurements of defined benefit obligation under OCI	27.15	-	(0.68)		26.47
Fair valuation of non-current Investment	(3.02)	(0.22)	-		(3.24)
Financial guarantee	(116.59)	(50.56)	-		(167.15)
Interest unwinding on ICD	(54.13)	(25.86)	-		(79.99)
Rental Income on straight line method	(11.57)	1.66	-		(9.91)
Total	234.10	155.01	(0.68)	(1035.06)	(646.62)
Add: MAT credit utilised	288.29	(288.29)	-		-
Net deferred tax liability	522.39	(133.28)	(0.68)	(1035.06)	(646.62)

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 21 Income taxes (contd.)

a. Deferred tax (liabilities)/assets

2021-22	Opening Balance	Recognised/ (reversed) in statement of profit or loss	Recognised in Other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to				
Depreciation & amortization of property, plant and equipment	(138.96)	(54.40)	-	(193.36)
Provision for doubtful debts / advances	194.82	(45.27)	-	149.55
Expenses not allowable for tax purposes when paid / (written off)	258.47	20.98	-	279.45
Indexation benefit on land	148.08	8.54	-	156.62
Remeasurements of defined benefit obligation under OCI	14.65	-	12.50	27.15
Fair valuation of non-current Investment	(2.55)	(0.47)	-	(3.02)
Financial guarantee	(60.59)	(56.00)	-	(116.59)
Interest unwinding on ICD	(40.75)	(13.38)	-	(54.13)
Rental Income on straight line method	(13.23)	1.66	-	(11.57)
Total	359.94	(138.35)	12.50	234.10
Add: MAT credit utilised	254.03	34.26	-	288.29
Net deferred tax asset	613.97	(104.09)	12.50	522.39

MAT credit entitlement is the amount which is available for set off in subsequent years against income tax liabilities as per the provisions of the Income Tax Act, 1961. The MAT credit entitlement recognised will expire as follows:

Year of expiry, based on the last day of the financial year for which MAT credit is available for use as per prevailing tax laws as at the reporting date

	As at March 31, 2023	As at March 31, 2022
Assessment Year 2030-2031 [Financial Year 2029-30]	-	27.93
Assessment Year 2031-2032 [Financial Year 2030-31]	-	0.51
Assessment Year 2036-2037 [Financial Year 2035-36]	-	225.59
Assessment Year 2037-2038 [Financial Year 2036-37]	-	34.26
	-	288.29

Section 115 BAA of the Income Tax Act, 1961, introduced by the Taxation Laws (Amendment) Act, 2019 gives a one-time irreversible option for payment of income tax at reduced rate with effect from financial year commencing April 01, 2019 subject to certain conditions. The Company has made an assessment of the impact of the above amendment and decided to continue with the existing tax structure until utilisation of accumulated minimum alternative tax ("MAT") and unabsorbed depreciation.

b. Income -tax assets and liabilities

Non-current tax assets and liabilities (net)		
Income tax asset (net of provision for tax)	779.64	1390.32
Non-current tax liabilities (net)	-	-
	779.64	1390.32

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 21 Income taxes (contd.)

c. Tax Expense

i) Recognised in statement of profit and loss

	Year ended March 31, 2023	Year ended March 31, 2022
Current tax		
In respect of the current year	12180.71	957.00
	12180.71	957.00
Deferred tax expenses/ (income) related:		
In respect of the current year	(155.01)	138.35
MAT credit utilisation/ (entitlement)	288.29	(34.26)
	133.28	104.09

ii) Recognised in other comprehensive Income

	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax		
In respect of the current year	(0.68)	12.50
	(0.68)	12.50

iii. Reconciliation of effective tax

	Year ended March 31, 2023	Year ended March 31, 2022
Profit before tax	35599.24	5831.44
Income tax expense calculated at statutory rate of 29.12% (2021-22 29.12%)	1966.45	1698.12
Chargeability of profit on sale of fixed assets at 23.296% with indexation benefits	10135.84	-
Impact of reversal on temporary differences and others	(76.59)	(602.77)
MAT credit utilisation/ (entitlement)	288.29	(34.26)
Income tax expense recognized in profit or loss	12313.99	1061.09

Note 22 Other current liabilities

	As at March 31, 2023	As at March 31, 2022
Advance from customers	136.41	490.72
Statutory liabilities (GST, TDS & TCS, PF,etc)	140.17	107.83
	276.58	598.55

Note 23 Liabilities associated with assets held for sale

	Year ended March 31, 2023	Year ended March 31, 2022
Advance towards asset held for sale (Refer note 11)	-	22596.26
	-	22596.26

Note 24 Trade payables

	Year ended March 31, 2023	Year ended March 31, 2022
Trade payables - current		
Dues to micro enterprises and small enterprises	-	-
Dues to creditors other than micro enterprises and small enterprises	-	-
Acceptances	-	-
Other than acceptances	2646.25	2599.26
	2646.25	2599.26

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Trade payable ageing schedule

As at March 31, 2023

	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1141.77	144.84	85.47	40.58	1412.66
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
(v) Unbilled	1187.82	35.67	-	10.10	1233.59
	2329.59	180.51	85.47	50.68	2646.25

As at March 31, 2022

	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1125.97	405.47	26.76	6.09	1564.29
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
(v) Unbilled	941.97	54.43	22.16	16.41	1034.97
	2067.94	459.90	48.92	22.50	2599.26

Note:

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier under the said MSMED Act.

	As at March 31, 2023	As at March 31, 2022
(a) The amounts remaining unpaid to micro and small suppliers as at the end of the year	-	-
- Principal	-	-
- Interest	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
(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 the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the management.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 35

Note 25 Revenue from operations

	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	16203.89	11326.85
Service income	469.10	367.44
Other operating revenue	837.51	432.37
	17510.50	12126.66

a. Revenue disaggregation by geography:

India	13635.90	8666.37
Rest of the world	3874.60	3460.29
	17510.50	12126.66

b. Reconciliation of revenue with contract price

Contract price	17502.44	12235.32
Less: Adjustments for quantity discounts and testing charges	8.06	(108.66)
	17510.50	12126.66

c. Changes in contract liabilities:

Balance at the beginning of the year	490.72	285.98
Less:- Amount recognised as revenue/other adjustments during the year	(490.72)	(285.98)
Add:- Amount received during the year	136.41	490.72
	136.41	490.72
Expected revenue recognition from remaining performance obligations:		
Within one year	136.41	490.72
More than one year	-	-
	136.41	490.72

d. Contract balances:

	As at March 31, 2023	As at March 31, 2022
Trade receivables	2361.99	1758.03
Contract liabilities	136.41	490.72

Trade receivables are non-interest bearing. Contract liabilities include advance from customers.

e. Performance obligation:

In relation to information about Company's performance obligations in contracts with customers [Refer note 2(i)].

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 26 Other income

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on		
Deposits with banks and others	3075.79	784.29
Income Tax refund	-	91.45
Financial assets at amortised cost	-	45.94
	3075.79	921.68
Dividend income from		
Subsidiaries	-	2241.99
Others	2.22	0.02
	2.22	2242.01
Fair value gain or (loss)		
Net gain on financial assets measured at fair value through profit or loss	0.75	1.60
Other Income		
Commission on corporate guarantees given	3442.93	3109.70
Provision no longer required written back	23.87	37.31
Profit on sale of property, plant and equipment	28940.09	10.62
Gain on foreign exchange fluctuation (net)	107.91	56.16
Miscellaneous Income	20.34	6.48
	32535.14	3220.27
	35613.90	6385.56

Note 27 Cost of materials consumed

Opening stock	966.74	594.67
Add: Purchases	5952.08	4309.24
	6918.82	4903.91
Less: Closing stock	778.76	966.74
Cost of materials consumed	6140.06	3937.17

Note 28 Purchase of stock-in-trade

Safety fuses	104.40	79.72
	104.40	79.72

Note 29 Changes in inventories of finished goods, stock-in-trade, and work-in-progress

Opening stock:		
Finished goods	1052.50	693.41
Stock-in-trade	6.97	0.52
Work-in-progress	559.79	426.69
	1619.26	1120.62
Closing stock:		
Stock-in-trade	0.22	6.97
Work-in-progress	571.28	559.79
Finished goods	1119.09	1052.50
	1690.59	1619.26
Net (increase)	(71.33)	(498.64)

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 30 Employee benefits expense

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages, including bonus*	2,728.45	2,316.32
Contribution to provident and other funds (Refer note 36)	180.84	157.98
Workmen and staff welfare expenses	343.86	312.28
	3,253.15	2,786.58

* Includes contract labour charges

Note 31 Finance costs

Interest expenses on borrowings	50.20	35.27
Other borrowing cost	57.28	103.13
Unwinding of discount on lease liabilities	-	1.51
	107.48	139.91

Note 32 Depreciation and amortisation expense

Depreciation of property, plant and equipment	431.29	324.61
Depreciation of right of use assets	-	29.72
Depreciation of investment properties	101.46	2.09
Amortisation of intangible assets	5.83	0.92
	538.58	357.34

Note 33 Other expenses

Consumption of stores and spares	270.50	200.19
Processing charges	795.33	661.68
Packing material consumed	302.52	291.49
Power and fuel	775.34	731.41
Rent*	49.20	7.47
Rates, fees and taxes (Refer note (c) below)	224.26	218.11
Insurance	134.76	143.62
Repairs and maintenance		
Plant and machinery	145.10	140.64
Buildings	242.01	162.43
Selling expenses		
Advertising and sales promotion	3.08	3.31
Selling commission	68.52	130.58
Distribution expenses	2075.55	1967.66
Travelling and conveyance	121.49	58.23
Communication expenses	19.36	18.47
Legal and professional fee (Refer note (a) below)	953.31	622.31
Provision of doubtful debts/advances/amount paid under protest, net (Refer note (b) below)	573.90	154.59
Directors' sitting fee	55.90	69.90
CSR expenditure (Refer note 39)	5.48	-
Miscellaneous expenses	637.21	296.61
	7452.82	5878.70

*The company does not have any non cancellable operating leases

Notes:

(a) Legal and professional fee Includes:

Payment to statutory auditors:		
Statutory audit	17.54	21.94
Limited reviews	6.42	8.03
Tax audit	2.14	2.68
Other certifications/reporting services	13.20	13.00
Reimbursement of expenses	0.02	1.63
	39.32	47.28

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

(b) Provision / (reversal) of doubtful debts/advances, net

	Year ended March 31, 2023	Year ended March 31, 2022
Amount written off during the year	26.20	597.32
Provision created during the year	570.20	151.55
Less: Provision reversed during the year	(22.50)	(594.28)
	573.90	154.59

(c) Rates, fees and taxes provision / (reversal) net

	Year ended March 31, 2023	Year ended March 31, 2022
Amount paid during the year	1,122.08	218.11
Less Provision reversed credited in earlier years.	(897.82)	-
	224.26	218.11

Note 34 Financial instruments

(i) The following table represents analysis of carrying values and fair values of financial instruments

	Fair value hierarchy	Carrying Values		Fair value	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial Assets:					
Non-Current					
i) Investments	1 & 3	24.37	23.63	24.37	23.63
ii) Loans	3	3011.76	3009.87	3011.76	3009.87
iii) Other financial assets	3	4088.07	4636.38	4088.07	4636.38
iv) Investments in subsidiaries	3	3742.77	7985.33	94328.09	7985.33
Current					
i) Trade receivables	3	2361.99	1758.03	2361.99	1758.03
ii) Cash and cash equivalents	3	767.26	408.83	767.26	408.83
iii) Other balances with banks	3	2399.33	1630.11	2399.33	1630.11
iv) Loans	3	33150.00	21600.00	33150.00	21600.00
v) Other financial assets	3	1769.47	2134.22	1769.47	2134.22
Financial Liabilities:					
Non-Current					
(i) Other non current financial liabilities	3	3411.27	4274.95	3411.27	4274.95
Current					
i) Borrowings	3	-	288.54	-	288.54
ii) Trade payables	3	2646.25	2599.26	2646.25	2599.26
iii) Other current financial liabilities	3	2299.39	1850.60	2299.39	1850.60

Fair value hierarchy

Level 1

Includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period and the mutual funds are valued using closing NAV.

Level 2

The fair value of financial instruments not actively traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If the significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

- i) The carrying values of current financial liabilities and current financial assets are taken as their fair value because of their short term nature.
- ii) The carrying values of non-current financial liabilities and non-current financial assets are taken as their fair value based on their discounted cash flows.
- iii) The Company has used quoted market price for determining fair value of investments in equity instruments and mutual funds.
- iv) There have been no transfers between level 1, level 2 and level 3 for year ended March 31, 2023 and March 31, 2022 respectively

Significant estimate:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Note 35 Financial risk management objectives and policies

1. Financial risk management framework

The Company has exposure to the following risks arising from financial instruments

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
- (iv) Commodity Price Risk

Risk management framework

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company's audit committee oversees how management monitors compliance with the Company's Risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The entities within the Company have a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk. The carrying value of financial assets represents the maximum credit risk.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. The Company observes: actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations.

The Company also establishes an allowance for impairment that represents its estimate of expected credit losses in respect of trade receivables.

Ageing of receivables, net of allowances is given below:

	As at March 31, 2023	As at March 31, 2022
Past due below 6 months	2337.87	1710.02
Past due more than 6 months	975.51	1012.70
Total	3313.38	2722.72
Credit impaired	951.39	964.69
Net trade receivables	2361.99	1758.03
Reconciliation of loss allowance provision given below		
Impairment loss at the beginning of the year	964.69	1444.60
Impairment loss during the year	9.20	47.50
Provision reversed during the year	(22.50)	(527.41)
Balance at the end of the year	951.39	964.69

Cash and bank balances:

Credit risk on cash and bank balances is limited as the company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(ii) 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 risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

	On Demand	in next 12 months	1-2 years	Total
Year ended March 31, 2023				
Other financial liabilities	-	2299.39	3411.27	5710.66
Trade and other payables	-	2646.25	-	2646.25
Balance as on March 31, 2023	-	4945.64	3411.27	8356.91
Year ended March 31, 2022				
Borrowings	288.54	-	-	288.54
Other financial liabilities	-	1850.60	4274.95	6125.55
Trade and other payables	-	2599.26	-	2599.26
Balance as on March 31, 2022	288.54	4449.86	4274.95	9013.35

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(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, payables and borrowings.

a) 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 change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. As the Company has debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are substantially dependent of changes in market interest rates.

The interest rate profile of the Company's interest bearing instruments as reported to management is as follows:

	As at March 31, 2023	As at March 31, 2022
Floating rate instruments		
Working capital demand loan (Refer note 19)	-	288.54

b) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through impact on floating rate borrowings, as follows:

	Impact on Profit before tax	
	March 31, 2023	March 31, 2022
Interest rates-increase by 100 basis points	-	(4.21)
Interest rates-decrease by 100 basis points	-	4.21

c) Foreign currency exchange rate risk

The company operates in a business that exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

	Currency	As at March 31, 2023	As at March 31, 2022
Trade receivables	USD	957.01	419.42
Trade payable	USD	198.88	321.47

Sensitivity movement: The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

	Impact on Profit before tax	
	March 31, 2023	March 31, 2022
USD Sensitivity		
INR/USD - Increase by Re. 1 (March 31, 2022- Re 1)	(9.23)	(3.18)
INR/USD - Decrease by Re 1 (March 31, 2022 - Re 1)	9.23	3.18

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

d) Equity risk

The Company's quoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The senior management reviews and approves all equity investment decisions

(iv) Commodity Price Risk

The Company is exposed to commodity price risk arising out of fluctuation in prices of raw materials (coating material, metals, acids and chemicals) and fuel (coal and diesel). Such price movements, mostly linked to external factors, can affect the production cost of the Company. To manage this risk, the Company take steps such as monitoring of prices, optimising fuel mix and pursue longer and fixed price contracts, where considered necessary. Additionally, processes and policies related to such risks are controlled by central procurement team and reviewed by the senior management.

2. Capital management

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure the Company monitors the return on capital, as well as the level of dividends to equity shareholders. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves and debt includes borrowings. Refer note 41 for ratio's analysis.

Note 36 Employee benefit plans

a. Defined contribution plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance contribution (ESI), which are defined contribution plans. The contribution are charged to the Statement of profit and loss. During the year, the Company has recognised Rs 3.31 (March 31, 2022: Rs 4.16) and Rs 80.86 (March 31, 2022: Rs 84.13) towards Employees' State Insurance contribution (ESI) contribution and Provident fund contribution.

b. Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the period. The company has recognised expense of Rs 13.65 (March 31, 2022 : Rs 27.07) to the statement of profit and loss.

c. Defined benefit plan

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan. The Company makes contributions to Life Insurance Corporation of India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Notes to Standalone Financial Statements

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(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Balance sheet amounts- Gratuity

The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
Reconciliation as at March 31, 2023			
Opening balance	337.57	377.72	(40.15)
Interest expense/(income)	21.31	25.26	(3.95)
Current Service Cost	24.49	-	24.49
Total amount recognised in profit or loss	45.80	25.26	20.54
Remeasurements			
(Gain)/loss from change in demographic assumptions	(9.03)	-	(9.03)
(Gain)/loss from change in financial assumptions	(0.35)	-	(0.35)
Return on plan assets (excluding interest income)		2.52	(2.52)
(Gain)/loss from change in experience	0.85	-	0.85
Amount not recognized due to asset limit	8.71		8.71
Total amount recognised in other comprehensive income	0.18	2.52	(2.34)
Employer contributions	-	40.00	(40.00)
Benefit payments	(37.68)	(25.71)	(11.97)
Balance at the end of the year March 31, 2023 (Non Current)	345.87	419.79	(73.92)
Reconciliation as at March 31, 2022			
Opening balance	462.25	513.63	(51.38)
Interest expense/(income)	23.38	27.37	(3.99)
Current Service Cost	22.29	-	22.29
Total amount recognised in profit or loss	45.67	27.37	18.30
Remeasurements			
(Gain)/loss from change in demographic assumptions	(0.20)	-	(0.20)
(Gain)/loss from change in financial assumptions	13.32	-	13.32
Return on plan assets (excluding interest income)	-	3.33	(3.33)
(Gain)/loss from change in experience	33.14	-	33.14
Total amount recognised in other comprehensive income	46.26	3.33	42.93
Employer contributions	-	50.00	(50.00)
Benefit payments	(216.61)	(216.61)	-
Balance at the end of the year March 31, 2022 (Non Current)	337.57	377.72	(40.15)

The net liability / (asset) disclosed above relates to funded plan, as follows:

	As at March 31, 2023	As at March 31, 2022
a. Present value of funded obligations	345.87	337.57
b. Fair value of plan assets	419.79	377.72
Net liability/(asset) a-b	(73.92)	(40.15)

Significant estimates: actuarial assumptions

The significant actuarial assumptions for defined benefit obligations are as follows:

	March 31, 2023	March 31, 2022
Discount rate	7.30%	6.85%
Salary escalation rate	8.43%	8.00%
Employee attrition rate	14.40%	6.10%
Retirement Age	58	58
Pre-retirement mortality	IALM(2012-14) Ultimate	IALM(2012-14) Ultimate

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Sensitivity analysis

The sensitivity of the obligation towards gratuity to changes in the weighted principal assumptions is:

Impact on defined benefit obligation	As at March 31, 2023		As at March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (change by 1%)	(15.65)	(1.46)	(10.41)	11.00
Salary escalation rate (change by 1%)	(1.57)	(15.61)	10.83	(10.35)
Attrition rate (change by 1%)	(9.47)	(7.88)	(1.38)	1.49

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The major categories of plan assets are as follows

	Quoted/ Un quoted	March 31, 2023	In %	March 31, 2022	In %
Gratuity					
Funds managed by Life Insurance Corporation of India	Unquoted	419.79	100%	377.72	100%

- i) Weighted average duration of retiring gratuity obligation is 10 years (March 31, 2022: 10 years)
- ii) The Company expects to contribute Rs. 50 (March 31, 2022: Rs. 50) to gratuity plan in the next year.
- iii) The sensitivity analysis for pre-retirement morality rate is not a sensitive assumption, the impact of which is not material.

Maturity profile table under Ind AS as per report

	As at March 31, 2023	As at March 31, 2022
March 31, 2024	69.15	38.01
March 31, 2025	80.45	38.98
March 31, 2026	54.92	57.50
March 31, 2027	43.51	40.07
March 31, 2028	44.37	33.77
Thereafter	191.33	361.05

Risk Exposure:

These defined benefit plans typically expose the Company to actuarial risks as:

a. Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

b. Interest rate risk

Decrease in bond interest rate will increase the plan liability. However, this shall be partially off-set by increase in return as per debt investments.

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

c. Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy will increase the plan's liability.

d. Salary risk

Higher than expected increase in salary will increase the defined benefit obligation.

Note 37 Contingent liabilities and commitments:

	Brief description of the matters	As at March 31, 2023	As at March 31, 2022
A. Contingent liabilities:			
Claims against the Company not acknowledged as debts			
(a) Income tax demands	Income tax appeals relates to additions of Capital gain, Transfer pricing, disallowance of expenses etc.	5321.88	5257.61
(b) Sales tax demands	Sales tax appeals on account of non submission of C, F, H forms and Entry Tax matters for the supply of goods.	255.98	257.31
(c) Excise demands	-	3.67	3.67
(d) Service tax demands	Service tax on corporate guarantee commission income received from Foreign subsidiaries	378.21	352.29
(e) Additional demands towards cost of land		3.81	3.81
(f) Claims of workmen/ex-employees	Claims made by ex-employees under minimum wage	65.00	70.00
(g) Other Matters		7.32	7.32
B. Commitments:			
(a) Standby letter of credit [SBLC] (Refer note 1 below)		164340.00	151585.00
(b) Estimated amount of contracts remaining to be executed on capital account (Net of advance Rs.10.65 -(As at March 31, 2022: Rs.4.71)		43.53	27.62

Notes:

- In the month of March 2020, the Company has given corporate guarantee of USD 150 Million and In September 2021 of USD 50 Million to its wholly owned subsidiary HGHL Holdings Limited (HGHL) for obtaining bank loan of equivalent amount from Union Bank of India, Hong Kong and Dubai branch respectively. The loan is secured by shortfall undertaking from Gulf Oil International Limited, Cayman Islands and collaterally secured by mortgage and exclusive charge on the land admeasuring 115.10 acres at Kukatpally, Hyderabad. HGHL has further given Inter corporate loan of USD 200 Million to 57 Whitehall Investments S.A.R.L, Luxembourg,(an operating company) which in-turn has invested in the downstream joint venture project which is engaged in the development of a residential and hospitality project outside India. The loan is repayable over a period of 7 years. HGHL has acquired 10% equity stake in 57 Whitehall Investment S.A.R.L, Luxembourg.
- In the month of March 2020, the Company had given Corporate Guarantee and collateral security to State Bank of India (SBI) for loan of Rs. 109,600 availed by Hinduja National Power Corporation Limited (HNPCL) towards working capital requirements. The loan is primarily secured by pari-passu charge on the current assets of the HNPCL along with other working capital lenders and collaterally through pari-passu first charge on the fixed assets of HNPCL along with the exiting lenders, mortgage of land admeasuring 87.125 acres at Kukatpally, Hyderabad belonging to the Company. The Company has recieved a counter guarantee for an equal amount from Hinduja Energy (India) Limited (HEIL), the parent entity of HNPCL. The loan has to be repaid by HNPCL to SBI in 8 quarterly installments commencing from June 2023 and ending on March 31, 2025.
- In the year 2012-13, the Competition Commission of India had passed an order imposing a penalty of Rs. 2,894.76 against Company in a case filed by a customer. The Company had filed an appeal in Competition Appellate Tribunal ("COMPAT") against the said order which was disposed in the year 2013 of by reducing the penalty amount to Rs. 289.48 Subsequently, in the year 2013 the Company had filed an appeal with the Honorable Supreme Court of India (SC) against the said order of COMPAT which was admitted by the SC and interim stay was granted. No hearings have taken place during the year as the pleading are in progress before the Judicial Registrar. Based on merits of the case and the opinion obtained from an independent legal counsel, the Company has a strong case in its favour and adequate provision has been considered necessary.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 37 Contingent liabilities and commitments: (Contd.)

- 4) The Company had taken land on lease for 99 years under registered lease deeds on various dates from Sri Udasin Mutt (Mutt) at Kukatpally, Hyderabad after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges. The Tribunal passed eviction order dated 17.09.2011. Aggrieved by the Tribunal Order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh. The Mutt had also filed a separate WP in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide Common Order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid Common Order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit Rs. 100 per annum provisionally towards use and occupation for the subject land. The Company has been depositing Rs 100 every year for the years 2014 to 2022, totaling to Rs. 800 as at March 31, 2023 (Rs. 800 as at March 31, 2022)

In October 2020, the Hon'ble Supreme Court by partially modifying its order of 2013 permitted withdrawal of 50% of the deposited amount for provisional usage by the Mutt. The Civil Appeal filed by Company was dismissed and the Civil Appeal filed by Sri Udasin Mutt was allowed by the Supreme Court vide order dated 13.09.2022. The application of the Mutt claiming use and occupation charges is pending before the Telangana Endowment Tribunal. Sri Udasin Mutt in its re-joinder has informed that the deposit amount including interest has been withdrawn by Sri Udasin Mutt. so withdrawn by it shall be adjusted/ refunded as per the decision of the Tribunal. On a prudent basis the Company has created 100% provision under Ind AS 37 against the amount deposited. Refer note 20

- 5) The Hon'ble Supreme Court vide its order dated November 16, 2007 held that the stock transfers by the Company constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the Company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Hon'ble High Court of Odisha in August 2009 impleading other State Governments, CIL and its subsidiary companies seeking directions for issues of Form 'C' and pass over of local sales tax to the State of Odisha and same was dismissed. The Company filed SLP in Hon'ble Supreme Court. The Hon'ble Supreme Court while disposing the SLP as withdrawn granted liberty to approach the authorities. In terms of the liberty granted by The Honorable Supreme Court the Company has approached the authorities for revision and same was dismissed. The Company has filed writ petition in the Odisha High Court and obtained stay. The Writ Petitions for AY 1976 – 77 to 1983-84 were disposed and the balance tax amount was deposited. Second Appeal(s) for the AY 2002-03 to 2005-06 were disposed by the Odisha Sales Tax Tribunal and the balance tax demand amount was deposited. The writ petition/ appeal for the AY 1984-85 to 1987-88, 1994-95 & 1995-96 and 1998-99 is pending. On a prudent basis the Company has created 100% provision under Ind AS 37 (Refer note 20)
- 6) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statement.
- 7) The Company has long-term contracts other than derivative contracts, for which there were no material foreseeable losses.

Note 38 Related party disclosure

- (i) Information relating to related party transactions as per "Indian Accounting Standard (Ind AS 24-Related party disclosures)

a. Ultimate Holding Company

AMAS Holding SPF

b. Holding Company:

Hinduja Capital Ltd., Mauritius

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 38 Related party disclosure (Contd.)

c. Wholly Owned Subsidiaries:

IDL Explosives Limited

HGHL Holdings Limited

APDL Estates Limited (upto September 30, 2022)

d. Fellow Subsidiary:

Gulf Oil Lubricants India Limited

Ashok Leyland Limited

e. Key management personnel (KMP):

Non -Executive

Mr. Ajay P. Hinduja, Chairman & Non Executive Director (upto Novemeber 09, 2022)

Mr. Sudhanshu Kumar Tripathi, Chairman (From November 10, 2022) & Non Executive Director

Ms. Kanchan Chitale, Independent Director”

Mr. Aditya Sapru, Independent Director

Mr. Debarata Sarkar, Independent Director

Mr. Amar Chintopanth, Independent Director (from March 27, 2023)

Mr. Gopal Raman, Non Executive Director (from March 27, 2023)

Executive

Mr. Pankaj Kumar, Managing Director & Chief Executive Officer

Mr. S Pramanik, Managing Director (upto September 28, 2021)

Mr. Ravi Jain, Chief Financial Officer

Mr. A. Satyanarayana, Company Secretary

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 38 Related party disclosure (Contd.)

(ii) Details of transactions between the Company and related parties and the status of outstanding balances at the year ended March 31, 2023:

(a) Transactions during the Year:

Nature of Transaction	Name of the related party	Subsidiaries		Holding Company		Key management personnel		Fellow subsidiary	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Sale of goods	IDL Explosives Limited	2689.62	1343.52	-	-	-	-	-	-
Sale of export license	IDL Explosives Limited	-	29.60	-	-	-	-	-	-
Commission on corporate guarantee given	HGHL Holdings Limited	1798.77	1501.49	-	-	-	-	-	-
Other income	IDL Explosives Limited	15.04	0.36	-	-	-	-	-	-
Purchase of goods / other items	IDL Explosives Limited	140.06	13.97	-	-	-	-	-	-
Purchase of goods / other items	Gulf Oil Lubricants India Limited	-	-	-	-	-	-	2.64	0.41
Purchase of goods / other items	Ashok Leyland Limited	-	-	-	-	-	-	16.48	-
Reimbursement received towards Service supplies .	Gulf Oil Lubricants India Limited	-	-	-	-	-	-	7.00	-
Reimbursement received towards managerial services	IDL Explosives Limited	290.90	214.54	-	-	-	-	-	-
Reimbursement received towards IT & Infrastructure Services	IDL Explosives Limited	48.00	48.00	-	-	-	-	-	-
Marketing services fee paid	IDL Explosives Limited	784.11	608.55	-	-	-	-	-	-
Interest received on inter-corporate deposits	IDL Explosives Limited	604.92	268.89	-	-	-	-	-	-
Interest received on inter-corporate deposits	APDL Estates Limited	-	99.75	-	-	-	-	-	-
Dividend received	HGHL Holdings Limited	-	2241.90	-	-	-	-	-	-
Inter-corporate deposits given	IDL Explosives Limited	-	4500.00	-	-	-	-	-	-
	APDL Estates Limited	-	1900.00	-	-	-	-	-	-
Inter-corporate deposits refunded	IDL Explosives Limited	4500.00	-	-	-	-	-	-	-
Dividend paid on equity shares	Hinduja Capital Ltd., Mauritius	-	-	1098.02	1464.03	-	-	-	-
	S. Pramanik	-	-	-	-	-	0.46	-	-
	A. Satyanarayana	-	-	-	-	0.09	0.12	-	-
Remuneration and perquisites	Pankaj Kumar	-	-	-	-	394.00	221.63	-	-
	S. Pramanik	-	-	-	-	-	101.64	-	-
	Ravi Jain	-	-	-	-	117.40	108.85	-	-
	A. Satyanarayana	-	-	-	-	34.85	32.96	-	-
Sitting fees and commission	Non executive directors	-	-	-	-	124.22	132.90	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 38 Related party disclosure (contd.)

(b). Outstanding balances as at year-end:

Nature of Transaction	Name of the related party	Subsidiaries		Holding Company		Key management personnel		Fellow subsidiary	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Receivables	IDL Explosives Limited	579.64	654.15	-	-	-	-	-	-
Advances/ other receivables	IDL Explosives Limited	359.10	184.54	-	-	-	-	-	-
	APDL Estates Limited	-	38.48	-	-	-	-	-	-
Payable	Gulf Oil Lubricants India Limited	-	-	-	-	-	-	-	8.31
	HGHL Holdings Limited	0.91	-	-	-	-	-	-	-
Inter-corporate deposits	IDL Explosives Limited	3103.87	7603.87	-	-	-	-	-	-
	APDL Estates Limited	-	1900.00	-	-	-	-	-	-
Investment in equity shares	IDL Explosives Limited	2510.75	2510.75	-	-	-	-	-	-
	HGHL Holdings Limited	87.46	87.46	-	-	-	-	-	-
	APDL Estates Limited	-	4319.00	-	-	-	-	-	-
Standby letter of credit (Given)	HGHL Holdings Limited	164340.00	151585.00	-	-	-	-	-	-

Note:

- The above disclosures including related parties as per Ind AS 24 "Related Party disclosures and Companies Act' 2013
- The remuneration to key management personnel doesn't include the provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.
- All transactions with these related parties are priced on an arm's length basis.
- All transactions of APDLE Esates Limited refer note 45(i)

Note 39 Corporate social responsibility (CSR)

As per section 135 of the Companies Act, 2013, a Corporate Social responsibility (CSR) Committee has been formed by the Company. The proposed areas for CSR activities, as per the CSR policy of the Company are promotion of education, rural development activities, medical facilities, employment and ensuring environmental sustainability which are specified in Schedule VII of the Companies Act, 2013. Expenditure incurred under Section 135 of the Companies Act, 2013 on CSR activities are as below:

	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spend by the Company during the year	27.75	16.21
Amount approved by the Board to spent during the year	27.75	16.21
Amount spent during the year	5.48	-
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purpose other than (i) above	5.48	-
Amount yet to be paid:	-	-
Total amount spent	5.48	-

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 39 Corporate social responsibility (CSR) (Contd.)

Details related to spent obligations

	Year ended March 31, 2023	Year ended March 31, 2022
Hinduja Foundation	5.48	-
Total amount spent	5.48	-

Details of Excess amount spent

Opening Balance	27.38	43.59
Amount required to be spent during the year	27.75	16.21
Amount spent during the year	5.48	-
Closing Balance	5.11	27.38

Details of ongoing CSR projects under section 135(6) of the Act

		Year ended March 31, 2023	Year ended March 31, 2022
Balance as at April 1	With the Company	27.38	43.59
	In separate CSR unspent account	-	-
Amount required to be spend during the year		27.75	16.21
Amount spent during the year	From the Company's bank account	5.48	-
	From separate unspent CSR unspent account	-	-
Balance as at March 31	With the Company	-	-
	In separate CSR unspent account	-	-
	Carry forward in CSR amount	5.11	27.38

Note 40 Segmental information

In accordance with Ind AS 108 - Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.

Note 41 Other Financial Information (Ratios as per the Schedule III requirements)

a) Current Ratio = Current Assets divided by Current Liabilities

	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Current Asset	43451.22	30534.78
Current Liabilities	5312.68	5421.05
Ratio	8.18	5.63
% Change from previous period / year	45%	

Reason for change more than 25%: The increase is attributable to additional Inter Corporate Deposit given during the year .

b) Debt Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current and non-current borrowings.

Total Debt (D)	-	288.54
Total Equity (E)	63932.92	42271.53
Ratio	-	0.01
% Change from previous period / year	Nil	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

- c) **Debt Service Coverage Ratio = Earnings available for debt services divided by the Total interest and principal repayments**

	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Profit after tax	23285.25	4770.35
Add: Non cash operating expenses and finance cost		
- Depreciation and amortizations	538.58	357.34
- Interest cost on borrowings	50.20	35.27
- Provision for doubtful debts	573.90	154.59
Earnings available for debt service	24447.93	5317.55
Interest cost on borrowings	50.20	35.27
Lease rental payments	-	34.53
Total interest and principal repayments	50.20	69.80
Ratio	487.01	76.18
% Change from previous period / year	539%	

Reason for change more than 25%: The increase is attributable to increase in profit after tax on account of income increased in the year

- d) **Return on Equity Ratio = Profit after tax divided by Average Shareholder's equity**

Profit after tax	23285.25	4770.35
Average Shareholder's equity	53102.23	40893.02
Ratio	43.85%	11.67%
Changes in basis points(bps) from year	32.18	
% Change from previous period / year	276%	

Reason for change more than 25%: The increase is attributable to increase in income during the year

- e) **Inventory turnover ratio = Cost of Goods sold divided by Average Inventory**

Cost of Goods sold	6173.13	3518.25
Average Inventory	2612.16	2233.91
Ratio	2.36	1.57
% Change from previous period / year	50%	

Reason for change more than 25%: The increase is attributable to increase

- f) **Trade receivables turnover ratio = Credit sales divided by Closing trade receivables**

Revenue from operations	17510.50	12126.66
Average trade receivables	2060.01	1840.69
Ratio	8.50	6.59
% Change from previous period / year	29%	

Reason for change more than 25%: The decrease is attributable to increase in revenue for the period as compared to yearend

- g) **Trade payables turnover ratio = Credit purchases divided by closing trade payables**

	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Credit Purchases/ expenses	13365.22	10305.30
Average trade payables	2622.76	2466.25
Ratio	5.10	4.18
% Change from previous period / year	22%	

Notes to Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

- h) **Net capital turnover ratio = Sales divided by Net working capital whereas net working capital = current assets - current liabilities.**

	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Revenue from operations	17510.50	12126.66
Net working capital	38138.54	25113.73
Ratio	0.46	0.48
% Change from previous period / year	(5%)	

Reason for change more than 25%: The increase is attributable to additional Inter Corporate Deposit given during the year .

- i) **Profit ratio = Profit after tax divided by Sales**

Profit after tax ¹	23285.25	4770.35
Revenue from operations	17510.50	12126.66
Ratio	132.98%	39.34%
Changes in basis points (bps)	132.98	39.34
% Change from previous period / year	238%	

Reason for change more than 25%: The increase is attributable to increase in income for the period as compared to yearend .

- j) **Return on Capital Employed= Earning before interest and taxes divided by Capital Employed**

Profit before tax	35599.24	5831.44
Add: Finance Cost	107.48	139.91
Earning before interest and taxes	35706.72	5971.35
Tangible Net worth	63932.92	42271.53
Total Debt	-	288.54
Total Capital Employed	63932.92	42560.07
Ratio = Earning before interest and taxes / Capital Employed	0.56	0.14
% Change from previous period / year	298%	

Reason for change more than 25%: The increase is attributable to increase in income for the period as compared to yearend .

- k) **Return on investment= income from investment divided by investment**

Average Investment made from Treasury funds	776.55	738.84
Income from investments	32.53	35.21
Ratio	0.04	0.05
% Change from previous period / year	-12%	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 42. Disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.”

S. No	Nature of Transaction (loans given/investment made/ guarantee given/security provided)	Purpose for which the loan/ guarantee/ security is proposed to be utilised by the recipient	Balance as at		Movement during the Year	Maximum Outstanding	
			March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
1	Inter corporate deposits						
	Wholly owned subsidiaries:						
	a) IDL Explosives Limited (Refer note 38)	Working capital	3104	7604	(4500)	3104	7604
	b) APDL Estates Limited (Refer note 45(i))	Working capital	-	1900	(1900)	-	1900
	Other Companies:						
	Hinduja Group Limited	General purpose- Repayment of borrowing	33150	15200	17950	32450	19700
2	Guarantees						
	Wholly owned subsidiaries HGHL Holdings Limited (Refer note 37 B(a))	Investment in 57 Whitehall S.A.R.L, Luxembourg.	164340	151585	12755	164340	151585
	Other Companies:						
	Hinduja national power corporation limited (Refer note 37(2))	to obtain loan from banks	109600	109600	-	109600	109600
3	Investment in fully paid-up equity instruments and current investments		Refer Note 8				

Note 43. Other statutory information

The MCA wide notification dated March 24, 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures. Amendments are applicable from April 1, 2021. The Company has incorporated the changes as per the said amendment in the financial statements and has also changed comparative numbers wherever applicable.

Previous period figures have been re-grouped / re-classified to conform to below requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April 2021:

Other Statutory Information:

- The Company do not have any Benami property and neither any proceedings have been initiated or is pending against the Company for holding any Benami property.
- The Company do not have any transactions with companies struck off.
- Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not been declared a wilful defaulter by any bank or financial institution or any other lender during the current period.
- 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 person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- All quarterly returns or statements of current assets are filed by the company with banks or financial institutions and are in agreement with the books of accounts.
- The loan has been utilized for the purpose for which it was obtained and no short term funds have been used for long term purpose.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 44 Earnings per share (EPS)

	Year ended March 31, 2023	Year ended March 31, 2022
Profit after tax	23285.25	4770.35
Number of shares outstanding at the year end (in lakhs) (Refer note 16)	495.72	495.72
Weighted average number of equity shares (in lakhs) (Refer note 16)	495.72	495.72
Basic (Rs)	46.97	9.62
Diluted (Rs)	46.97	9.62

Note 45 Other Notes

i) Amalgamation of APDL Estates Limited :

Scheme of Arrangement for amalgamation ('the scheme') of APDL Estates Limited with the Company has been approved by the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench vide order issued on March 21, 2023. The Company has filed the Order of the Hon'ble NCLT with Registrar of Companies ('ROC') on April 04, 2023. The scheme has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations, 2022.

ii) Pursuant to the approval of the shareholders of the Company at the 61st Annual General Meeting held on July 27, 2022, the Company had disbursed during the period the final dividend for the Financial year 2021-22 @ Rs.3 per equity share (i.e. 150% of the face value of Rs.2 each) aggregating to Rs.1,487.18.

iii) The Board has recommended a Dividend of Rs. 5 per share (250%) for the financial year 2022-23 and a Special Dividend of Rs.5 per share (250%), totalling to a Dividend of Rs.10 per share (500%), subject to approval of Members at the ensuing Annual General Meeting.

As per our report of even date attached

for **Haribhakti & Co LLP**

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

for and on behalf of the Board of Directors of GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Snehal Shah

Partner

Membership number:048539

Pankaj Kumar

Managing Director and Chief Executive Officer

DIN : 08460825

Sudhanshu Kumar Tripathi

Chairman

DIN :06431686

Place: Mumbai

Date: May 30, 2023

A. Satyanarayana

Company Secretary

FCS number:5011

Ravi Jain

Chief Financial Officer

Independent Auditor's Report

To the Members of GOCL Corporation Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of GOCL Corporation Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor on separate Ind AS financial statements and on the other financial information of the subsidiary the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit (including other comprehensive income), their consolidated changes in equity

and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) 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 Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and 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 opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>Revenue Recognition</p> <p>(Refer note 28 to the Consolidated Ind AS financial statements)</p> <p>The Group's revenue is primarily derived from sale of energetics products, commercial explosives and special products manufactured for Defence and Space.</p> <p>Revenue is an important measure of the Group's success. Due to various factors like investor expectations and performance incentives, there can be pressure to meet revenue targets within a specific time frame. However, there is a risk of fraud when revenue is overstated by recognizing it in the wrong period or before it is actually earned from a genuine customer.</p>	<p>Our audit procedures included:</p> <p>a) Design and Implementation of internal financial controls -</p> <p>We have done a process understanding of the revenue streams to identify the risk and controls associated with the process. Basis the process understanding, we have done a walkthrough procedure to understand and evaluate the control design and implementation as established by the management over revenue recognition.</p> <p>b) Validation of Accounting Policy -</p> <p>We compared the Group's revenue recognition accounting policy with relevant accounting standards to assess its appropriateness.</p> <p>c) Control testing -</p> <p>We have identified the list of key controls from the walkthrough procedure to be verified for further control testing. We have tested the key controls to evaluate and verify the operating effectiveness of the controls placed in the process.</p>

	<p>d) Test of details –</p> <ul style="list-style-type: none"> • Verified the revenue recognized in respect of each of the revenue streams on sample basis along with invoices raised and relevant supporting documents such as underlying agreement/ contract entered into with the customers. We have verified and assessed the revenue recognition working with the requirements of Ind AS 115. • Verified the judgement and estimates made by the management in revenue recognition. • Verified the cut-off procedure with respect to revenue.
<p>2. <u>Legal Actions and Contingent Liabilities</u> (Refer note 40 to the Consolidated Ind AS financial statements)</p> <p>During its regular operations, the Group encounters various tax challenges from local tax authorities in multiple jurisdictions. These challenges encompass a wide range of tax matters, both direct and indirect in nature.</p> <p>The complexities present involve considerable uncertainty, resolution timelines, and potential financial impact of taxation and litigation exposures have led to their identification as key audit matters. Consequently, the litigations directly affect the accounting and disclosures presented in the consolidated Ind AS financial statements. These matters require significant management judgement to assess the associated risks, including the possibility of inadequate provision or disclosure for each case.</p>	<p>Our audit procedures included:</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigations and contingent liabilities; • Obtained the summary of Group's legal and tax cases and assessed management's position through discussions with the in-house legal compliance officer, Head of Tax and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss; • Reviewed and analyzed relevant key correspondence, orders, appeals documents, and external legal opinions/ consultations obtained by the Group; • Evaluated the Group's estimation of potential outcomes for the disputed cases by taking into account legal precedence, along with other relevant judicial rulings; and • Assessed the relevant disclosures made within the financial statements to address whether they reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.
<p>3. <u>Recoverability of loan granted to Other Company</u> (Refer note 16 to the Consolidated Ind AS financial statements)</p> <p>The Group has extended a loan to another company, with an outstanding balance of Rs. 33,150 Lakhs as of March 31, 2023.</p> <p>Assessing the recoverability of loans involves making significant judgements, particularly in cases where the loan may become unrecoverable due to an event or the recoverable amount may be less than the recorded value. Considering these factors, the Group faces a risk related to the recoverability of the loan. As a result, we have identified this as a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the loan granting process, including the necessary approvals and the established limits for granting loans. • Verified the purpose of the loan and ensured that it aligns with the designated maximum loan amount permitted. • Examined the terms of repayment and the security arrangements associated with the loan. • Verified the loan transactions by comparing them with the corresponding entries in the bank statements. • Independently recalculated the interest income generated from the loans to ensure accuracy. • Obtained the financial statements of the borrower and verified their net worth. • Requested and verified balance confirmations as of March 31, 2023, to validate the loan balance. • Assessed the borrower's credibility in terms of loan recoverability by discussing with management and reviewing their repayment history.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Directors' Report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS 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 consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and the reports of other auditor, 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the

Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 consolidated Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 Holding Company, its subsidiary companies which are companies incorporated in India, have 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 ability of the Group 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 consolidated Ind AS 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 consolidated Ind AS financial statements of the current year 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.

Other Matter

- (a) We did not audit the Ind AS financial statements of one subsidiary, whose Ind AS financial statements reflects total assets of Rs. 2,41,359.20 Lakhs and net assets of Rs. 78,473.04 Lakhs as at March 31, 2023, total revenues of Nil and net cash outflow amounting to Rs. 411.31 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. This Ind AS financial statement have been audited by other auditor whose report have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

The said subsidiary is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

- (b) The audit of consolidated Ind AS financial statements for the year ended March 31, 2022, was carried out and reported by BSR & Associates LLP, vide their unmodified audit report dated May 27, 2022, whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit of the consolidated Ind AS financial statements.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

- (1) With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiary included in the consolidated Ind AS financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications

or adverse remarks in the aforesaid CARO reports except as given in our CARO reports of the standalone Ind AS financial statements of the Holding Company and Subsidiary Company.

This report does not contain a statement on the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government of India in terms of section 143(11) of the Act with respect to one subsidiary company included in the consolidated Ind AS financial statements of the Holding Company, since in our opinion and according to the information and explanations given to us, the said Order is not applicable to the subsidiary, being foreign company which is a company or body corporate incorporated outside India.

(2) As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate Ind AS financial statements and the other financial information of subsidiaries as noted in the Other Matters section above we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 and taken on record by the Board of Directors of the Holding Company and its subsidiary companies, incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure 1";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company, the remuneration paid/ provided to their directors during the year by the Holding Company is in accordance with the provisions of section 197 of the Act;
- h. 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 consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 40 to the consolidated Ind AS financial statements;
 - (ii) The Group did not have any material foreseeable losses on long term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
 - (iv) (a) Based on our audit report on separate Ind AS financial statements of the Holding Company and its subsidiary company, incorporated in India whose financial statements have been audited under the Act, the management of the Holding Company and the respective management of the aforesaid subsidiary, have represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts of the consolidated Ind AS financial statements, 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 Group 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 Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iv) (b) Based on our audit report on separate Ind AS financial statements of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act, the management of the Holding Company and the respective management of the aforesaid subsidiary, have represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts of the consolidated Ind AS financial statements, no funds have been received by the Group, from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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;
- (iv) (c) Based on the audit procedures that are considered reasonable and appropriate in the circumstances whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As stated in Note 48 (ii) & (iii) to the consolidated Ind AS financial statements:
- (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in compliance with section 123 of the Act, as applicable.
- (b) The interim dividend declared and paid by the Holding Company during the year and until the date of this report is in compliance with section 123 of the Act.
- (c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in compliance with section 123 of the Act, as applicable.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Snehal Shah

Partner

Membership No. 048539

UDIN: 23048539BGYHUY3385

Place: Mumbai

Date: May 30, 2023

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of GOCL CORPORATION LIMITED on the consolidated Ind AS financial statements for the year ended March 31, 2023]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of GOCL Corporation Limited ("Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company, which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding 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 respective 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of Holding Company and its subsidiary company, which is company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards

on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 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 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 with reference to 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 internal financial controls with reference to financial statements of Holding Company and its subsidiary company.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control 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 control 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls 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 with reference to financial statements to future periods are subject to the risk that the internal financial control 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 and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which is company incorporated in India, have, in all material respects, adequate internal financial controls with reference to financial statements and such

internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Snehal Shah

Partner

Membership No. 048539

UDIN: 23048539BGYHUY3385

Place: Mumbai

Date: May 30, 2023

Consolidated Balance Sheet

as at March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	9329.77	8428.62
Capital work-in-progress	4	121.74	348.00
Investment property	5	21711.34	21798.55
Goodwill	6	-	35.41
Intangible assets	7	218.07	9.95
Biological assets other than bearer plants	8	36.50	36.50
Financial assets			
(a) Investments	9	24.37	4502.14
(b) Loans	16	112983.75	151585.00
(c) Derivative asset	10	-	12761.04
(d) Other financial assets	11	166.27	336.77
Income tax assets (net)	23b	1153.43	1703.94
Deferred tax assets (net)	23a	849.75	522.39
Other non-current assets	12	1615.96	2194.91
Total Non-current assets		148210.95	204263.22
Current assets			
Inventories	13	20373.63	17126.43
Financial assets			
(a) Investments	9	4855.35	-
(b) Derivative asset	10	12788.02	-
(c) Trade receivables	14	8924.52	6592.15
(d) Cash and cash equivalents	15a	4064.15	3438.43
(e) Bank balances other than (d) above	15b	3877.63	8571.30
(f) Loans	16	138645.81	62515.30
(g) Other financial assets	11	2867.44	2139.06
Other current assets	12	5840.25	3881.84
Total current assets		202236.80	104264.51
Assets held for sale	17	-	15796.11
TOTAL ASSETS		350447.75	324323.84
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	991.45	991.45
Other equity	19	139958.66	114179.90
Total equity		140950.11	115171.35
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(a) Borrowings	20	112266.33	149119.89
(b) Other financial liabilities	21	-	113.57
Provisions	22	9409.38	9734.75
Deferred tax liabilities (net)	23a	646.62	1468.53
Total non-current liabilities		122322.33	160436.74
Current liabilities			
Financial liabilities			
(a) Borrowings	24	64480.04	10376.78
(b) Trade payables	27	-	-
Total outstanding dues of micro and small enterprises		179.90	107.30
Total outstanding dues of creditors other than micro and small enterprises		17971.72	11891.66
(c) Other financial liabilities	21	3863.14	2790.03
Other current liabilities	25	359.39	714.72
Provisions	22	166.43	206.00
Income tax liabilities	23c	154.69	33.00
Total current liabilities		87175.31	26119.49
Liabilities associated with assets held for sale	26	-	22596.26
TOTAL LIABILITIES		209497.64	209152.49
TOTAL EQUITY AND LIABILITIES		350447.75	324323.84
Corporate Information and significant accounting policies	1 and 2		
The accompanying notes forming part of the Consolidated Financial Statements			

As per our report of even date attached

for and on behalf of the Board of Directors of GOCL Corporation Limited

CIN: L24292TG1961PLC000876

for Haribhakti & Co LLP

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

Snehal Shah

Partner

Membership number:048539

Place: Mumbai

Date: May 30, 2023

Pankaj Kumar

Managing Director and Chief Executive Officer

DIN : 08460825

A. Satyanarayana

Company Secretary

FCS number:5011

Sudhanshu Kumar Tripathi

Chairman

DIN :06431686

Ravi Jain

Chief Financial Officer

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
I Income			
Revenue from operations	28	92077.21	49815.47
Other income	29	48894.25	12439.20
Total income (I)		140971.46	62254.67
II Expenses			
Cost of materials consumed	30	73170.38	34387.66
Purchase of Stock-in-Trade	31	104.40	79.72
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	32	(577.12)	(686.65)
Employee benefits expense	33	6362.41	5470.47
Finance costs	34	11855.28	5703.28
Depreciation and amortisation expenses	35	1045.79	865.99
Other expenses	36	15102.36	10140.52
Total expenses (II)		107063.50	55960.99
III Profit before exceptional items and tax (I-II)		33907.96	6293.68
Exceptional items	49	(1021.97)	12761.04
III. Profit before tax		32885.99	19054.72
IV Tax expense			
Current tax	23	12740.14	1314.05
Deferred tax charge/ (credit)	23	(969.47)	131.05
Total tax expense (IV)		11770.67	1445.10
V Profit for the year (III-IV)		21115.32	17609.62
VI Other comprehensive income			
A. Items that will be reclassified subsequently to profit or loss			
(a) Exchange differences on translation of financial statements of foreign operations		6019.62	348.19
B. Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurements of the defined benefit plans		(13.44)	(31.80)
(b) Net changes in fair values of instruments held in equity shares carried at fair value through other comprehensive income		-	(3853.36)
(c) Diminution in value of equity investment		-	(13451.46)
(d) Income tax relating to items that will not be reclassified to profit or loss		3.29	9.70
VII Total other comprehensive (loss)/income		6009.47	(16978.73)
VIII Total comprehensive income for the year		27124.79	630.89
Earnings per equity share (face value of Rs. 2 per share)			
Basic (Rs)	44	42.59	35.52
Diluted (Rs)	44	42.59	35.52
Corporate information and significant accounting policies	1 and 2		
The accompanying notes forming part of the Consolidated Financial Statements			

As per our report of even date attached

for Haribhakti & Co LLP

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

Snehal Shah

Partner

Membership number:048539

Place: Mumbai

Date: May 30, 2023

for and on behalf of the Board of Directors of GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Pankaj Kumar

Managing Director and Chief Executive Officer

DIN : 08460825

A. Satyanarayana

Company Secretary

FCS number:5011

Sudhanshu Kumar Tripathi

Chairman

DIN :06431686

Ravi Jain

Chief Financial Officer

Consolidated Statement of Cash Flow for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	For the year ended March 31, 2023		For the year ended March 31, 2022	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		32885.99		19054.72
Adjustments for:				
Depreciation and amortisation expense	1045.79		865.99	
Dividend income	(2.22)		(1179.27)	
Profit on sale of property, plant and equipment	(28941.27)		(6.56)	
Gain on fair valuation measurement of financial assets	(0.75)		(1.60)	
Fair valuation Loss/(gain) on derivative asset	1021.97		(12761.04)	
Provisions /liabilities no longer required written back	(59.16)		(179.04)	
Provision for doubtful debts, trade receivables and loans & advances	607.18		175.86	
Interest income	(18182.33)		(9212.40)	
Unrealised gain on foreign exchange fluctuations, net	4641.19		(410.17)	
Finance costs	11855.28	(28014.32)	5703.28	(17004.95)
Operating profit before working capital changes		4871.67		2049.77
Changes in working capital:				
Increase in trade receivables and financial/ non-financial assets	(4060.08)		(3619.29)	
Increase in inventories	(3247.20)		(11169.91)	
Increase in trade payables, financial/other liabilities and provisions	6839.88	(467.40)	8324.16	(6465.04)
Net Cash generated /(used in) from operations		4404.27		(4415.27)
Income Taxes paid (net of refunds)		(12067.94)		(1756.04)
Net cash (used in) from operating activities - (a)		(7663.67)		(6171.31)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(1951.75)		(1091.49)	
Proceeds from sale of property, plant and equipment	22148.65		26.30	
Proceeds from sale of non-current investments	-		36873.17	
Investment in wholly owned subsidiary	-		(819.40)	
Advance received against sale of Land	-		22596.26	
Investments in bank deposits	(25653.61)		(27420.67)	
Redemption of bank deposits	30555.28		19922.58	
Loan to Companies				
Given	(58027.68)		(95971.12)	
Realised	33100.00		4500.00	
Interest received	17100.90		8040.00	
Dividend received	2.22		1179.27	
Net cash generated /(used in) from investing activities - (b)		17274.01		(32165.10)
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long-term borrowings	-		41472.96	
Repayment of long-term borrowings	-		(186.65)	
Proceeds / (repayment) of short-term borrowings (net)	4010.98		4998.69	
Finance costs paid	(11508.43)		(5521.40)	
Payment of lease liabilities	-		(34.53)	
Dividends paid	(1487.17)		(1982.90)	
Net cash (used in) / generated from financing activities - (c)		(8984.62)		38746.17
Net (decrease) / increase in cash and cash equivalents (A+B+C)		625.72		409.76
Cash and cash equivalents as at the beginning of the year		3438.43		3020.08
Add: Cash and cash equivalents transferred pursuant to the Scheme of Amalgamation/Merger		-		8.59
Cash and cash equivalents as at the end of the year (Refer note below)		4064.15		3438.43

Consolidated Statement of Cash Flow for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents comprise (Refer Note 15a):		
Cash on hand	7.42	6.91
Balances with banks:		
In Current accounts	3650.96	3358.09
In EEFC account	404.06	73.43
In Deposits accounts	1.71	-
	4064.15	3438.43

The above statement of Cash flow has been prepared under the "Indirect method as set out in Ind AS 7 " Statement of Cash flow"

Borrowings movement

Reconciliation between opening and closing balances in the Balance sheet for liabilities and financial assets arising from financing activities for movement in statement of cash flow are given below.

	Long - term borrowings	Short - term borrowings	Total
As at March 31, 2021	108127.73	3017.81	111145.54
Net change	(186.65)	4998.69	4812.04
Non-cash changes	41365.46	1764.06	43129.52
As at March 31, 2022	149306.54	9780.56	159087.10
Net change	-	4010.98	4010.98
Non-cash changes	12601.58	290.29	12891.87
As at March 31, 2023	161908.12	14081.83	175989.95

See accompanying notes forming part of the Consolidated Financial Statements

As per our report of even date attached

for **Haribhakti & Co LLP**

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

Snehal Shah

Partner

Membership number:048539

Place: Mumbai

Date: May 30, 2023

for and on behalf of the Board of Directors of GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Pankaj Kumar

Managing Director and Chief Executive Officer

DIN : 08460825

A. Satyanarayana

Company Secretary

FCS number:5011

Sudhanshu Kumar Tripathi

Chairman

DIN :06431686

Ravi Jain

Chief Financial Officer

Consolidated Statement of Changes in Equity

for the period ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

(A) Equity share capital (Refer note 18)

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares of Rs. 2 each issued, subscribed and fully paid				
Balance at the beginning of the reporting period	49572490	991.45	49572490	991.45
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	49572490	991.45	49572490	991.45

(B) Other Equity (Refer note 19)

	Reserves and surplus			Foreign Currency Translation Reserve	Other items of other comprehensive income	Total
	General reserve	Capital reserve	Retained earnings			
Balance as at March 31, 2021	20937.82	0.78	55125.74	4708.48	34759.10	115531.92
Profit for the year	-	-	17609.62	-	-	17609.62
Remeasurement of defined benefit plan, net of tax effect	-	-	(22.10)	-	-	(22.10)
Exchange difference arising on translation of foreign operations	-	-	-	348.18	-	348.18
Dividends paid	-	-	(1982.90)	-	-	(1982.90)
Net changes in fair values of instruments in equity shares carried at fair value through other comprehensive income	-	-	-	-	(3853.36)	(3853.36)
Diminution in value of equity investment	-	-	-	-	(13451.46)	(13451.46)
Reclassification of gain on sale of Investments previously recognised in other comprehensive income	-	-	30905.74	-	(30905.74)	-
Balance as at March 31, 2022	20937.82	0.78	101636.10	5056.66	(13451.46)	114179.90
Profit for the year	-	-	21115.32	-	-	21115.32
Remeasurement of defined benefit plan, net of tax effect	-	-	(10.15)	-	-	(10.15)
Exchange difference arising on translation of foreign operations	-	-	-	6019.62	-	6019.62
Dividends paid	-	-	(1487.17)	-	-	(1487.17)
Adjustment on account of merger of APDL Estates Limited	-	-	(35.41)	-	-	(35.41)
Deferred tax assets adjustment	-	-	176.55	-	-	176.55
Balance as at March 31, 2023	20937.82	0.78	121395.24	11076.28	(13451.46)	139958.66

See accompanying notes forming part of the Consolidated Financial Statements

As per our report of even date attached

for **Haribhakti & Co LLP**

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

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Chief Financial Officer

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

COMPANY OVERVIEW

1. COMPANY INFORMATION

GOCL Corporation Limited (“GOCL Corporation Limited” or the “parent company” or ‘the Company’), together with its subsidiaries (collectively, the “Group”) is a public limited Company domiciled in India, with its registered office situated at IDL Road, Kukatpally, Hyderabad- 500 072, Telangana. The Company is in the business of Energetics, Mining & Infrastructure Services and Realty. The Company’s shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India.

Basis of preparation, Measurement :

A. Statement of compliance:

- The Consolidated Financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (‘the Act’) and other relevant provision of the Act.
- These Consolidated financial statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group annual reporting date, March 31, 2023
- The Consolidated financial statements were authorised for issue by the Company’s Board of Directors on May 30, 2023
- Details of the Group accounting policies are included in Note 2.

B. Functional and presentation currency:

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Group functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lakhs except share data or as otherwise stated.

C. Basis of measurement:

The financial Consolidated statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgement:

The preparation of these consolidated financial statements is in conformity with the recognition and measurement principles of Ind AS requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the financial statements in the year in which changes are made, if material, their effects are disclosed in the notes to the financial statements.”

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are:

Impairment of trade receivables

The Group has measured the lifetime expected credit loss by using practical expedients. It has accordingly used a provision matrix derived by using a flow rate model to measure the expected credit losses for trade receivables. Further, need for incremental provisions have been evaluated on a case to case basis where forward looking information on the financial health of a customer is available and in cases where there is an ongoing litigation/ dispute.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent there is reasonable certainty of future taxable income which will be available against the deductible temporary differences, unused tax losses and depreciation carry-forwards.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Defined benefit plans

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Provisions and contingent liabilities

“The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. Provisions are not recognised for future operating losses. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

The Group uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed 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 Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease. Contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow 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.

Measurement of fair values:

A number of the Group accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group 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.

2. SIGNIFICANT ACCOUNTING POLICIES :

The accounting policies set out below have been applied consistently to all periods presented in these Consolidated financial statements, unless otherwise indicated.

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in, or is intended for sale or consumption in, the group normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within 12 months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in the Group operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within 12 months after the reporting date; or
- iv) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and the time between the acquisition of assets for processing and

their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

a. Basis of consolidation

i. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Group are consolidated on line-by-line basis. Intra-group transactions, balances and any unrealised gains arising from intra-group transactions, are eliminated. Unrealised losses are eliminated, but only to the extent that there is no evidence of impairment. All temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions are recognised as per Ind AS 12, Income Taxes.

ii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related Non Controlling Interests and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

b. Foreign currency transactions:

The financial statements are presented in Indian rupees, the functional currency of the Group. Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the statement of profit and loss and are transferred to Foreign Currency Translation Reserve (as applicable) Non monetary assets are recorded at the rate prevailing on the date of transaction.

c. Financial instruments:

i. Recognition and initial measurement:

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability, except trade receivable which is recorded initially at transaction price, is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii Classification and subsequent measurement:

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through other comprehensive income (FVOCI) – equity investment; or
- Fair value to profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets 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 on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the

investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gain and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

Financial liabilities:

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the statement of profit and loss.

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.”

iii. Derecognition:

Financial assets:

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities:

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

iv. Offsetting:

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments:

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk and put option to sell the investment in equity instruments. Such derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are recognised in the statement of profit and loss account. Derivatives are carried as financial asset when the fair value is positive and as financial liability when fair value is negative.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

d. Property, plant and equipment and capital work-in-progress:

i. Recognition and measurement:

Property, plant and equipment:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Incomes and expenses related to the incidental operations not necessary to bring the item to the location and the condition necessary for it to be capable of operating in the manner intended by Management are recognized in the Statement of profit and loss.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Capital work-in-progress:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets. Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

Leasehold land and leasehold improvements are amortised over the period of the lease.

The estimated useful lives of items of property, plant and equipment are estimated by the Management, which are equal to the life prescribed under the Schedule II of the Act.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

e. Intangible assets:

i. Recognition:

Other intangible assets are initially measured at the cost. The cost of an intangible asset comprises its purchase price including duties and taxes and any costs directly attributable to making the asset ready for their intended use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of statement of profit and loss as incurred.

iii. Amortisation:

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss.

Asset	Years
- Software	6
- Water rights	6

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

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f. Investment property:

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on Investment Property is provided using the straight line method based on the useful lives specified in Schedule II to the Companies Act, 2013.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

The fair values of investment property is disclosed in the notes. Fair values is determined either by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued or stamp duty price available on the government website/ with the registration and stamps department.

Disposals

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from the retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss on the date of retirement or disposal.

g. Inventories:

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a transaction moving weighted average basis, and includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share

of fixed production overheads on normal operating capacity. Cost includes direct materials, labour, freight inwards, other direct cost, a proportion of manufacturing overheads based on normal operating capacity, net of refundable duties, levies and taxes wherever applicable.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

h. Impairment:

Financial assets (other than at fair value)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses ('ECL') to be measured through a loss allowance. The Group recognises lifetime expected losses for trade receivables including unbilled receivables and contract assets that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined

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on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset neither exceeds its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. Goodwill has indefinite useful life and tested for impairment annually.

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-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 of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used

i. Employee benefits:

Short-Term Employee Benefits

Short-term employee benefits including salaries and performance incentives, are charged to standalone statement of profit and loss on an undiscounted, accrual basis during the period of employment.

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Group providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Group has no obligation, other than the contribution payable to the funds.

Eligible employees of the Group receive benefits from provident fund, which is defined contribution plan. Both the eligible employees and the Group make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Group has no further obligation to the plan beyond its monthly contributions.

Defined benefit plans:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The parent company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC), for future payment of gratuity to the employees. The Group accounts for gratuity liability of its employees on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

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When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Compensated absences:

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of actuarial valuation using the projected unit credit method.

Bonus plans:

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually obliged or where there is a contractual obligation.

j. Revenue

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of the goods sold and services rendered is net of variable considerations on account of various discounts and schemes offered by the company as part of the contract.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

"Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Contract Liabilities are recognised when there is billing in excess of revenue and advance received from customers.

Sale of goods:

The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Export incentives are accounted for to the extent considered recoverable by the management.

Sales of services:

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

An estimate is made for powder factor or price fall clause provision and a corresponding liability is recognised for this amount using a best estimate based on accumulated experience.

The Group estimates provision for powder factor on revenue from sale of products to certain customers which is generally the percentage of blast output achieved at the time of blasting of the products at the customer's site. Powder factor is based on the agreement with customer, volume of output achieved at the site, which is measured at a later date. Accordingly, the provision is made based on the likely powder factor to be achieved on current sales of products, which is reduced from the revenue for the period.

k. Recognition of interest income or expense, guarantee commission income and dividend:

Interest income is recognized on a time proportion basis considering the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

The Group has adopted gross approach under Ind AS 109 and has recorded corporate guarantee liability and asset equivalent to the fair value of the future premium receivable. The fair value of the financial guarantee contract at inception is likely to equal the premium receivable over the agreement period. The Group recognizes a liability for the amount of premium to be receivable over the period and subsequently measure the financial guarantee contract at the higher of the amount of loss allowance determined

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in accordance with Ind AS 109 and the amount initially recognised, less cumulative amount of income recognised (based on amortisation of the premium) in accordance with Ind AS. Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Group as at fair value through profit or loss are recognised in Statement of Profit and Loss.

Revenue is recognised when the Group's right to receive the dividend is established by the reporting date. Dividend income is included under the head 'Other income' in the statement of profit and loss.

I. Income-tax:

Income-tax comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax is recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

ii. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of

assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable statement of profit and loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax for the year. The Group recognises MAT credit available as deferred tax asset only when there is convincing evidence that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is

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allowed to be utilised. In the year in which the Group recognises MAT credit as an asset, it is created by way of credit to the Statement of Profit and Loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

m. Borrowing cost:

Borrowing costs include interest, amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Interest expense on borrowings is recorded using the effective interest rate (EIR). EIR is the rate that 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 assets. When calculating the EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

n. Provision, contingent liabilities and contingent assets:

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Onerous contracts:

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

o. Earnings per share:

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

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p. Statement of cash flows

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

q. Cash and cash equivalents:

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

r. Biological assets:

Biological assets i.e. living animals, are measured at fair value less cost to sell. Costs to sell include the minimal transportation charges for transporting the cattle to the market but excludes finance costs and income taxes. Changes in fair value of livestock are recognised in the statement of profit and loss. Costs such as vaccination, fodder and other expenses are expensed as incurred.

s. Events after reporting date:

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

t. Leases:

The Group 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.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (f) Impairment of non-financial assets.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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As per IND AS 116 applicable w.e.f. April 1, 2019

Company as a lessee

The Group lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

u. Segment reporting - Identification of segments

The Company classified Non-current assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such assets are presented separately in the Balance Sheet, in the line "Assets held for sale" and "Liabilities associated with assets held for sale" respectively. Once classified as held for sale, Investment property is no longer amortised or depreciated. Such assets held for sale are stated at the lower of carrying amount and fair value less costs to sell.

v. Standards issued but not effective

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's

Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

Amendment to Ind AS 1 "Presentation of Financial Instruments"

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Amendment to Ind AS 12 "Income Taxes"

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary

Amendment to Ind AS 8 "Accounting Policies,

Changes in Accounting Estimates and Errors" The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

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Note 3 Property, plant and equipment

Description of Assets	Land-Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Computers	ROU Assets	Total
I. Gross carrying amount (at cost or deemed cost)									
Balance as at March 31, 2021	103.8	2253.52	7574.94	127.68	112.89	295.95	152.14	89.18	10710.10
Acquired on business combination (APDLE)	-	-	10.21	-	-	-	-	-	10.21
Additions	-	345.85	738.69	10.03	32.45	74.61	46.68	-	1248.31
Disposals	-	-	(31.20)	-	(1.33)	(90.05)	(12.23)	-	(134.81)
Balance as at March 31, 2022	103.8	2599.37	8292.64	137.71	144.01	280.51	186.59	89.18	11833.81
Additions	474.01	255.67	656.15	60.08	88.31	81.81	226.57	-	1,842.60
Disposals	-	(1.11)	(28.72)	-	(0.83)	(4.33)	(16.85)	-	(51.84)
Balance as at March 31, 2023	577.81	2853.93	8920.07	197.79	231.49	357.99	396.31	89.18	13624.57
II. Accumulated depreciation									
Balance as at March 31, 2021	-	437.49	1788.20	67.70	76.96	192.53	73.54	59.46	2695.88
Acquired on business combination (APDLE)	-	-	3.51	-	-	-	-	-	3.51
Depreciation expense for the year	-	138.59	545.02	14.70	17.25	42.37	33.22	29.72	820.87
Disposals	-	-	(26.06)	-	(1.28)	(76.20)	(11.53)	-	(115.07)
Balance as at March 31, 2022	-	576.08	2310.67	82.40	92.93	158.70	95.23	89.18	3405.19
Depreciation expense for the year	-	180.96	610.39	30.30	29.52	37.22	44.43	-	932.82
Disposals	-	-	(21.39)	-	(0.80)	(4.33)	(16.69)	-	(43.21)
Balance as at March 31, 2023	-	757.04	2899.67	112.70	121.65	191.59	122.97	89.18	4294.80

Net carrying amount :

Balance as at March 31, 2022	103.80	2023.29	5981.97	55.31	51.08	121.81	91.36	-	8428.62
Balance as at March 31, 2023	577.81	2096.89	6020.40	85.09	109.84	166.40	273.34	-	9329.77

Note:

- Refer note 24 for information on property, plant and equipment pledged as security by the Company.
- Refer to note 40 for disclosure of contractual commitments against security of property, plant and equipment.

Note 4 Capital work-in-progress

	As at March 31, 2023	As at March 31, 2022
Opening Balances	348.00	1454.30
Additions	1792.96	1204.03
Capitalised during the year	(2019.22)	(1248.31)
Reclassified as held for sale	-	(1062.02)
Closing Balance	121.74	348.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

CWIP ageing schedule

As at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	121.74	-	-	-	121.74
Projects temporarily suspended	-	-	-	-	-
	121.74	-	-	-	121.74

As at March 31, 2022

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	235.12	4.79	21.93	86.16	348.00
Projects temporarily suspended	-	-	-	-	-
	235.12	4.79	21.93	86.16	348.00

CWIP projects whose completion is overdue or cost has exceeded.

As at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-

As at March 31, 2022

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	55.69	1.00	-	80.22	136.91
Projects temporarily suspended	-	-	-	-	-
	55.69	1.00	-	80.22	136.91

Note 5 Investment properties

Description of Assets	Land	Buildings	Total
I. Gross carrying amount			
Balance as at March 31, 2021	29276.89	69.11	29346.00
Acquired on business combination (APDLE)	5325.17	2338.95	7664.12
Additions	-	-	-
Disposals	-	-	-
Reclassified to asset held for sale	(14734.09)	-	(14734.09)
Balance as at March 31, 2022	19867.97	2408.06	22276.03
Additions	-	14.25	14.25
Disposals	-	-	-
Balance as at March 31, 2023	19867.97	2422.31	22290.28
II. Accumulated depreciation			
Balance as at March 31, 2021	0.05	10.09	10.14
Acquired on business combination (APDLE)	-	428.33	428.33

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 5 Investment properties (contd..)

Description of Assets	Land	Buildings	Total
Depreciation expense for the year	-	39.01	39.01
Disposals	-	-	-
Balance as at March 31, 2022	0.05	477.43	477.48
Depreciation expense for the year	-	101.46	101.46
Disposals	-	-	-
Balance as at March 31, 2023	0.05	578.89	578.94

Net carrying amount :

Balance as at March 31, 2022	19867.92	1930.63	21798.55
Balance as at March 31, 2023	19867.92	1843.42	21711.34

	Year ended March 31, 2023	Year ended March 31, 2022
Rental Income derived from investment property	540.03	311.06
Direct operating expenses that generated rental income during the year	712.13	545.25
Direct operating expenses that did not generated rental income during the year	58.59	1.89
Profit arising from Investment property before depreciation	(230.69)	(135.49)
Less: Depreciation	(101.46)	(39.01)
Profit/loss arising from Investment property	(129.23)	(96.48)

The fair value of value of investment property is Rs 127,687.55 (March 31, 2022 is Rs 116,680.11) based on market assessable data.

“The best evidence of fair value is current prices in an active market for similar properties. Though the Company measures investment property using cost based measurement, the fair value of investment property has been determined by external, independent registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 having appropriate recognised professional qualification and recent experience in the location and category of the property valued. The major inputs used are location, locality, facilities, amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and Ready Reckoner published by the Government. The Company does not have any restriction on the realisability of its investment property and no contractual obligation to purchase, construct and develop immovable property. There is no mortgage on the above mentioned investment property. The company continues to have a Joint Development Agreement with Hinduja Estates Private Limited (HEPL) for part of land situated at Kukatpally”

All resulting fair value estimates for investment properties are included in level 3. The valuation technique used is comparable approach on market basis

Note 6 Goodwill

	As at March 31, 2023	As at March 31, 2022
Excess of consideration paid over cost of acquisition	-	35.41
Balance at end of the year	-	35.41
Balance at beginning of year	35.41	-
Amortisation	-	-
Other adjustment	(35.41)	35.41
Balance at end of the year	-	35.41

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 7 Other intangible assets

Description of Assets	Computer Software	Water Rights	Total
I. Gross carrying amount (at cost or deemed cost)			
Balance as at March 31, 2021	81.14	-	81.14
Additions	3.38	-	3.38
Disposals	(0.71)	-	(0.71)
Balance as at March 31, 2022	83.81	-	83.81
Additions	128.39	91.25	219.64
Disposals	(0.22)	-	(0.22)
Balance as at March 31, 2023	211.98	91.25	303.23
II. Accumulated depreciation and impairment			
Balance as at March 31, 2021	68.46	-	68.46
Depreciation expense for the year	6.11	-	6.11
Disposals	(0.71)	-	(0.71)
Balance as at March 31, 2022	73.86	-	73.86
Depreciation expense for the year	11.48	0.04	11.52
Disposals	(0.22)	-	(0.22)
Balance as at March 31, 2023	85.12	0.04	85.16

Net carrying amount:

Balance as at March 31, 2022	9.95	-	9.95
Balance as at March 31, 2023	126.86	91.21	218.07

Note 8 Biological assets other than bearer plants

	As at March 31, 2023	As at March 31, 2022
Live stock	36.50	36.50
Total	36.50	36.50

Reconciliation of carrying amount

Balance at the beginning of the year	36.50	36.50
Change in fair value	-	-
Purchase of cattle	-	-
Cattle sold/ discarded during the year	-	-
Closing balance at the end of the year	36.50	36.50

As at March 31, 2023, there were 82 cattle (March 31, 2022: 82 cattle) as matured biological assets.

The fair valuation of biological assets is classified as level 2 in the fair value hierarchy as they are determined based on the basis of the best available quote from the nearest market to the farm and on the basis of age of the cattle.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 9 Investments (Contd.)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
I Unquoted Investments				
In equity instruments Carried at fair value through profit or loss				
IDL Chemicals Employees' Co-operative Credit Society Limited - 500 Shares (March 31, 2022 : 500) of Rs.10 each fully paid-up (Rourkela)	0.37	-	0.37	-
Less: Loss allowance	(0.37)	-	(0.37)	-
IDL Chemicals Employees' Co-operative Credit Society Limited - 500 Shares (March 31, 2022 : 500) Equity Shares of Rs.10 each fully paid-up (Hyderabad)	0.37	-	0.37	-
Mangalam Retail Services Limited 12,490 Shares (March 31, 2022: 12,490) Equity Shares of Rs.10 each fully paid-up	1.20	-	1.68	-
In equity instruments at fair value through other comprehensive income				
57 Whitehall Investments S.A.R.L.*	-	20151.91	17929.97	-
Less: Provision for diminution in value of equity investment**	-	(15296.56)	(13451.46)	-
Total (I)	1.57	4855.35	4480.56	-
II Quoted Investments				
In equity instrument Carried at fair value through profit or loss account				
Hinduja Global Solutions Limited 111 Shares (March 31, 2022 : 96) Equity Shares of Rs. 10 each fully paid-up	1.15	-	0.99	-
Nxtdigital Limited 48 Shares (March 31, 2022 : 48 Shares) Equity Shares of Rs.10 each fully paid-up	0.04	-	0.18	-
Indusind Bank Limited 400 Shares (March 31, 2022: 400) Equity Shares of Rs 45 each fully paid -up	4.27	-	3.74	-
Other Investment				
Carried at fair value through profit or loss				
UTI Bond Fund of Unit Trust of India 27,978 units (March 31, 2022 : 27,978 units) of Rs.10 each fully paid-up	17.34	-	16.67	-
Total (II)	22.80	-	21.58	-
Total (I+II)	24.37	4855.35	4502.14	-

Note :

Aggregate book value of quoted investments	22.80	-	21.58	-
Aggregate market value of quoted investments	22.80	-	21.58	-
Aggregate cost of unquoted investments	1.57	4,855.35	4,480.56	-
Aggregate amount of impairment in value of investments	0.37	-	13,451.83	-

Note: For disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, refer note 50(a)

* HGHL Holdings Limited invested in 12,500 equity shares (March 31, 2022: 12,500 shares) at GBP 1,409.26 each (having a nominal value of GBP 1 each) fully paid-up for a total consideration of Rs. 17,929.97 lakhs (GBP 17.62 Million)

** Further, the group has identified an impairment loss of Rs. 13,451.46 lakhs (USD 18.61 Million) in March 31, 2022) on the herein mentioned Equity instruments and the same is recognised in Other comprehensive Income on account of diminution in fair value. The valuation of investments has been determined by an independent valuer on the basis of Combination of Adjusted Net Asset Value Method under the Cost approach and Price of recent transaction method under the Market Approach to arrive at the fair value.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 10 Derivative asset

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Derivative Instrument at fair value through profit or loss				
Derivate not designated as hedge				
Derivative asset*	-	12788.02	12761.04	-
	-	12788.02	12761.04	-

* Derivative instrument is the Put option to sell investment in equity instruments of 57 Whitehall Investments S.A.R.L.

Note 11 Other financial assets

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Security deposits				
- Unsecured, considered good	126.14	148.08	85.06	27.96
- Unsecured, considered doubtful	60.45	-	60.45	-
Less : Allowance for bad and doubtful deposits	(60.45)	-	(60.45)	-
	126.14	148.08	85.06	27.96
Interest accrued	0.97	2691.25	0.10	1610.69
Other receivable	-	28.11	-	500.41
Bank deposits more than 12 months	39.16	-	251.61	-
	40.13	2719.36	251.71	2111.10
	166.27	2867.44	336.77	2139.06

Notes:

The Group's exposure to credit and currency risks, and loss allowances related to other financial assets are disclosed in note 38. For details of current assets hypothecated against borrowings of the Group refer note 24

Note 12 Other assets

(Unsecured considered good, unless otherwise stated)

Capital advances	16.24	-	69.96	-
Other than capital advances				
Prepayments	46.08	166.74	43.28	201.20
Gratuity fund (Refer note 39)	73.92	-	40.15	-
Balance with Government authorities	1479.72	5005.67	2041.52	2720.26
Less: Provision for amount paid under protest	-	(37.60)	-	(37.60)
Advances to employees	-	6.19	-	7.23
Advance to suppliers and service providers				
Considered good	-	699.25	-	990.75
	1615.96	5840.25	2194.91	3881.84

Note 13 Inventories

	As at March 31, 2023		As at March 31, 2022	
Raw materials		6313.37		14248.06
Raw materials in transit		10579.68		106.82
Work-in-progress		1339.74		1028.13
Finished goods*		1524.60		1238.23
Stock-in-trade		155.97		176.82
Stores and spares		225.99		182.53
Packing materials		234.28		145.84
		20373.63		17126.43

* Write down of inventories to net realizable value, provision amount as on date is Rs 430.99 (March 31, 2022: Rs 449.42)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 14 Trade receivables

	As at March 31, 2023	As at March 31, 2022
Trade receivables - current		
considered good - secured	-	8.21
considered good - unsecured	8924.52	6583.94
significant increase in credit risk	300.69	166.04
Less: Loss allowance	(300.69)	(166.04)
credit impaired	1244.81	1521.61
Less: Loss allowance	(1244.81)	(1521.61)
	8924.52	6592.15

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 38.

Trade receivables ageing schedule

As at March 31, 2023

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	1448.74	7176.85	154.87	127.23	16.83	-	8924.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	189.84	15.50	53.74	32.17	81.09	372.34
(ii) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	1173.16	1173.16
	1448.74	7366.69	170.37	180.97	49.00	1254.25	10470.02
Less: Allowance for doubtful trade receivables	-	189.84	15.50	53.74	32.17	1254.25	1545.50
Net Debtors	1448.74	7176.85	154.87	127.23	16.83	-	8924.52

As at March 31, 2022

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	1124.92	4661.50	520.02	331.12	107.25	0.49	6745.30
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	25.92	6.47	0.53	0.31	33.23
(ii) Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 14 Trade receivables (Contd.)

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	6.83	0.10	22.76	127.95	1177.59	1335.23
	1124.92	4668.33	546.04	360.35	235.73	1178.39	8113.76
Less: Allowance for doubtful trade receivables	-	6.83	77.22	102.61	156.56	1178.39	1521.61
Net Debtors	1124.92	4661.50	468.82	257.74	79.17	-	6592.15

Note 15 Cash and bank balances

	As at March 31, 2023	As at March 31, 2022
a. Cash and cash equivalents		
Cash on hand	7.42	6.91
Balances with banks		
In current accounts	3650.96	3358.09
In EEFC account	404.06	73.43
In deposit accounts with maturity period of less than 3 months	1.71	-
Total Cash and cash equivalents	4064.15	3438.43
b. Other bank balances		
Deposits with maturity of less than 12 months.	1348.28	1315.68
In earmarked balances with banks*		
Unclaimed dividend accounts	62.04	66.49
Deposits held as margin money	2467.31	7189.13
Total other bank balances	3877.63	8571.30
Total	7941.78	12009.73

*Earmarked deposits held as margin money is in relation to bank guarantees taken for tender, letter of credits for purchase of raw materials, deposits from customers for performance obligation and deposit under court order. For payables of Unclaimed dividend balances, refer Note 21.

Note 16 Loans

(Unsecured considered good, unless other wise stated)

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Loans to other companies				
57 Whitehall Investments S.A.R.L, Luxembourg (refer note 40(1))	112983.75	51356.25	151585.00	-
IndusInd Finance Ltd	-	54139.56	-	47315.30
Hinduja Group Limited	-	33150.00	-	15200.00
	112983.75	138645.81	151585.00	62515.30

Note :

- Interest on loan given to 57 Whitehall Investments S.A.R.L, Luxembourg shall accrue on the outstanding balance at the rate of 570 bps (5.70%) plus applicable USD libor per annum. Interest is receivable at six monthly intervals. Loan is repayable in 8 halfyearly installments yearly instalments beginning September 2024 and ending September 2027.

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

- Interest on demand deposit given to Indusind Finance Limited bears an interest @ 2.00% to 4.00% per annum and this loan is repayable on demand or one year period, which ever is earlier.
- The Group has given Inter Corporate Deposits to Hinduja Group Limited. During the current year outstanding of loan is an amount of Rs.33,150(2021-22: Rs.15,200) after netting of the repayment of loan. The said loan is repayable on demand or nine months period or lessor time which ever is earlier as mutually agreed. ICD shall carry an interest rate range between 8% to 8.40% P.A.(2021-22: 8% to 9%)

Note 17 Assets held for sale

	As at March 31, 2023	As at March 31, 2022
Assets held for sale	-	15796.11
	-	15796.11

During the earlier year, the management intended to sell land admeasuring 44.25 acres situated at Kukatpally and started the efforts to sell. Basis the outcome of this exercise, an agreement to sell was entered with Squarespace Infracity Private Limited dated August 27, 2021. Pursuant to approval of Board of Directors at its meeting held on the above mentioned date for a total consideration of Rs. 45,179 lakhs and an advance has been received during the previous year amounting to Rs. 22,596.26 lakhs. The sale of land transaction has been completed during current year.

Note 18 Equity share capital

	As at March 31, 2023	As at March 31, 2022
Authorized share capital:		
230,427,510 (March 31, 2022 :105,427,510) equity shares of Rs.2 each	4608.55	2108.55
Issued, Subscribed and Fully Paid-up:		
49,572,490 (March 31, 2022 : 49,572,490) equity shares of Rs.2 each	991.45	991.45
	991.45	991.45

Notes

a. Reconciliation of the number of shares outstanding:

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	49572490	991.45	49572490	991.45
Add : Issued and allotted during the year	-	-	-	-
At the end of the year	49572490	991.45	49572490	991.45

b. Details of shares held by each shareholder holding more than 5% shares

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	% holding	Number of Shares	% holding
Fully paid equity shares				
Hinduja Capital Limited, Mauritius (Holding Company-Promoter)	36600791	73.83%	36600791	73.83%

Note: No individual share holder holds more than 5% share in the Company other than holding Company

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

c. Shares of the company held by holding/ultimate holding company/promoters

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	% holding	Number of Shares	% holding
Hinduja Capital Limited, Mauritius (Holding Company-Promoter)	36600791	73.83%	36600791	73.83%

d. Rights, preferences and restrictions attached to equity shares:

The Group has one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution shall be according to the members right and interest in the Group. During the five years period ended March 31, 2023 no shares have been bought back/ issued for consideration other than Cash and no bonus shares have been issued. Note 17 Other equity

Note 19 Other equity

	As at March 31, 2023	As at March 31, 2022
General reserve	20937.82	20937.82
Foreign currency translation reserve	11076.29	5056.66
Retained earnings	121395.23	101636.10
Capital reserve	0.78	0.78
Other items of other comprehensive income	(13451.46)	(13451.46)
Balance at end of year	139958.66	114179.90

General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Remeasurements of Net Defined Benefit Plans:

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Capital Reserve

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

Other items of other comprehensive income

Represents OCI impact of fair valuation /diminution in value of equity investments.

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's reporting currency (i.e.) are accumulated in the foreign currency translation reserve

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 20 Borrowings

	As at March 31, 2023		As at March 31, 2022	
	Non-current	Current	Non-current	Current
Term loans				
	112266.33	49641.79	149119.89	186.65
- from banks	112266.33	49641.79	149119.89	186.65

* Current maturities on long-term borrowings have been disclosed under the head short term borrowings

Nature of Security & Terms of Repayment :

Term loans from banks

- In the month of March 2020, the Holding Company had given corporate guarantee of USD 150 Million and In September 2021 of USD 50 Million to its wholly owned subsidiary HGHL Holdings Limited (HGHL) for obtaining bank loan of equivalent amount from Union Bank of India, Hong Kong and Dubai branch respectively. The loan is secured by shortfall undertaking from Gulf Oil International Limited, Cayman Islands and collaterally secured by mortgage and exclusive charge on the land admeasuring 115.10 acres at Kukatpally, Hyderabad. HGHL has further given Inter corporate loan of USD 200 Million to 57 Whitehall Investments S.A.R.L, Luxembourg,(an operating company) which in-turn has invested in the downstream joint venture project which is engaged in the development of a residential and hospitality project outside India. The loan is repayable over a period of 7 years in halfyearly installments starting from FY 2023. HGHL has acquired 10% equity stake in 57 Whitehall Investment S.A.R.L, Luxembourg. Interest is charged by bank at an effective rate of 4.56% which is fixed at 2.60% fixed interest,plus 0.896% Libor rate and 1.06% Letter of credit(LOC) rate.

Note 21 Other financial liabilities

	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Unclaimed dividends*	-	62.04	-	66.49
Others				
(i) Payables for capital goods	-	94.66	-	249.90
(ii) Trade deposits received	-	355.61	100.50	178.81
(iii) Employee payables	-	808.66	-	618.03
(iv) Payable for expenses	-	40.39	13.07	40.35
(v) Payable to customers	-	2395.91	-	1633.92
(vi) Forward derivative liability	-	105.87	-	2.53
	-	3863.14	113.57	2790.03

*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection fund.

Note 22 Provisions

Employee benefits				
- Gratuity (Refer note 39)	147.72	51.04	132.32	90.01
- Compensated absences	183.05	53.91	187.00	54.51
Provision for -				
- Claims and others (Refer note 40)	1037.47	-	1037.47	-
- Indirect taxes	8041.14	61.48	8377.96	61.48
	9409.38	166.43	9734.75	206.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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The provisions for indirect taxes and legal matters comprises of numerous separate cases that arise in the ordinary course of business. These provisions have not been discounted as it is not practicable for company to estimate the timing of provision utilisation and cash outflows, if any pending resolution.

Movement in provisions

Movement in each class of provision during the financial year, are set out below

	As at March 31, 2023		As at March 31, 2022	
	Indirect taxes	Claims and others	Indirect taxes	Claims and others
Opening balance at the beginning of the year	8439.44	1037.47	8439.44	937.47
Additional provision recognised	561.00	-	-	-
Amount adjusted / reversed during	-	-	-	100.00
Amounts used during the year	(897.82)	-	-	-
Closing balance at the end of the year	8102.62	1037.47	8439.44	1037.47

Note 23 Income taxes

a Deferred tax balance

	As at March 31, 2023	As at March 31, 2022
1) Deferred tax liabilities (net)	(646.62)	1468.53
2) Deferred tax assets (net)	849.75	234.10
MAT Credit entitlement	-	288.29
	849.75	522.39

1) Movement Deferred tax (liabilities)/assets in relation to

2022-23	Opening Balance	Recognised/ (reversed) in statement of profit or loss	Recognised in Other comprehensive income	On merger of APDL Estates Limited	Closing balance
Depreciation and amortization of property, plant and equipment	(193.36)	337.28	-	(1035.06)	(891.14)
Provision for doubtful debts / advances	149.55	(116.86)	-	-	32.69
Expenses not allowable for tax purposes when paid / (written off)	279.45	0.01	-	-	279.46
Indexation benefit on land	156.62	9.57	-	-	166.19
Remeasurements of defined benefit obligation under OCI	27.15	-	(0.68)	-	26.47
Fair valuation of non current investment	(3.02)	(0.22)	-	-	(3.24)
Rental Income on straight line method	(11.58)	1.66	-	-	(9.92)
Financial guarantee & Interest unwinding on ICD	(170.71)	(76.42)	-	-	(247.13)
Total	234.10	155.02	(0.68)	(1035.06)	(646.62)
Add : MAT Credit entitlement	288.29	(288.29)	-	-	-
Net deferred tax asset	522.39	(133.27)	(0.68)	(1035.06)	(646.62)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 23 Income taxes (contd.)

2) Movement Deferred tax liabilities/(assets) in relation to

2021-22	Opening Balance	Recognised/ (reversed) in statement of profit or loss	Recognised in Other comprehensive income	On Merger of APDL Estates Limited	Closing balance
Depreciation and amortization of property, plant and equipment	441.35	4.27	-	-	445.62
Provision for doubtful debts / advances	(46.02)	(9.36)	-	-	(55.38)
Remeasurements of defined benefit plan	(82.85)	7.10	-	-	(75.75)
Indexation benefit on land	(4.79)	(0.38)	-	-	(5.17)
Remeasurements of defined benefit obligation under OCI	6.53	-	(3.97)	-	2.56
Others (Fair valuation)	(35.11)	(41.97)	-	-	(77.08)
Business Loss - IDL	-	(1084.55)	-	-	(1084.55)
Others	145.63	(145.63)	-	-	-
Net deferred tax liability	424.74	(1270.52)	(3.97)	-	(849.75)
Deferred tax on acquisition of APDL Estates Limited	1043.79	(1043.79)	-	-	-
Total	1468.53	(2314.31)	(3.97)	-	(849.75)

MAT credit entitlement is the amount which is available for set off in subsequent years against income tax liabilities as per the provisions of the Income Tax Act, 1961. The MAT credit entitlement recognised will expire as follows:

Year of expiry, based on the last day of the financial year for which MAT credit is available for use as per prevailing tax laws as at the reporting date

	As at March 31, 2023	As at March 31, 2022
Assessment Year 2030-2031 [Financial Year 2029-30]	-	27.93
Assessment Year 2031-2032 [Financial Year 2030-31]	-	0.51
Assessment Year 2036-2037 [Financial Year 2035-36]	-	225.59
Assessment Year 2037-2038 [Financial Year 2036-37]	-	34.26
	-	288.29

b. Current tax assets and liabilities

	As at March 31, 2023	As at March 31, 2022
Non-current assets		
Income tax asset (net of provision for tax)	1153.43	1703.94
	1153.43	1703.94

c. Income tax liabilities

	As at March 31, 2023	As at March 31, 2022
Income Tax liability	154.69	33.00
	154.69	33.00

d. Tax expense

i) Recognised in statement of profit and loss

	As at March 31, 2023	As at March 31, 2022
Current tax		
In respect of the current year	12740.14	1314.05
	12740.14	1314.05
Deferred tax expenses/ (income) related:		
In respect of the current year	(1257.76)	165.31
MAT credit utilisation/ (entitlement)	288.29	(34.26)
	(969.47)	131.05

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

ii) Recognised in other comprehensive Income

	As at March 31, 2023	As at March 31, 2022
Deferred tax		
In respect of the current year	3.29	9.70
	3.29	9.70

iii). The Income tax expense for the year can be reconciled to the accounting profit as follows

	As at March 31, 2023	As at March 31, 2022
Profit before tax	32885.99	19054.72
Income tax expense	10989.39	2140.57
Tax relating to earlier years	16.95	0.08
Impact of reversal of temporary differences	16.05	(47.17)
Impact of income exempt from tax	596.31	(559.28)
MAT credit utilisation/ (entitlement)	288.29	(34.26)
Others	(133.03)	(45.14)
Total tax expense	11773.96	1454.80

Note 24 Borrowings

	As at March 31, 2023	As at March 31, 2022
Loans from banks		
Cash credit	2220.10	1748.48
Buyers credit	11861.73	8032.08
Interest accrued but not due on borrowings	756.42	409.57
Current maturities of long term borrowings	49641.79	186.65
	64480.04	10376.78

Notes:

Details of security:

- (i) Cash credit facilities are availed by subsidiary company from RBL Bank Limited, State Bank of India, Yes Bank Limited, ICICI Bank Limited and IDBI Bank limited. These facilities are secured by first pari passu charge on entire current assets of the subsidiary company and second pari passu charge on the fixed assets of the subsidiary Company (movable and immovable) of the subsidiary company present and future except those specifically charged to equipment lenders. The cash credit is repayable on demand and carries an interest rate of 8.50% to 9.73% per annum (2021-22: 8.5% per annum)
- (ii) Buyer's credit facilities are availed through from Yes bank limited, State Bank of India and IDBI bank limited. The Tenure ranges from 21 day to 179 days and carries an interest rate of 0.75% to 5.72% per annum. These facilities are part of the working capital facilities which are secured by first pari passu charge on entire current assets of the subsidiary company and second pari passu charge on the fixed assets (movable & immovable) of the subsidiary company present and future except those specifically charged to equipment lenders.

Note 25 Other current liabilities

Advance from customers	173.30	568.23
Statutory liabilities (GST,TDS,TCS,PF and ESI etc..)	186.09	146.49
	359.39	714.72

Note 26 Liabilities associated with asset held for sale

Advance towards asset held for sale	-	22596.26
	-	22596.26

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 27 Trade payables

Trade payables - current	As at March 31, 2023	As at March 31, 2022
Dues to micro enterprises and small enterprises	179.90	107.30
Dues to creditors other than micro enterprises and small enterprises		
- Acceptances	-	-
- Other than acceptances	17971.72	11891.66
	18151.62	11998.96

Trade payable ageing schedule

As at March 31, 2023

	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	179.9	-	-	-	179.90
(ii) Others	16100.71	250.62	101.7	203.29	16656.32
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	81.81	-	81.81
(v) Unbilled	1148.47	75.02	1.89	8.21	1233.59
	17429.08	325.64	185.40	211.50	18151.62

As at March 31, 2022

	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	107.3				107.30
(ii) Others	10034.29	485.68	176.09	68.96	10765.02
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues-Others		81.81			81.81
(v) Unbilled	951.83	54.43	22.16	16.41	1044.83
	11093.42	621.92	198.25	85.37	11998.96

Note:

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier under the said MSMED Act.

	As at March 31, 2023	As at March 31, 2022
(a) The amounts remaining unpaid to micro and small suppliers as at the end of the year	-	-
- Principal	179.90	107.30
- Interest		
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
(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 the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the management. The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 38

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 38

Note 28 Revenue from operations

	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	90247.10	48692.82
Service income	938.99	554.97
Other operating revenue	891.12	567.68
	92077.21	49815.47

a. Revenue disaggregation by geography:

India	83056.57	45383.41
Rest of the world	9020.64	4432.06
	92077.21	49815.47

b. Reconciliation of revenue with contract price

Contract price	92085.27	49931.64
Less: Adjustments for quantity discounts and testing charges	8.06	116.17
	92077.21	49815.47

c. Changes in contract liabilities:

Balance at the beginning of the year	567.71	332.87
Less:- Amount recognised as revenue/other adjustments during the year	(567.71)	(332.35)
Add:- Amount received during the year	173.30	567.71
	173.30	568.23
Expected revenue recognition from remaining performance obligations:		
Within one year	173.30	567.71
More than one year	-	-
	173.30	567.71

d. Contract balances:

Trade receivables	8924.52	6592.15
Contract liabilities	173.30	567.71

Trade receivables are non-interest bearing. Contract liabilities include advance from customers.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

e. Performance obligation:

In relation to information about Company's performance obligations in contracts with customers [Refer note 2(i)].

Note 29 Other income

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on		
Interest on Intercompany loan given	17855.77	8538.25
Income tax refund	-	91.45
Deposits with banks and others	326.56	582.70
	18182.33	9212.40
Dividend income	2.22	1179.27
	2.22	1179.27
Fair value (gain) or loss		
Net gain on financial assets measured at fair value through profit or loss	0.75	1.60
	0.75	1.60
Other income		
Commission on corporate guarantees given	1644.10	1608.21
Provision no longer required written back	59.16	179.04
Profit on sale of property, plant and equipment	28941.27	6.56
Gain on foreign exchange fluctuation (net)	-	220.80
Miscellaneous income	64.42	31.32
	30708.95	2045.93
	48894.25	12439.20

Note 30 Cost of materials consumed

Opening stock	14354.88	3807.48
Add: Purchases	75708.55	44935.06
Less: Closing stock	16893.05	14354.88
	73170.38	34387.66

Note 31 Purchase of stock-in-trade

Stock in trade	104.40	79.72
	104.40	79.72

Note 32 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Opening stock:		
Stock-in-trade	176.82	82.22
Work-in-progress	1028.13	797.36
Finished goods	1238.23	876.95
	2443.18	1756.53
Closing stock:		
Stock-in-trade	155.96	176.82
Work-in-progress	1339.74	1028.13
Finished goods	1524.60	1238.23
	3020.30	2443.18
Net (increase) / decrease	(577.12)	(686.65)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 33 Employee benefits expense

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages including bonus*	5461.62	4681.92
Contribution to provident and other funds (Refer note 39)	423.67	359.65
Workmen and staff welfare expenses	477.12	428.90
	6362.41	5470.47

* Includes contract labour charges

Note 34 Finance costs

Interest expenses on borrowings	11391.87	5422.60
Other borrowing cost	463.41	278.88
Unwinding of discount on lease liabilities	-	1.80
	11855.28	5703.28

Note 35 Depreciation and amortisation expense

Depreciation of property, plant and equipment	932.81	791.15
Depreciation on Right-of-use asset	-	29.72
Depreciation on investment properties	101.46	39.01
Amortisation of intangible assets	11.52	6.11
	1045.79	865.99

Note 36 Other expenses

Consumption of stores and spares	499.97	364.18
Processing charges	1018.50	958.19
Packing material consumed	1287.19	1087.50
Power and fuel	2010.22	1628.98
Rent*	123.32	114.18
Rates and taxes	307.87	295.60
Insurance	253.71	244.46
Repairs and maintenance		
Plant and machinery	275.89	262.08
Buildings	313.01	222.64
Selling expenses		
Advertising and sales promotion	3.08	3.31
Selling commission	332.30	153.58
Distribution expenses	5176.02	2836.88
Travelling and conveyance	417.32	253.55
Communication expenses	54.24	47.09
Legal and professional fee	1334.39	941.84
Directors' sitting fee	92.09	100.14
Provision of doubtful debts/advances/amount paid under protest, net (Refer note 40)	607.15	154.59
Bad debts written off	0.03	21.27
Loss on foreign exchange fluctuation, net	225.75	-
CSR expenditure (Refer note 42)	20.47	31.21
Miscellaneous expenses	749.84	419.25
	15102.36	10140.52

*The company does not have any non cancellable operating leases

Notes to Consolidated Financial Statements

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Note 37 Financial instruments

(i) The following table represents analysis of carrying values and fair values of financial instruments

	Fair value hierarchy	Carrying Values		Fair value	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial Assets:					
Non-Current					
i) Investments	1,2&3	24.37	4502.14	24.37	4502.14
ii) Loans	3	112983.75	151585.00	112983.75	151585.00
iii) Derivate asset	3	-	12761.04	-	12761.04
iv) Other financial assets	3	166.27	336.77	166.27	336.77
Current					
i) Trade receivables	3	8924.52	6592.15	8924.52	6592.15
ii) Cash and cash equivalents	3	4064.15	3438.43	4064.15	3438.43
iii) Other balances with banks	3	3877.63	8571.30	3877.63	8571.30
iv) Loans	3	138645.81	62515.30	138645.81	62515.30
v) Other financial assets	3	2867.44	2139.06	2867.44	2139.06
Financial Liabilities:					
Non-Current					
(i) Borrowings	3	112266.33	149119.89	112266.33	149119.89
(ii) Other financial liabilities	3	-	113.57	-	113.57
Current					
i) Borrowings	3	64480.04	10376.78	64480.04	10376.78
ii) Trade payables	3	18151.62	11998.96	18151.62	11998.96
iii) Other financial liabilities	3	3863.14	2790.03	3863.14	2790.03

Fair value hierarchy

Level 1 - includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period and the mutual funds are valued using closing NAV.

Level 2 - The fair value of financial instruments not actively traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If the significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

- i) The Carrying values of Current financial liabilities and current financial assets are taken as their fair value because of their short term nature.
- ii) The Carrying values of Non-Current financial liabilities and Non-current financial assets are taken as their fair value based on their discounted cash flows.
- iii) The Company has used quoted market price for determining fair value of investments in equity instruments and mutual funds.
- iv) There have been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2023, and March 31, 2022.

Significant estimate:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Notes to Consolidated Financial Statements

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Description of significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2023, and March 31, 2022 are as shown below:

	Valuation technique	Significant unobservable inputs	Rates
Derivative Asset (Put option to sell investment in equity instruments of 57 Whitehall Investments S.A.R.L.)	Generalized Black Scholes and Merton model	Discount rate and volatility in future stock price movement	Discount: 1.359% Volatility: 35.24%

38 Capital and financial risk management objectives and policies

A. Capital management and debt equity ratio

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure the Company monitors the return on capital, as well as the level of dividends to equity shareholders. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves and debt includes borrowings.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using debt to equity ratio.

	As at March 31, 2023	As at March 31, 2022
Long-term borrowings (Ref note -20)	1 12266.33	1 491 19.89
Short-term borrowings (Ref note-24)	1 4081.83	9780.56
Current maturities of short term borrowings (Ref note-24)	49641.79	186.65
Interest Accrued but not due on Borrowings (Ref note-24)	756.42	409.57
Total debt	176746.37	159496.67
Equity	991.45	991.45
Other Equity	1 39958.66	1 14 179.90
Total Equity	140950.11	115171.35
Debt-Equity Ratio	1.25	1.38

In order to achieve this overall objective, the Group capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022

B. Financial risk management framework

The Group has exposure to the following risks arising from financial instruments

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
- (iv) Commodity Price Risk

The Group's Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities.

Notes to Consolidated Financial Statements

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(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

38 Capital and financial risk management objectives and policies (Contd.)

The Group's audit committee oversees how management monitors compliance with the Group's Risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The entities within the Company have a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk. The carrying value of financial assets represents the maximum credit risk.

Trade receivables

The Group exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. The Company observes: actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations. The Company also establishes an allowance for impairment that represents its estimate of expected credit losses in respect of trade receivables.

Ageing of receivables, net of allowances is given below:

	As at March 31, 2023	As at March 31, 2022
Past due below 6 months	8815.43	8020.84
Past due more than 6 months	1654.59	92.92
Total	10470.02	8113.76
Credit impaired	1545.50	1521.61
Net trade receivables	8924.52	6592.15

Reconciliation of Loss allowance provision given below

Impairment loss at the beginning of the year	1521.61	2027.01
Impairment loss during the year	42.45	47.50
Provision reversed during the year	(18.56)	(552.90)
Balance at the end of the year	1545.50	1521.61

Cash and bank balances:

Credit risk on cash and bank balances is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

38 Capital and financial risk management objectives and policies (Contd.)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation. The Group's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

	On Demand	in next 12 months	>1 year	Total
Year ended March 31, 2023				
Borrowings	64480.04	-	112266.33	176746.37
Other financial liabilities	-	3863.14	-	3863.14
Trade and other payables	-	18151.62	-	18151.62
	64480.04	22014.76	112266.33	198761.13
Year ended March 31, 2022				
Borrowings	10376.78	-	149119.89	159496.67
Other financial liabilities	-	2790.03	-	2790.03
Trade and other payables	-	11998.96	-	11998.96
	10376.78	14788.99	149119.89	174285.66

(iii) Market Risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, payables, borrowings and derivative financial instruments.

a) 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 change in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. As the Group has debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are substantially dependent of changes in market interest rates

	As at March 31, 2023	As at March 31, 2022
Financial liabilities		
Variable rate instruments	164128.22	151055.02
Fixed rate instruments	11861.73	8032.08

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through impact on floating rate borrowings, as follows:

	Impact on Profit before tax	
	March 31, 2023	March 31, 2022
Interest rates-increase by 100 basis points	(73.05)	(50.67)
Interest rates-decrease by 100 basis points	73.05	50.67

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

38 Capital and financial risk management objectives and policies (Contd.)

b) Foreign currency exchange rate risk

The company operates in a business that exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

	Currency	As at March 31, 2023	As at March 31, 2022
Trade receivables	USD	963.39	676.85
Trade payables	USD	10585.17	7198.09
Borrowings*	USD	11861.73	8032.08
Other financial liabilities	USD	133.99	7.45

*Loan taken by HGHL Holdings Limited from UBI in USD is not included above as there is no foreign currency risk identified because the functional currency of HGHL Holdings Limited is USD.

	Impact on Profit before tax	
	March 31, 2023	March 31, 2022
USD Sensitivity		
INR/USD - Increase by -1 Rs (March 31, 2022 - Re 1)	278.41	196.97
INR/USD - Decrease by -1 Rs (March 31, 2022 - Re 1)	(278.41)	(196.97)
EURO Sensitivity		
INR/EURO - Increase by -1 Rs (March 31, 2022 - Re 1)	-	0.34
INR/EURO - Decrease by -1 Rs (March 31, 2022 - Re 1)	-	(0.34)

c) Equity risk

The Group's quoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The senior management reviews and approves all equity investment decisions.

(iv) Commodity Price Risk

The Group is exposed to commodity price risk arising out of fluctuation in prices of raw materials (coating material, metals, acids and chemicals) and fuel (coal and diesel). Such price movements, mostly linked to external factors, can affect the production cost of the Group. To manage this risk, the Company take steps such as monitoring of prices, optimising fuel mix and pursue longer and fixed price contracts, where considered necessary. Additionally, processes and policies related to such risks are controlled by central procurement team and reviewed by the senior management.

Note 39 Employee benefit plans

a. Defined contribution plan

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance contribution (ESI), which are defined contribution plans. The contribution are charged to the Statement of profit and loss. During the year, the Group has recognised Rs 3.87 (March 31, 2022: Rs 4.26) and Rs 229.20 (March 31, 2022: Rs.122.89) towards Employees' State Insurance (ESI) contributions and Provident fund

b. Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year, The company has recongnised expenses of Rs 14.83 (Previous year : Rs 18.57) to the Statement of profit and loss.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 39 Employee benefit plans (Contd.)

c. Defined benefit plan

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan. The Group makes contributions to Life Insurance Corporation of India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Balance sheet amounts- Gratuity

The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
Reconciliation as at March 31, 2023			
Opening balance	559.85	377.67	182.18
Interest expense/(income)	37.06	25.26	11.80
Past service cost	-	-	-
Current Service Cost	34.75	-	34.75
Total amount recognised in profit or loss	71.81	25.26	46.55
Remeasurements			
(Gain)/loss from change in demographic assumptions	(9.03)	-	(9.03)
(Gain)/loss from change in financial assumptions	15.44	-	15.44
Return on plan assets (excluding interest income)	-	2.52	(2.52)
Experience (gains)/losses	0.85	-	0.85
Amount not recognized due to asset limit	8.70	-	8.70
Total amount recognised in other comprehensive income	15.96	2.52	13.44
Employer contributions	-	40.00	(40.00)
Benefit payments	(115.00)	(37.67)	(77.33)
Balance as at March 31, 2023	532.62	407.78	124.84
Reconciliation as at March 31, 2022			
Opening balance	702.06	513.58	188.48
Interest expense/(income)	36.51	27.37	9.14
Past service cost	-	-	-
Current Service Cost	36.87	-	36.87
Total amount recognised in profit or loss	73.38	27.37	46.01
Remeasurements			
(Gain)/loss from change in demographic assumptions	(0.20)	-	(0.20)
(Gain)/loss from change in financial assumptions	2.20	-	2.20
Return on plan assets (excluding interest income)	-	3.33	(3.33)
Experience (gains)/losses	33.13	-	33.13
Total amount recognised in other comprehensive income	35.13	3.33	31.80
Employer contributions	-	50.00	(50.00)
Benefit payments	(250.72)	(216.61)	(34.11)
Balance as at March 31, 2022	559.85	377.67	182.18

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 39 Employee benefit plans (Contd.)

The net liability disclosed above relates to funded plan, as follows

	March 31, 2023	March 31, 2022
Present value of funded obligations	532.62	559.85
Fair value of plan assets	407.78	377.67
	124.84	182.18
- Current liability (Refer note :22)	51.04	90.01
- Non current liability (Refer note :22)	147.72	132.32
- Current assets (Refer note :12)	(73.92)	(40.15)
Net liability	124.84	182.18

Significant estimates: actuarial assumptions

The significant actuarial assumptions for defined benefit obligations are as follows:

Discount rate	7.30%	6.80% - 6.85%
Salary escalation rate	7.83% - 8.43%	7.00%
Employee attrition rate	14.40%	5.96% - 6.1%
Retirement Age	58	58
Pre-retirement mortality	IALM(2012-14) Ultimate	IALM(2012-14) Ultimate

Sensitivity analysis

The sensitivity of the obligation towards gratuity to changes in the weighted principal assumptions is:

Impact on defined benefit obligation	As at March 31, 2023		As at March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (change by 1%)	(7.79)	14.89	(14.91)	15.83
Salary escalation rate (change by 1%)	14.74	(7.74)	15.62	(14.86)
Attrition rate (change by 1%)	2.30	4.39	(1.50)	1.72

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The major categories of plan assets are as follows

	Quoted/ Un quoted	As at March 31, 2023	In %	As at March 31, 2022	In %
Gratuity					
Funds managed by Life Insurance Corporation of India	Unquoted	407.78	100%	377.67	100%

- Weighted average duration of retiring gratuity obligation is 10 years (March 31, 2022 : 10 years)
- The Company expects to contribute Rs. 50 lakhs (March 31, 2022: Rs. 50 lakhs) to gratuity plan in the next year.
- The sensitivity analysis for pre-retirement mortality rate is not a sensitive assumption, the impact of which is not material.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 39 Employee benefit plans (Contd.)

Maturity profile table under Ind AS as per report

	As at March 31, 2023	As at March 31, 2022
March 31, 2023	120.20	128.01
March 31, 2024	108.88	52.65
March 31, 2025	86.02	76.57
March 31, 2026	67.24	63.05
March 31, 2027	69.24	50.54
Thereafter	319.70	514.47

Risk Exposure

These defined benefit plans typically expose the Company to actuarial risks as under:

a. Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

b. Interest rate risk

A decrease in bond interest rate will increase the plan liability. However, this shall be partially off-set by increase in return as per debt investments.

c. Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy will increase the plan's liability.

d. Salary risk

Higher than expected increase in salary will increase the defined benefit obligation

Note 40 Contingent liabilities and commitments:

Brief description of the matters	As at March 31, 2023	As at March 31, 2022
A. Contingent liabilities:		
Claims against the Company not acknowledged as debts		
(a) Income tax demands	5330.94	5257.61
(b) Sales tax demands	282.16	283.49
(c) Excise demands	3.67	3.67
(d) Service tax demands	378.21	352.29
(e) Entry tax demands	29.18	29.18
(f) GST	45.72	-
(g) Additional demands towards cost of land	3.81	3.81
(h) Claims of workmen/ex-employees	65.00	70.00
(i) Other Matters	7.32	7.32
B. Commitments:		
Estimated amount of contracts remaining to be executed on capital account [Net of advances of Rs 185.07 lakhs (As at March 31, 2022: Rs 4.71 lakhs)]	217.95	56.94

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 40 Contingent liabilities and commitments (Contd.)

Notes:

- 1) In the month of March 2020, the Company had given corporate guarantee of USD 150 Million and In September 2021 of USD 50 Million to its wholly owned subsidiary HGHL Holdings Limited (HGHL) for obtaining bank loan of equivalent amount from Union Bank of India, Hong Kong and Dubai branch respectively. The loan is secured by shortfall undertaking from Gulf Oil International Limited, Cayman Islands and collaterally secured by mortgage and exclusive charge on the land admeasuring 115.10 acres at Kukatpally, Hyderabad. HGHL has further given Inter corporate loan of USD 200 Million to 57 Whitehall Investments S.A.R.L, Luxembourg,(an operating company) which in-turn has invested in the downstream joint venture project which is engaged in the development of a residential and hospitality project outside India. The loan is repayable over a period of 7 years. HGHL had also acquired 10% equity stake in 57 Whitehall Investment S.A.R.L, Luxembourg.
- 2) In the month of March 2020, the Company had given Corporate Guarantee and collateral security to State Bank of India (SBI) for loan of Rs. 1,09,600 lakhs availed by Hinduja National Power Corporation Limited (HNPC) towards working capital requirements. The loan is primarily secured by pari-passu charge on the current assets of the HNPCL along with other working capital lenders and collaterally through pari-passu first charge on the fixed assets of HNPCL along with the exiting lenders, mortgage of land admeasuring 87.125 acres at Kukatpally, Hyderabad belonging to the Company. The Company has received a counter guarantee for an equal amount from Hinduja Energy (India) Limited (HEIL), the parent entity of HNPCL. The loan has to be repaid by HNPCL to SBI in 8 quarterly installments commencing from June 2023 and ending on March 31, 2025.
- 3) In the year 2012-13, the Competition Commission of India had passed an order imposing a penalty of Rs. 2,894.76 lakhs against our company in a case filed by a customer. The Company had filed an appeal in Competition Appellate Tribunal ("COMPAT") against the said order which was disposed in the year 2013 of by reducing the penalty amount to Rs. 289.48 lakhs. Subsequently, in the year 2013 the Company had filed an appeal with the Honorable Supreme Court of India (SC) against the said order of COMPAT which was admitted by the SC and interim stay was granted. No hearings have taken place during the year as the pleading are in progress before the Judicial Registrar. Based on merits of the case and the opinion obtained from an independent legal counsel, the Company has a strong case in its favour and adequate provision has been considered necessary.
- 4) The Company had taken land on lease for 99 years under registered lease deeds on various dates from Sri Udasin Mutt (Mutt) at Kukatpally, Hyderabad after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges. Aggrieved by the Tribunal Order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh. The Mutt had also filed a separate WP in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide Common Order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid Common Order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit Rs. 100 per annum provisionally towards use and occupation of the subject land. The Company has been depositing Rs 100 every year for the years 2014 to 2022, totaling to Rs. 800 as at March 31, 2023 (Rs. 800 as at March 31, 2022).

In October 2020, the Hon'ble Supreme Court by partially modifying its order of 2013 permitted withdrawal of 50% of the deposited amount for provisional usage by the Mutt. The Civil Appeal filed by Company was dismissed and the Civil Appeal filed by Sri Udasin Mutt was allowed by the Supreme Court vide order dated 13.09.2022. The application of the Mutt claiming use and occupation charges is pending before the Telangana Endowment Tribunal . Sri Udasin Mutt in its re-joinder has informed that the deposit amount including interest has been withdrawn by Sri Udasin Mutt.so withdrawn by it shall be adjusted/ refunded as per the decision of the Tribunal . On a prudent basis the Company has created 100% provision under Ind AS 37 against the amount deposited. Refer note 22

- 5) The Hon'ble Supreme Court vide its order dated November 16, 2007 held that the stock transfers by the Company constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the Company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Hon'ble High Court of Odisha in August 2009 impleading other State Governments, CIL and its subsidiary companies seeking directions for issues of Form 'C' and pass over of local sales tax to the State of Odisha and same was dismissed. The Company filed SLP in Hon'ble Supreme Court. The Hon'ble Supreme Court while disposing the SLP as withdrawn granted liberty to approach the authorities. In terms of the liberty granted by The Honorable Supreme Court the Company has approached the authorities for revision and same was dismissed. The Company has filed writ

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petition in the Odisha High Court and obtained stay. The Writ Petitions for AY 1976 – 77 to 1983-84 were disposed and the balance tax amount was deposited. Second Appeal(s) for the AY 2002-03 to 2005-06 were disposed by the Odisha Sales Tax Tribunal and the balance tax demand amount was deposited. The writ petition/ appeal for the AY 1984-85 to 1987-88, 1994-95 & 1995-96 and 1998-99 is pending. On a prudent basis the Company has created 100% provision under Ind AS 37 (Refer note 22).

- 6) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statement.
- 7) The Company has long-term contracts other than derivative contracts, for which there were no material foreseeable losses.

Note 41 : Related party disclosure

- (i) Information relating to related party transactions as per "Indian Accounting Standard (Ind AS 24-Related party disclosures)

a Ultimate Holding Company

AMAS Holding SPF

b Holding Company:

Hinduja Capital Limited, Mauritius

c Subsidiary Companies::

IDL Explosives Limited (IDLEL)

HGHL Holdings Limited (HGHL)

APDL Estates Limited (APDLE) (upto September 30, 2022)

d Fellow subsidiary:

Gulf Oil Lubricants India Limited

Ashok Leyland Limited

e Other Companies :

Gulf Oil International Limited

f Key Management Personnel (KMP):

Non -Executive

Mr. Ajay P. Hinduja, Chairman & Non Executive Director (upto Novemeber 09, 2022)

Mr. Sudhanshu Kumar Tripathi, Chaiman (from November 10, 2022) & Non Executive Director

Ms. Kanchan Chitale, Independent Director

Mr. Aditya Sapru, Independent Director

Mr. Debarata Sarkar, Independent Director

Mr. Amar Chintopanth, Independent Director (from March 27, 2023)

Mr. Gopal Raman, Non Executive Director (from March 27, 2023)

Executive

Mr. Pankaj Kumar, Managing Director & Chief Executive Officer

Mr. S.Pramanik, Managing Director (upto September 28,2021)

Mr. Ravi Jain, Chief Financial Officer

Mr. A. Satyanarayana, Company Secretary

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 41 : Related party disclosure (Contd.)

(ii) Details of transactions between the Company and Related Parties and the status of outstanding balances at the Year ended March 31, 2023:

(a) Transactions during the Year:

Nature of Transaction	Name of the related party	Holding Company		Key management personnel		Fellow subsidiary		Other Companies	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Dividend paid on equity shares	Hinduja Capital Limited, Mauritius	1098.02	1464.03	-	-	-	-	-	-
	S. Pramanik	-	-	-	0.46	-	-	-	-
	A. Satyanarayana	-	-	0.09	0.12	-	-	-	-
Remuneration and perquisites	S. Pramanik	-	-	-	101.64	-	-	-	-
	Pankaj Kumar	-	-	394.00	221.63	-	-	-	-
	Ravi Jain	-	-	117.40	108.85	-	-	-	-
	A. Satyanarayana	-	-	34.85	32.96	-	-	-	-
Sitting fees and commission	Non executive directors and Independent director	-	-	124.22	132.90	-	-	-	-
Purchases	Gulf Oil Lubricants India Limited	-	-	-	-	13.28	14.14	-	-
	Ashok Leyland Limited	-	-	-	-	16.48	-	-	-
Reimbursement received towards Service supplies	Gulf Oil Lubricants India Limited	-	-	-	-	7.00	-	-	-
Interest Income	Gulf Oil International Limited	-	-	-	-	-	-	-	788.92

(b). Outstanding balances as at year-end:

Liabilities	Gulf Oil Lubricants India Limited	-	-	-	-	1.70	12.81	-	-
Assets: Loan given	Gulf Oil International Limited	-	-	-	-	-	-	-	47315.30
Assets: Interest accrued	Gulf Oil International Limited	-	-	-	-	-	-	-	1302.28

Notes:

- i) The remuneration to key management personnel doesn't include the provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.
- ii) All transactions with these related parties are priced on an arm's length basis.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 42 :Corporate social responsibility (CSR)

As per section 135 of the Companies Act, 2013, a Corporate Social responsibility (CSR) Committee has been formed by the Company. The proposed areas for CSR activities, as per the CSR policy of the Company are promotion of education, rural development activities, medical facilities, employment and ensuring environmental sustainability which are specified in Schedule VII of the Companies Act, 2013. Expenditure incurred under Section 135 of the Companies Act, 2013 on CSR activities are as below:

	As at March 31, 2023	As at March 31, 2022
Gross amount required to be spend by the Company during the year	42.09	47.40
Amount approved by the Board to spent during the year	42.38	47.42
Amount spent during the year	20.47	31.21
Amount spent during the year on		
(i) Construction/acquisition of an asset	0.07	13.66
(ii) On purpose other than (i) above	20.40	17.55
Amount yet to be paid:		
Total amount spent	20.47	31.21
Details related to spent obligations		
Contribution to Hinduja Foundation	8.48	9.00
Promotion of Education and Skill development	11.92	8.55
Construction of Public Roads	-	7.08
Provision of Drinking water facilities	0.07	2.18
Construction of Drains and Toilets	-	4.40
Total amount spent	20.47	31.21
Details of Excess amount spent		
Opening Balance	27.40	43.59
Amount required to be spent during the year	42.09	47.40
Amount spent during the year	20.47	31.21
Closing Balance	49.02	27.40

Details of ongoing CSR projects under section 135(6) of the Act

		Year ended March 31, 2023	Year ended March 31, 2022
Balance as at April 1	With the Company	27.40	43.59
	In separate CSR unspent account	-	-
Amount required to be spend during the year		42.09	47.40
Amount spent during the year	From the Company's bank account	20.47	31.21
	From separate unspent CSR unspent account	-	-
Balance as at March 31	With the Company	-	-
	In separate CSR unspent account	-	-
	Carry forward in CSR amount	49.02	27.40

Note 43 Earnings per share (EPS)

	As at March 31, 2023	As at March 31, 2022
Profit after tax	21115.32	17609.62
Number of shares outstanding at the year end (in lakhs) (Refer note 18)	495.72	495.72
Weighted average number of equity shares (in lakhs) (Refer note 18)	495.72	495.72
Basic (Rs)	42.59	35.52
Diluted (Rs)	42.59	35.52

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Note 44: Segmental information

Based on the “management approach” as defined in Ind AS 108, the Chief Operating Decision Maker (“CODM”) evaluates the Group’s performance based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies. Business segments of the Group are primarily enterprises in Energetics and Explosives and Property Development.

	Year ended March 31, 2023			Year ended March 31, 2022		
	External	Intersegment	Total	External	Intersegment	Total
Energetics and explosives	91829.32	-	91829.32	50058.75	-	50058.75
Realty	426.13	-	426.13	311.06	-	311.06
Unallocated	48716.01	-	48716.01	11884.86	-	11884.86
TOTAL REVENUE	140971.46	-	140971.46	62254.67	-	62254.67
RESULT						
Energetics and explosives	(150.42)	-	(150.42)	2290.04	-	2290.04
Realty	(286.00)	-	(286.00)	(96.48)	-	(96.48)
TOTAL SEGMENT	(436.42)	-	(436.42)	2193.56	-	2193.56
Profit from continuing operations before un-allocable, other income, finance costs, exceptional items and tax			(436.42)			2193.56
Finance costs			(11855.28)			(5703.28)
Un-allocable other income			45177.69			22564.44
Profit from continuing operations before exceptional items and tax			33907.96			6293.68
Exceptional items - income/ (expenditure)			(1021.97)			12761.04
Profit before tax from continuing operations			32885.99			19054.72
Less: Tax expense						
Current tax			12740.14			1314.05
Deferred tax charge/(credit)			(969.47)			131.05
Profit for the year from continuing operations (A)			21115.32			17609.62
Profit for the year from discontinued operations (B)			-			-
Profit for the year (A+B)			21115.32			17609.62
Less: Non controlling interest			-			-
Profit for the year			21115.32			17609.62

Other information

	Year ended March 31, 2023			Year ended March 31, 2022		
	Capital Expenditure	Depreciation / Amortisation	Non-Cash other than depreciation	Capital Expenditure	Depreciation / Amortisation	Non-Cash other than depreciation
Energetics and explosives	1499.21	868.87	-	1121.43	730.34	-
Realty	-	103.58	-	-	2.09	-
Others	351.02	73.34	-	85.98	133.56	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 44: Segmental information (Contd.)

Other information	Segment assets		Segment liabilities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Energetics and explosives	49406.90	44901.41	34826.81	25348.20
Realty	15683.47	35947.90	1480.22	23398.86
Others	-	-	-	-
Total	65090.37	80849.31	36307.03	48747.06
Unallocable assets/liabilities	285357.38	243474.53	173190.61	160405.43
Total	350447.75	324323.84	209497.64	209152.49

Geographical Segments

Revenues, net	Year ended March 31, 2023	Year ended March 31, 2022
India	116430.85	48105.20
Rest of the world	24540.61	14149.47
Total	140971.46	62254.67
Assets		
India	109088.55	103576.92
Rest of the world	241359.20	220746.92
Total	350447.75	324323.84

Segment revenue and results

Amount that are not directly attributable and that can not be allocated to a business segment on a reasonable basis are shown as unallocable.

Segment assets and liabilities

Segment assets include all operating assets used by the business segment and consist principally of fixed assets and current assets. Segment liabilities comprise of liabilities which can be directly allocated against the respective segments. Assets and liabilities that have not been allocated between segments are shown as part of unallocated corporate assets and liabilities respectively

Note 45 Interest in other entities

The Group's subsidiaries as at March 31, 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held by the Group, and proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Relationship	Country of Incorporation	% of holding and voting power	
			As at March 31, 2023	As at March 31, 2022
HGHL Holdings Limited	Subsidiary	United Kingdom	100	100
IDL Explosives Limited	Subsidiary	India	100	100
APDL Estates Limited (up to September 30, 2022)	Subsidiary	India	100	100

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 46 Additional information, as required under Schedule III of the Act, of enterprises consolidated as subsidiary/associates/joint venture.

Name of the entity	Net assets as at March 31, 2023		Share of profits and loss for the year ended March 31, 2023		Share in Other Comprehensive Income for the year ended March 31, 2023		Share in total Comprehensive Income for the year ended March 31, 2023	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding Company								
GOCL Corporation Limited	43.95%	63932.92	109.37%	23285.25	0.03%	1.67	85.30%	23286.92
Subsidiary Companies								
IDL Explosives Limited	2.10%	3060.84	(15.41%)	(3279.94)	(0.20%)	(11.82)	(12.06%)	(3291.76)
HGHL Holdings Limited	53.95%	78473.04	6.03%	1284.73	100.17%	6019.62	26.76%	7304.35
Gross total	100%	145466.80	100%	21290.04	100%	6009.47	100%	27299.51
Intergroup eliminations and adjustments		(4516.69)		(174.72)		-		(174.72)
Total		140950.11		21115.32		6009.47		27124.79

Note 47 Disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

S. No	Nature of Transaction (loans given/investment made/ guarantee given/ security provided)	Purpose for which the loan/ guarantee/ security is proposed to be utilised by the recipient	Balance as at		Movement during the Year	Maximum Outstanding During the year	
			March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
1	Inter corporate deposits						
	Other Companies						
	Hinduja Group Limited	General Purpose - Repayment of borrowings	33150.00	15200.00	17950.00	32450.00	19700.00
	IndusInd Finance Ltd	Working capital	54139.56	47315.30	6824.26	54139.56	47315.30
	57 Whitehall Investments S.A.R.L, Luxembourg	Investment in OWO Project	164340.00	151585.00	12755.00	164340.00	151585.00
2	Guarantees						
	HGHL Holdings Limited	Investment in OWO Project	164340.00	151585.00	12755.00	164340.00	151585.00
	Hinduja National Power Corporation Limited	Obtaing loans from Bank	109610.00	109610.00	-	109610.00	109610.00
3	Investment in fully paid-up equity instruments and current investments						
					Refer Note 9		

Notes to Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

Note 48

i) Amalgamation of APDL Estates Limited :

Scheme of Arrangement for amalgamation ('the scheme') of APDL Estates Limited with the Company has been approved by the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench vide order issued on March 21, 2023. The Company has filed the Order of the Hon'ble NCLT with Registrar of Companies ('ROC') on April 04, 2023. The scheme has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations, 2022.'

ii) Pursuant to the approval of the shareholders of the Company at the 61st Annual General Meeting held on July 27, 2022, the Company had disbursed during the period the final dividend for the Financial year 2021-22 @ Rs.3 per equity share (i.e. 150% of the face value of Rs.2 each) aggregating to Rs.1,487.18 Lakhs.

iii) The Board has recommended a Dividend of Rs. 5 per share (250%) for the financial year 2022-23 and a Special Dividend of Rs.5 per share (250%), totalling to a Dividend of Rs.10 per share (500%), subject to approval of Members at the ensuing Annual General Meeting.

Note 49 Exceptional items

	Year ended March 31, 2023	Year ended March 31, 2022
Fair value loss on derivative asset	(1021.97)	12761.04
	(1021.97)	12761.04

On 1 March 2022, HGHL Holding limited (Wholly owned subsidiary) has entered into addendum to share purchase agreement with ACHT Investment Limited (ACHT) whereby ACHT has given a firm commitment to buyback the shares of 57 Whitehall Investment SARL from the Subsidiary Company. The put option in the above agreement is accounted as a derivative in accordance with IFRS 9. Due to Exceptional Currency Fluctuation between GBP and USD, the unrealised exchange loss on the put option /B57 for USD 12,73,933 (Rs. 1,021.97 Lakhs) and has been classified as an exceptional item in the Consolidated Financial Statements.

During the previous year ended 31 March 2022, USD 16.84 Million (Rs 12.761.04 Lakhs) income has been recognised basis the buyback agreement with ACHT Investment during the year wherein HGHL Holdings Limited has bought an option to sell its entire 10% shareholding in 57 Whitehall Investments SARN in 2024 at the actual Investment Cost of USD 24.52 Million (Rs 18,587.84 Lakhs). Accordingly the subsidiary company has accounted for Fair Value Income and Derivative Asset in line with Ind AS 109. Further, on account of diminution in the value of Investment in 57 Whitehall Investment SARL, HGHL Holdings Limited has accounted for USD 18.61 Million (Rs 13,451.46 Lakhs) as an impairment provision.

Note 50 Other Note

Previous Year figures have been regrouped/ reclassified wherever necessary to comply with current year's classification/ presentation

Other Statutory Information:

- The Group do not have any Benami property and neither any proceedings have been initiated or is pending against the Group for holding any Benami property.
- The Group do not have any transactions with companies struck off.
- The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Group has not been declared a wilful defaulter by any bank or financial institution or any other lender during the current period.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(All amounts are in Indian Rupees Lakhs, except share data unless otherwise stated)

- v. 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 Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. All quarterly returns or statements of current assets are filed by the Group with banks or financial institutions and are in agreement with the books of accounts.
- vii. The loan has been utilized for the purpose for which it was obtained and no short term funds have been used for long term purpose.

As per our report of even date attached

for **Haribhakti & Co LLP**

Chartered Accountants

ICAI Firm Registration number: 103523W / W100048

for and on behalf of the Board of Directors of GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Snehal Shah

Partner

Membership number:048539

Pankaj Kumar

Managing Director and Chief Executive Officer

DIN : 08460825

Sudhanshu Kumar Tripathi

Chairman

DIN :06431686

Place: Mumbai

Date: May 30, 2023

A. Satyanarayana

Company Secretary

FCS number:5011

Ravi Jain

Chief Financial Officer



GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Regd. Office: IDL Road, Kukatpally,, Hyderabad-500072, Telangana, India

Tel: 040-23810671-79, Fax No.: 040-23813860

Website: www.goclcorp.com; Email: secretarial@goclcorp.com

NOTICE

NOTICE is hereby given that the Sixty Second Annual General Meeting of the Members of **GOCL Corporation Limited (CIN: L24292TG1961PLC000876)** will be held at **12:00 noon** on **Thursday, the 21st September, 2023** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as **Ordinary Resolutions**:

- To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2023:**

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To declare the Dividend for the financial year 2022-23:**

“RESOLVED THAT a Dividend of Rs. 5.00 per share (250%) for the financial year 2022-23 and a special Dividend of Rs. 5.00 per share (250%), totalling to a Dividend of Rs. 10.00 per share (500%) as recommended by the Board for the financial year 2022-23 out of the profits of the Company be and is hereby approved and declared.”

- Re-appointment of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), as a Director liable to retire by rotation:**

“RESOLVED THAT Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible offers

himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

- Issue of Further Capital / Securities:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the rules made thereunder, and all the applicable laws, Rules, Guidelines, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Government of India (GOI), other concerned and relevant authorities and other applicable Indian laws, rules and regulations, if any, and relevant provisions of Memorandum and Articles of Association of the Company and the applicable SEBI Regulations and subject to such approval(s), consent(s) permission(s) and/ or sanction(s) as may be required from GOI, FIPB, RBI, SEBI and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction which may be agreed by the Board of Directors of the Company (“the Board”) (which term shall be deemed to include ‘Offering Committee’ or any other Committee constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts, (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depository Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether

optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as "Securities") whether secured or unsecured, and further the Board be and is hereby authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Qualified Foreign Investors (QFIs), Mutual Funds, Companies, other Corporate Bodies, Non- Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors") whether or not such Investors are members, promoters or directors of the company or their relatives or associates, by way of one or more private and/ or public offerings (and whether in any domestic and/ or international market(s), through a public issue(s), private placement(s), Qualified Institutional Placement(s) (QIP), preferential issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed an amount of US\$100 million or its equivalent of Indian Rupees inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit.

RESOLVED FURTHER THAT in the event of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in accordance with the SEBI Regulations, or issuance of ADRs/GDRs/FCCBs as above mentioned, the 'Relevant Date' for determining the price of the Specified Securities to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a Committee thereof decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, or such other date or time as may be provided under applicable law, from time to time.

RESOLVED FURTHER THAT in the event of a QIP as aforesaid, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT in case of a QIP as aforesaid, the Board may at its absolute discretion issue equity shares (including upon conversion of the Securities) at a discount of not more than five per cent or such other discount as

may be permitted under applicable regulations to the 'floor price' as determined in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issuance of the Securities shall be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, at its absolute discretion, listing of Securities issued and allotted in pursuance of this resolution, on any Stock Exchanges in India, and / or Luxembourg / London / Nasdaq / New York Stock Exchanges and/or any other Overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and/ or sanction(s) stated above, the Company be and is hereby authorized to retain oversubscription/ green-shoe issue option up to 25% of the amount issued and the Board be authorised to decide the quantum of oversubscription to be retained as also any other matter relating to or arising there from.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including, if necessary, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 or otherwise and to execute such documents or writings as it may consider necessary or proper and incidental to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of aforesaid purpose including without limitation to the utilization of issue proceeds, finalizing the pricing, terms and conditions relating to the issue of aforesaid Securities including amendments or modifications thereto as may be deemed fit by them, to sign, execute and issue consolidated

receipt/s for the Securities, listing application, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, undertakings, deeds, declarations, Letters and all other documents or papers and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of Securities or anything in relation thereto, including but not limited to the post issue formalities and with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of the Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India, as it may be deem fit.

RESOLVED FURTHER THAT:

- i. the Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- ii. the Equity Shares that may be issued and allotted on conversion of the Specified Securities issued through the Qualified Institutions Placement as aforesaid shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend; and
- iii. the number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the Specified Securities that may be issued through the Qualified Institutions Placement shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets and the Board, subject to applicable laws, regulations and guidelines, be

and is hereby authorised to dispose off such Specified Securities that are not subscribed in such manner as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/ conversion of Specified Securities, if any, rate of interest, execution of various agreements/deeds/ documents/undertakings, creation of mortgage/charge/encumbrance in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued through the Qualified Institutions Placement, either on pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members to that end and intent that the Members shall be deemed to have given their approval thereto expressly by virtue of this resolution.”

6. Ratification of Remuneration to the Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for ratifying the appointment and payment of remuneration not exceeding Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) to M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042) to conduct the audit of the cost records of the Company for the financial year 2022-23 excluding taxes thereon and reimbursement of out of pocket expenses thereon.”

By Order of the Board

Hyderabad
August 11, 2023

A.Satyanarayana
Company Secretary

Notes:

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars"), the 62nd AGM of the Company is being convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 62nd AGM will be the Registered and Corporate Office – IDL Road, Kukatpally, Hyderabad-500072.
2. **As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, since the 62nd AGM of the Company is being held through VC/OAVM as per the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 62nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. In line with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, the Notice calling the AGM and Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2022-23 will also be made available on the Company's website at www.gocllcorp.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. As per the provisions under the MCA Circulars, Members attending the 62nd AGM of the Company through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the KFin Technologies Limited (KFinTech). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
6. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Thursday, September 14, 2023, may cast their votes electronically. The e-voting period commences on Monday, September 18, 2023 (9:00 a.m. IST) and ends on Wednesday, September 20, 2023 (5:00 p.m. IST). The e-voting module will be disabled by KFinTech thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Thursday, September 14, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only
7. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company in terms of sections 112 and 113 of the Companies Act, 2013 by Sunday, September 17, 2023.
9. Mr. A. Ravi Shankar (FCS: 5335; CP:4318) Proprietor of M/s A Ravi Shankar & Co., Company Secretaries, Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

10. Book Closure and Dividend:

The Register of Members and Share Transfer Books will be closed from Friday, September 15, 2023 to Thursday, September 21, 2023 (both days inclusive) in connection with the ensuing Annual General Meeting and payment of Dividend. The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration, subject to deduction of tax at source (TDS) as under:

- (a) To all the Beneficial Owners as at the end of the day on September 14, 2023, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all Members in respect of shares held in physical form after giving effect to valid transfers, transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours of September 14, 2023.

11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('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 Participants ('DPs') or in case shares are held in physical form, with the Company/RTA by sending documents through email by September 14, 2023.

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 email to inward.ris@kfintech.com and secretarial@goclcorp.com by September 14, 2023. Shareholders are requested to note that in case their correct PAN is not registered, the tax will be deducted at a higher rate of 20%.

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 email to inward.ris@kfintech.com and secretarial@goclcorp.com. The aforesaid declarations and documents need to be submitted by the shareholders by email to inward.ris@kfintech.com and secretarial@goclcorp.com by September 14, 2023.

As per the provision of section 206AB, if a shareholder is classified as "specified person" then tax will be deducted at the rate higher of the following:

- Twice the rate specified in the relevant provision of the Income-tax Act; or

- Twice the rate or rates in force; or
- The rate of 5%.

These provisions are effective from July 01, 2022. The Company will be relying on the information verified by the utility available on the Income Tax website.

12. The format of the Register of Members prescribed by the MCA under the Act requires the Company / Share Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these details to the Company or to its Share Registrar and Transfer Agents (KFin) in physical mode or in electronic mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or KFin.
 13. The matters of Special Business as appearing at Item No. 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business items to be transacted at the 62nd AGM is annexed hereto.
 14. The details of the Director seeking appointment/ re-appointment at the 62nd AGM are provided in Annexure to this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
 15. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the IFSC Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
- In order to receive the dividend in a timely manner, the Members who are holding shares in physical form are advised to submit particulars of their bank account, to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: GOCL Corporation Limited), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
16. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any

- direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
17. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Folio Number along with an original cancelled cheque, to the Company's Share Registrars and Transfer Agent, KFin Technologies Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 18. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.
 19. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon.
 20. In accordance with the proviso to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
 21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the account with a Bank in India, if not furnished earlier.
 22. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (KFin Technologies Limited) for issue of a fresh dividend instrument and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.goclc.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund Authority (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
 23. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2014-15 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2016 and for any subsequent financial years, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority
 24. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13 prescribed by the Government. If a Member desires 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 Company's website <https://goclc.com/#INVESTORINFO>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
 25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /Company's Registrar and Share Transfer Agent, KFin Technologies Limited.

26. In terms of Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred as per the details mentioned below to the Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend warrant for respective financial years, are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due date, as under:

S. No.	Details of the Unclaimed / Unpaid Dividend Accounts	Dividend per Share (in Rs.)	Date of Declaration	Due date to transfer to IEPF
1.	Unpaid Dividend A/c 2015-16 (Final Dividend)	1.50	22.09.2016	28.10.2023
2.	Unpaid Dividend A/c 2016-17 (Final Dividend)	1.60	29.08.2017	05.10.2024
3.	Unpaid Dividend A/c 2017-18 (Interim Dividend)	1.60	23.03.2018	29.04.2025
4.	Unpaid Dividend A/c 2018-19 (Interim Dividend)	2.00	26.03.2019	02.05.2026
5.	Unpaid Dividend A/c 2019-20 (Special Interim Dividend)	2.00	27.09.2019	04.10.2027
6.	Unpaid Dividend A/c 2019-20 (Final Dividend)	2.00	24.09.2020	23.10.2027
7.	Unpaid Dividend A/c 2020-21 (Special Interim Dividend)	4.00	12.11.2020	12.01.2028
8.	Unpaid Dividend A/c 2020-21 (Final Dividend)	2.00	27.09.2021	26.10.2028
9.	Unpaid Dividend A/c 2021-22 (Interim Dividend)	2.00	12.08.2021	10.09.2028
10.	Unpaid Dividend A/c 2021-22 (Final Dividend)	3.00	27.07.2022	26.08.2029

27. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
28. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 5 & 6 of the accompanying Notice of AGM.

Item No. 5:

The Shareholders had passed a similar Resolution in the last AGM. However, the Company could not raise any amount as plans for deployment are yet to be finalised. The validity period of the shareholders resolution is one year and hence the need to pass the resolution once again.

It is therefore proposed that the Board of Directors be authorised by way of enabling resolution to raise additional long term resources to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing of expensive debt, expansion, diversification projects and other permissible uses, depending upon market dynamics, to raise an amount not exceeding US\$ 100 million or its equivalent of Indian Rupees through issue of

Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) and/or Qualified Institutions Placement, Qualified Foreign Investors (QFIs) and/or any other suitable financial instruments as contained in the Resolution. The salient features are mentioned in the resolution and will be issued on such terms and conditions as may be appropriate at the time of issue.

The FCCBs/ADRs/GDRs/any other financial instruments including Qualified Institutions Placement, would be listed on the London and/or any other Stock Exchange within or outside India. The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue in consultation with the lead managers, underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue. Approval of the shareholders, is therefore, sought to authorise the Board of Directors as set out in the Resolution to issue in one or more tranches, the securities referred to therein in the Indian market to eligible investors or international market to Foreign Financial Institutions, to Foreign Investors/ Collaborators/ Companies and/or to Foreign Investment Institutions operating in India, whether shareholders of the Company or not, through a public issue or private placement basis and/or preferential basis or Qualified Institutions Placement.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No.6:

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration paid / payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2023 on the remuneration provided in the resolution.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board

Hyderabad,
August 11, 2023

A.Satyanarayana
Company Secretary

Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015 (as amended) and clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name of the Director	Mr. Sudhanshu Tripathi
DIN	06431686
Date of Birth	June 07, 1959
Age	64 years
Date of Appointment	Date of this AGM
Profile	Mr. Sudhanshu Tripathi is a seasoned Corporate Professional with over 35 years of work experience and exposure to diverse industries.
Qualification	Mr. Tripathi holds a Degree in Science with a specialisation in Electrical Engineering. He also holds a Post Graduate Diploma in Business Management from XLRI - Jamshedpur.
Expertise in specific functional area	Mr. Tripathi has experience in and exposure to diverse industries from Metals to Mining to Media, Telecom, Automotive, Financial Services, etc.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment as non-executive non-Independent Director of the Company. He is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Sitting fees for 2022-23 - Rs. 14.10 Lakhs Commission for 2022-23 – Rs. 13.87 Lakhs (payable during 2023-24)
Date of first appointment on the Board	February 08, 2019
Chairmanship/Membership of Committees of the Board of Directors of the Company	Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Chairman Investment Appraisal & Project Review Committee – Member Safety Review Committee - Member Corporate Social Responsibility Committee - Chairman
Other Directorships and Chairmanship/Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	6 out of 6

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

In compliance with the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on Thursday, September 14, 2023 (end of day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

The procedure and instructions for e-voting are as follows:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>I. NSDL IDeAS Facility:</p> <p>a. If you are already registered for the NSDL IDeAS facility,</p> <ol style="list-style-type: none"> Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting. <p>b. If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> The option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” or click on https://eservices.nsdl.comSecureWeb/IdeasDirectReg.jsp Upon successful registration, please follow steps given in points 1-5 above. <p>II. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or mobile phone. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – KFinTech and you will be redirected to the e-voting website of KFinTech for casting your vote during the remote e-voting period or voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<p>I. CDSL Easi/Easiest Facility</p> <p>a. If you are already registered for the CDSL Easi/Easiest,</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of e-voting service provider (ESP i.e., KFinTech e-Voting portal). Click on e-Voting service provider name to cast your vote. <p>b. If the user is not registered for Easi/Easiest,</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point a.

Type of shareholders	Login method
	<p>II. Alternatively by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit URL: www.cdslindia.com 2. Provide your demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider (ESP) i.e., KFintech e-Voting portal, where the e-Voting is in progress.
Individual shareholders (holding securities in demat mode) logging in through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider (ESP) i.e. KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the toll-free number: 1800 1020 990 or 1800 22 44 30
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call 022- 23058738 or 022 23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7511, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach 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.,).
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVENT" i.e., 'GOCL Corporation Limited –Annual General Meeting' and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id secretarial@gocclcorp.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No".

Instructions for members/Shareholders for voting during the e-AGM session:

The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.

E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.

Members/shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.

Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at e-AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

1. Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com/> 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. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> register themselves by September 18, 2023.

7. Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. secretarial@gocclcorp.com at least 5 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number.
8. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>

9. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

By Order of the Board

Hyderabad
August 11, 2023

A.Satyanarayana
Company Secretary

Registered & Corporate Office:

IDL Road, Kukatpally,
Hyderabad-500072,
Telangana, India.
CIN: L2429TG1961PLC000876
Website: www.goclcorp.com
E-Mail: secretarial@goclcorp.com

Important Information to the Shareholders

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

Members may also please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://goclcorp.com/#INVESTORINFO> and on the website of the Company’s RTA, KFin Technologies Limited (“KFinTech”) at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

The Company has sent the below furnished letter dated May 4, 2023 to all the concerned shareholders requesting them to furnish the requisite documents:

Dear Shareholder,
Sub.: **Furnishing of PAN, KYC details and Nomination by holders of physical securities**
Folio No.:

Ref.: SEBI Circulars..

1. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021
2. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and
3. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023

We thank you for your continued patronage as a shareowner of GOCL Corporation Limited ("the Company").

We hope this communicate finds you in safe and good health.

This has reference to our letter dated February 25, 2022 on the subject-matter.

SEBI has vide the captioned circulars dated November 3, 2021, December 14, 2021 and March 16, 2023, mandated:

- Furnishing of details of PAN, contact details (email address & mobile number), bank account details and nomination by the holders of physical securities;
- That folios where in anyone of the cited documents/details is not available on or after October 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company (RTA); and**
- That dividend, if any, shall be paid only through electronic mode with effect from April 1, 2024.**

We request you, therefore, to furnish the documents/details, as per the table below, to our RTA immediately on receipt of this letter, by post or by sending the duly signed and scanned documents through your registered email to einward.ris@kfintech.com

S.No	Documents/details to be provided by shareholders	Status as per records	Please furnish details in
1	PAN	No	Form No. ISR-1 (link is given below)
2	Postal Address	No	https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd
3	Email address	No	
4	Mobile Number	No	
5	Demat account details	No	
6	Bank account details	No	
7	Nomination details	No	Form No. SH-13 (link is given below) https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd

As required by the Income Tax Authorities, please link your PAN and Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes, if not linked earlier, to avoid freezing of your folio.

Please also note that after December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and /or Prevention of Money Laundering Act, 2002.

You may get queries/seek assistance in the matter with:

KFin Technologies Limited,

Unit: **GOCL Corporation Limited**

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032

Toll Free No.: 1800-309-4001 / 040-6716-2222

(From 9:00a.m. to 6:00p.m. on all working days)

E-mail: einward.ris@kfintech.com

In case you have already provided the requisite details sought, please ignore this communication.

Thanking you,

Yours faithfully,

For GOCL Corporation Limited

Sd/-

A Satyanarayana

Company Secretary

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 62ND AGM FOR REFERENCE:

S. No	Particulars	Details of access
1	Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through KFintech Portal https://www.emettings.kfintech.com and https://evoting.kfintech.com/ https://eservices.nsdl.com For Individual Shareholders holding shares in demat mode with NSDL For Individual Shareholders holding shares in demat mode with CDSL https://web.cdslindia.com/myeasi/home/login
2	Registration as Speaker Shareholder at the AGM	Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 11:45 a.m. (IST) onwards E-mail to secretarial@goclcorp.com mentioning the DP ID and Client ID /Folio No. and registered mobile number or by visiting at https://www.emettings.kfintech.com by Monday, September 18, 2023, 5:00 p.m. (IST)
3	Helpline number for VC participation and e-voting	Call on toll free No. 1800 309 4001
4	Book Closure Date for Dividend including Special Dividend aggregating to Rs. 10 per share.	Friday, September 15, 2023 to Thursday, September 21, 2023 (both days inclusive)
5	Cut-off date to determine the members who shall be entitled to vote	Thursday, September 14, 2023
6	Time period for remote e-voting	Monday, September 18, 2023 (9:00 a.m. IST) and ends on Wednesday, September 20, 2023 (5:00 p.m. IST).
7	Members to update email ID	Members who have not registered their e-mail address are requested to register the same as below: <ul style="list-style-type: none"> In respect of shares held in electronic form: with the Depository through their Depository Participant(s). In respect of shares held in physical form: by visiting the link https://ris.kfintech.com/clientservices/isc/ or send email on einward.ris@kfintech.com.
8	Date and Time of the AGM	Thursday, September 21, 2023 at 12:00 noon
9	Registrar and Share Transfer Agent - contact details	KFin Technologies Limited, Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana. Email: einward.ris@kfintech.com Toll free number: 1-800-309-4001 Website: https://www.kfintech.com
10	GOCL Corporation Limited – Contact Details	GOCL Corporation Limited IDL Road, Kukatpally, Hyderabad-500072, Telangana, India. Email: secretarial@goclcorp.com Tel: 040-23810671 – 79 Website: https://www.goclcorp.com

Shareholding Pattern as on 31st March 2023.

73.83%

Promoters

0.41%

NRIs

3.31%

FPI

2.06%

Corporate Bodies

1.26%

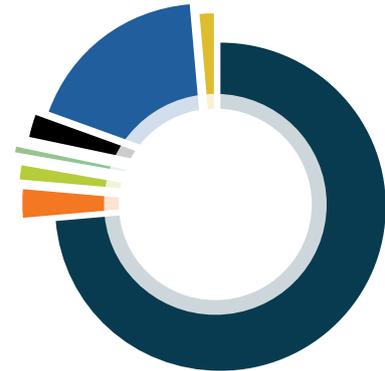
Insurance Company

17.22%

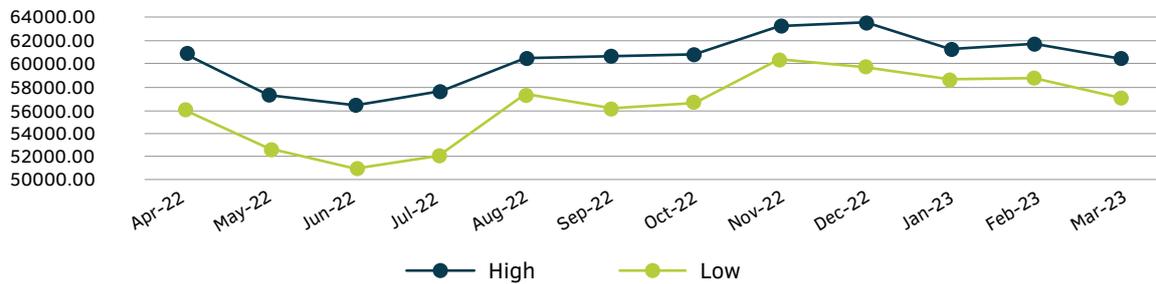
Indian Public

1.84%

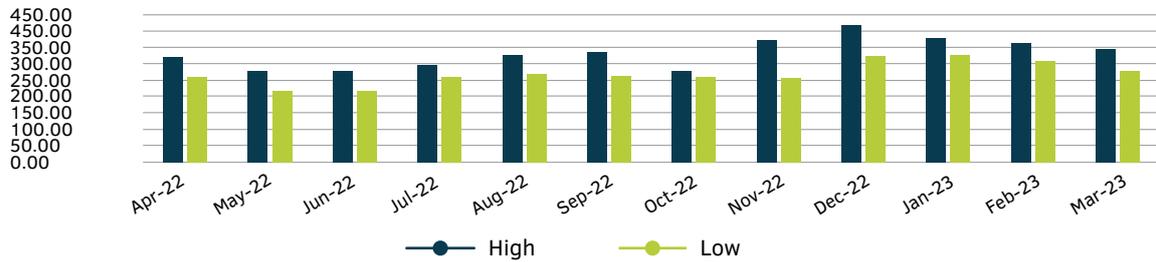
Others



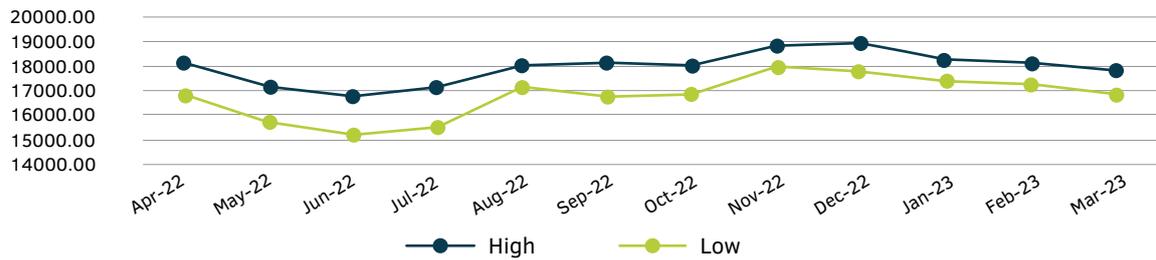
BSE-SENSEX



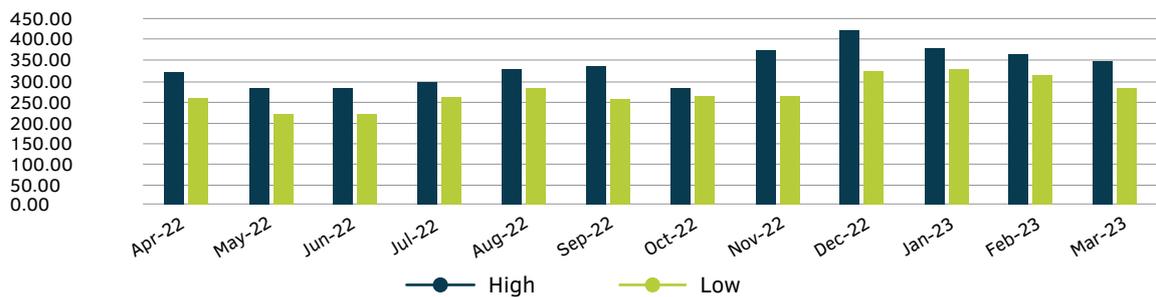
GOCL Share Price on BSE



NSE-NIFTY



GOCL Share Price on NSE





GOCL Corporation Limited

(Formerly Gulf Oil Corporation Limited)

L24292TG1961PLC000876

Registered & Corporate Office

IDL Road, Kukatpally,
Hyderabad - 500072
www.gocllcorp.com

Manufacturing Facilities

Hyderabad | Rourkela | Singrauli | Korba
Rajrappa | Ramagundam | Dhanbad | Udaipur

Regional Office

Asansol | Bilaspur | Dhanbad
Hyderabad | Ranchi | Udaipur



HINDUJA GROUP

