

BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

Registered Office: Office no. 91, 9th Floor, Jolly Maker Chambers No. 2, 225, Nariman Point, Mumbai - 400021.

• Tel.: 8828204635 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

NOTICE

Notice is hereby given that the 77th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on 27th September, 2024 IST at 11:30 a.m. "Walchand Hirachand Hall", 4th Floor, Indian Merchant's Chamber Building, IMC Marg, Churchgate, Mumbai- 400 020 to transact the following businesses.

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of the Board of Directors and the Auditor's Report thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of Auditors thereon.

2. Declaration of Dividend:

To declare dividend on equity shares for the financial year 2023-24.

3. Re-appointment of Mr. Karan Bhojwani, Whole-time Director (DIN: 06423542), who is liable to retire by rotation:

Mr. Karan Bhojwani, Whole-time Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification for payment of remuneration to Cost Auditors for the financial year 2024-25:

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 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. S. R. Singh and Co., Cost Accountants (Registration no.: 003403) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, be paid the remuneration of ₹ 2,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses as per the details set out in the statement annexed to the Notice be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Approval for payment of remuneration to Mr. Karan Bhojwani (DIN: 06423542), Whole-time Director of the Company for remaining period of his term of 5 years:

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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for payment of remuneration to Mr. Karan Bhojwani (DIN: 06423542) for the remaining period of his term beginning from 1st April, 2025 and ending on 31st March, 2027 on the same terms and conditions which were previously approved by the members by passing a special resolution through Postal Ballot on 29th March, 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Karan Bhojwani, Whole-time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate subject to the overall limits specified by this resolution and provisions of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution, to remove any difficulty in implementation of this resolution.”

By Order of the Board of Directors,
For **BRIGHT BROTHERS LIMITED**

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

Registered office:
Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point,
Mumbai – 400021.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
DETAILS OF DIRECTOR RETIRING BY ROTATION AT THE 77TH ANNUAL GENERAL MEETING
[Pursuant to Regulation 36(3) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

| | |
|---|---|
| Name | Mr. Karan Bhojwani |
| DIN | 06423542 |
| Designation | Whole-time Director |
| Date of Birth and age | 30 th April, 1979; 45 years |
| Date of initial Appointment | 1 st April, 2022 |
| Qualifications | i. Studied at International Baccalaureate at United World College, Singapore ii. Studied Business Management at Bryant College, United States of America |
| Experience in specific functional area | i. Production, Marketing and Sales Management ii. Strategic thinking and Decision making iii. Financial, Technical and Professional skills |
| Number of equity shares held in the Company as on 31st March, 2024 | 17,500 Equity shares |
| List of Public Companies in which Directorships held as on 31st March, 2024 (other than Bright Brothers Limited) | Nil |
| Chairman/member of the Committees of the Board of the Companies in which he is a Director (other than Bright Brothers Limited) | Nil |
| Remuneration Last Drawn in the year 2023-24 (in lakhs) | ₹ 57.50 |
| Remuneration proposed to be paid | As approved by the members of the Company by passing a special resolution through Postal Ballot on 29 th March, 2022. |
| Relationship with other Director/ Key Managerial Personnel | Son of Mr. Suresh Bhojwani, Chairman and Managing Director and Mrs. Devika Bhojwani, Whole-time Director Not related to any other Director/Key Managerial Personnel. |
| Number of meetings of the Board attended during the year 2023-24 | 4 meetings |

Note: Remuneration paid to Mr. Karan Bhojwani, Whole-time Director during the financial year 2023-24 includes contribution to provident fund.

NOTES:

1. Updation of bank account details is mandatory for all members (shareholders). These details will be printed on the dividend warrants issued to the members. Therefore, the members who have not updated their bank details are requested to provide original cancelled cheque bearing the member's name and account number pre-printed on the cheque or Bank passbook / statement duly attested by branch manager to Link Intime India Pvt. Ltd. The members who are holding shares in their demat account are requested to approach their depository participants for updation of bank details. The members can also opt for receiving dividend directly to their bank account by submitting ECS Mandate letter to Link Intime India Pvt. Ltd.
2. Members who are holding shares in physical form are requested to dematerialize the same to ensure safe

and speedy transaction in securities.

3. Members are requested to register nomination in respect of their holdings in shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his/her nominee without having to go through the process of obtaining succession certificate/probate of the Will etc.
4. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in Item Nos. 4 & 5 above, is annexed hereto.
5. A Member entitled to attend and vote can also appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such other person shall not act as proxy for any other person or shareholder.

The instrument of Proxy, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority letter as applicable.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2024 to 27th September, 2024 (both days inclusive) for determining the entitlement of the Members to the payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared, at the Annual General Meeting will be paid on or after 27th September, 2024 either by crediting directly to their registered bank accounts or by dispatching dividend warrants to those members:
 - (a) whose names appear as Beneficial Owners in the list of Beneficial Owners on 20th September, 2024 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and
 - (b) whose names appear as a member in the Register of Members of the Company after giving effect to valid requests for transmission and transposition lodged with the Company/Registrar and Share Transfer Agent on 20th September, 2024.
8. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. Members holding shares in physical form are requested to inform any change of address, updation of bank details etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), M/s Link Intime India Private Limited.
10. Pursuant to provisions of Section 124 of the Companies Act, 2013, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the Company and respective due dates for claim by the members:

| Financial year | Date of declaration of Dividend | Date of transfer to unpaid Dividend Account | Last date for claim |
|----------------|---------------------------------|---|---------------------|
| 2016-17 | 10/08/2017 | 16/09/2017 | 16/09/2024 |
| 2017-18 | 22/09/2018 | 29/10/2018 | 29/10/2025 |
| 2018-19 | 13/08/2019 | 19/09/2019 | 19/09/2026 |
| 2019-20 | 09/03/2020 | 15/04/2020 | 15/04/2027 |
| 2020-21 | 27/09/2021 | 03/11/2021 | 03/11/2028 |

| Financial year | Date of declaration of Dividend | Date of transfer to unpaid Dividend Account | Last date for claim |
|----------------|---------------------------------|---|---------------------|
| 2021-22 | 24/08/2022 | 30/09/2022 | 30/09/2029 |
| 2022-23 | 15/09/2023 | 22/10/2023 | 22/10/2030 |

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2016-17, on the website of the IEPF viz. www.iepf.gov.in and under "Download → Investors" Section on the Website of the Company viz. www.brightbrothers.co.in.

After the last date of claim, the company shall transfer the unpaid dividend to IEPF, including all benefits accruing on such shares, if any, and the same can be claimed only from the IEPF Authority by making a separate application to the IEPF Authority in Form IEPF-5 as prescribed under the Rules and the same is made available at IEPF website i.e. www.iepf.gov.in. In view of the above, the members are advised to send a written request for claiming unpaid dividend pertaining to the above years to M/s Link Intime India Private Limited, Registrar and Transfer Agent (RTA) for crediting unpaid dividend directly in your bank account through NEFT.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
12. In compliance with SEBI's circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, electronic copies of the Notice of the Annual General Meeting alongwith Annual Report for the financial year 2023-24 is being sent to all the members whose email address are registered/ available with the Company/ Depository Participant as on cut -off date of 30th August, 2024.
13. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
14. The notice has also been uploaded on the website of the Company viz. www.brightbrothers.co.in under the Investors tab in the Download section. The notice can also be accessed on the website of the BSE Ltd. viz. www.bseindia.com and also available on the website of our RTA i.e. Link Intime India Pvt. Ltd
15. Members desirous of obtaining any information concerning Accounts shall write to the Company Secretary at invcom@brightbrothers.co.in at least seven clear days in advance so that the information required can be made available at the meeting.
16. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.
17. For Security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members/ Proxies are requested to bring their Attendance Slip duly filled in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.
18. As per the provisions of the Income Tax Act dividend income is taxable in the hands of members and the Company is required to deduct tax at source from dividend payable to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2024 as well as the relevant provisions of the Income Tax Act/Rules. The Members are requested to update their PAN with the Company/Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
19. A Resident individual Members with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction/ lower deduction of tax at source by writing an email to rnt.helpdesk@linkintime.co.in and invcom@brightbrothers.co.in on or before 20th September, 2024 at 5:00 p.m. The Members are requested to note that in case their PAN is not registered/ updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).
20. Non-resident Members can avail beneficial rates under tax treaty between India and their country of

residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F or any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in, and invcom@brightbrothers.co.in. The aforesaid declarations and documents need to be submitted by the Members by 5:00 p.m. IST on 20th September, 2024. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at https://liiplweb.linkintime.co.in/admin/DownloadFiles/8_FORM%2010F.pdf

TRC needs to be obtained by the Members from the Tax Department of their country of residence. Non-resident Members shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.

21. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this AGM is annexed.
22. The members may take note that 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- a) Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
 - b) Features - A user-friendly GUI.
 - c) Track Corporate Actions like Dividend/Interest/Bonus/split
 - d) PAN-based Investments - Provides access to linked PAN accounts, Company wise holdings and security valuations
 - e) Effortlessly Raise request for Unpaid Amounts
 - f) Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant
 - g) Statements - View entire holdings and status of corporate benefits.
 - h) Two-factor authentication (2FA) at Login - Enhances security for investors
23. Members may 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.
 24. Documents for inspection:
 - A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;
 - B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
 - C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 25. The remote e-voting period commences from 24th September, 2024 at 9.00 a.m. and ends on 26th September, 2024 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 20th September, 2024 (cut-off date) may cast their vote electronically. The remote

e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change/modify it subsequently or cast the vote again.

26. Mr. Abhishek Prakash, Practicing Company Secretary (C.P. No. 13269) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
27. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
28. Results of voting shall be declared within 48 hours from the conclusion of the meeting and the declared results along with the report of the scrutinizer shall be accessed on the website of BSE Limited i.e. www.bseindia.com, Company i.e. www.brightbrothers.co.in and Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>
29. **Voting through electronic means/Ballot Paper:**
- (a) In compliance with provisions of Section 108 of the Act and Rules issued thereunder and Regulation 44 of Listing Regulations, Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by Link Intime India Pvt. Ltd. on all resolutions set out in this Notice. Resolutions passed by the members through ballot papers or e-voting is/are deemed to have been passed, as if they have been passed at the AGM.
- (b) The process for e-voting is specified below. The facility for voting through ballot paper annexed to this notice shall be made available at the Meeting and Members attending the Meeting, who have not already cast their vote by e-voting, shall be able to exercise their right at the Meeting by Ballot/ Polling Paper.
- (c) The Members who have cast their vote by e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (d) **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting/ e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) & login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p> |

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in Physical mode/Non-Individual Shareholders holding securities in demat mode & e-Voting Service Provider is LINKINTIME</p> | <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in A Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> a. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) d. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> * Shareholders/ members holding shares in physical form but have not recorded ‘c’ and ‘d’, shall provide their Folio Number in ‘d’ above * Shareholders holding shares in NSDL form, shall provide ‘D’ above ⇒ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ⇒ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. |
| <p>Institutional shareholders:</p> | <p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the Board Resolution / Authority letter / Power of Attorney etc. together with attested specimen signature of the duly Authorised Representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.</p> |

| Type of shareholders | Login Method |
|---|---|
| In case the Individual Shareholders, holding securities in Physical mode & e-Voting service Provider is LINKINTIME, have forgotten the password: | <p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password? Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p>In case shareholders are having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p> |
| In case Individual Shareholders, holding securities in demat mode with NSDL/ CDSL, have forgotten the password: | <ul style="list-style-type: none"> Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event". |

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| 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 at 022-4886 7000 and 022- 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-Voting Service Provider is LINKINTIME

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

**By Order of the Board of Directors,
For BRIGHT BROTHERS LIMITED**

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

Registered office:
Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point, Mumbai - 400021

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Ratification for payment of remuneration to Cost Auditors for the financial year 2024-2025

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. S. R. Singh and Co., Cost Accountants for the financial year 2024-2025 at a remuneration of ₹ 2,50,000 (Rupees Two lakh Fifty thousand only) plus tax as applicable and out of pocket expenses to conduct the audit of the Cost Records of the Company.

M/s. S. R. Singh and Co. has furnished a certificate regarding its eligibility for appointment as Cost Auditors of the Company. M/s. S. R. Singh & Co. has vast experience in the field of cost audit.

The Board commends the remuneration of ₹ 2,50,000 plus tax and out-of-pocket expenses to M/s. S.R. Singh & Co. as the Cost Auditors and the approval of the members is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5: Approval for payment of remuneration to Mr. Karan Bhojwani (DIN: 06423542), Whole-time Director of the Company for remaining period of his term of 5 years

Mr. Karan Bhojwani was appointed as a Whole-time Director of the Company for a period of 5 years from 1st April, 2022 to 31st March, 2027 by members of the Company by passing a special resolution through Postal Ballot on 29th March, 2022. In the said resolution, the members had approved payment of remuneration for a period of three years i.e. from 1st April, 2022 to 31st March, 2025. Therefore, in the ensuing Annual General Meeting, the Company is seeking approval for payment of remuneration on the same terms and conditions which were previously approved by the members for the remaining period of his term which will begin from 1st April, 2025 to 31st March, 2027.

Terms and conditions of remuneration:

The proposed terms and conditions of remuneration subject to the limits prescribed under Schedule V of the Companies Act, 2013 are provided below:

a. Basic Salary:

₹ 1,90,000 p.m. (Rupees One Lakh Ninety Thousand only) with authority to the Board of Directors to grant annual increment(s) as they may deem fit based on the recommendation of the Nomination and Remuneration Committee.

b. Allowances:

- i. House Rent Allowance payable monthly, equivalent to 50% of basic salary.
- ii. Leave Travel Allowance as per the Company's policy.
- iii. Other Allowances like Home Maintenance, Special Allowance, Education Allowance, Conveyance Allowance, Uniform Allowance and Soft furnishing Allowance as per Company's policy.

c. Perquisites:

- i. Health Insurance Policy of self and family and Personal Accident Insurance as per Company's policy.
- ii. Reimbursement of expenses incurred for purchase of books and periodicals.
- iii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- iv. Reimbursement of Membership fees of two clubs in India (excluding admission and life membership fees).

- v. Reimbursement of charges pertaining to gas, electricity, water and any other utility bills.
- vi. Reimbursement of expenses incurred by the Director on behalf of the Company.
- vii. Provision of Car with driver for official as well as personal use.
- viii. Communication facilities like telephone, internet connection and such other facilities at the residence of the Director.

The perquisites/allowances shall be valued as per the Income-tax Rules, wherever applicable, in the absence of such rules perquisites/allowances shall be valued at actual cost.

d. Other perquisites as per rules of the Company:

- i. Contribution to Provident Fund
- ii. Superannuation Fund
- iii. Gratuity Premium

Except the Promoters of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval of the members.

**By Order of the Board of Directors,
For BRIGHT BROTHERS LIMITED**

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

Registered office:
Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point, Mumbai - 400021

Route Map of the AGM venue



77th Annual Report 2023-2024

Bright Brothers Limited

The logo for Brite, featuring the word "Brite" in a white, italicized serif font with a small star above the letter 'i', set against a red oval background.

Our Valued Customers





Mrs. Hira Bhojwani

3rd January, 1923 to 26th December, 2023

*Former Promoter and
Director of Bright Brothers Limited*

Mrs. Hira Bhojwani was born in Hyderabad, Sindh and grew up in Larkana, a district in Sindh. She had an outstanding academic background. She studied at Shanti Niketan under the legendary Rabindranath Tagore and then went on to graduate with Master of Science (Honours) from the Government College, Lahore. She is the mother of Mr. Suresh Bhojwani, Chairman and Managing Director of Bright Brothers Limited.

She was methodical, disciplined person and had an excellent ability to manage Company's business and overall administration with highest moral and ethical standards. She was associated with the Company since its inception and was appointed as a Director on 1st April, 1994 and was holding the directorship until 31st March, 2022.

She was a person having business acumen and leadership qualities and this legacy is being carried forward by the Board of Directors and Management of Bright Brothers Limited.

COMPANY INFORMATION

Board of Directors

Mr. Suresh Bhojwani – *Chairman & Managing Director*

Mrs. Devika Bhojwani – *Whole-time Director*

Mr. Karan Bhojwani – *Whole-time Director*

Dr. T. S. Sethurathnam – *Independent Director*
(upto 10th January, 2024)

Mr. Anil Kumar Bhandari – *Independent Director*

Mr. K. Viswanath – *Independent Director*

Mr. Indru Advani – *Independent Director*
(w.e.f. 1st April, 2023)

Board Committees

Audit Committee

Mr. Anil Kumar Bhandari – *Chairman*

Mr. K. Viswanath

Mr. Suresh Bhojwani

Mr. Indru Advani

Stakeholders Relationship Committee

Mr. Indru Advani – *Chairman*

Mr. Anil Kumar Bhandari

Mr. Suresh Bhojwani

Mrs. Devika Bhojwani

Mr. Karan Bhojwani

Nomination and Remuneration Committee

Mr. K. Viswanath – *Chairman*

Mr. Anil Kumar Bhandari

Mr. Indru Advani

Chief Financial Officer

Mr. Chirag Shah

Company Secretary & Compliance Officer

Mrs. Sonali Pednekar

Banker

Kotak Mahindra Bank Ltd.

Yes Bank Limited

Auditors

M/s. GMJ & Co,

Chartered Accountants

Registrar and Transfer Agent

M/s. Link Intime India Private Limited

C 101, 247 Park, L. B. S. Marg,

Vikhroli West, Mumbai - 400083

77th Annual General Meeting

Day and Date : 27th September, 2024

Time : 11.30 a.m.

Venue of the meeting:

“Walchand Hirachand Hall”, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai - 400 020

Registered Office

Office no. 91, 9th Floor,

Jolly Maker Chambers No. 2,

225, Nariman Point, Mumbai - 400 021

Tel.: 8828204635

E-Mail: invcom@brightbrothers.co.in

CIN: L25209MH1946PLC005056

ISIN: INE630D01010

Website: www.brightbrothers.co.in

Corporate Office

B-54, Road No. 33,

Gyaneshwar Nagar,

Wagle Industrial Estate, Thane-West,

Maharashtra - 400 604.

Factories:

- Plant I, II and III,
Plot No. 1/1 to 1/4, Thirubhuvanai,
Mannadipet Commune,
Puducherry - 605 107.
- Plot No. 16-17, Sector 24,
Faridabad, Haryana - 121 005.
- Plot No. A-3/5,
Industrial Area, SIDC, Bhimtal,
Uttarakhand-263136.
- Plot No.28-29 Sector-2 Ranipur,
SIDCUL, Haridwar,
Uttarakhand- 249403.
- Plot No.E-11-A, SIPCOT Phase-2,
Expansion-1, Moranapalli, Hosur,
Tamil Nadu- 635126.
- PlotNo.4(P),
Gat No. 180(P) + 188 +189 + 190 +191 + 192,
Gat No. 193(P) + 194, Village Fulgaon,
Taluka Haveli, Pune- 412216

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DIRECTORS' REPORT

Dear Shareholders (Members),

On behalf of the Board of Directors, it is our pleasure to present the 77th Annual Report together with the Audited Statement of Accounts of Bright Brothers Limited ("the Company") for the year ended 31st March, 2024.

Financial Performance:

(₹ in Lakhs)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
| Net Sales and Operating Income | 24,460.05 | 20,673.60 | 24,466.78 | 20,673.60 |
| Less: Expenses | 23,376.44 | 20,549.91 | 23,540.36 | 20,585.74 |
| Operating Profit | 1,083.61 | 123.69 | 926.42 | 87.86 |
| Add: Other Income | 162.13 | 182.46 | 156.34 | 182.46 |
| Profit before Depreciation, Finance Cost and Tax | 1,245.74 | 306.15 | 1,082.76 | 270.32 |
| Less: Finance Costs | 656.85 | 378.82 | 657.66 | 378.84 |
| Less: Depreciation and amortization expenses | 891.68 | 580.64 | 894.83 | 580.64 |
| Profit/(Loss) before tax | (302.79) | (653.31) | (469.73) | (689.16) |
| Add/ Less: Exceptional items | 0 | 0 | 0 | 0 |
| Less: Tax expense | 6.87 | (311.10) | 6.87 | (311.10) |
| Profit/(Loss) after tax | (309.66) | (342.21) | (476.60) | (378.06) |
| Other comprehensive income | 36.33 | 0.20 | 35.73 | (0.98) |
| Total Comprehensive Income/(Loss) | (273.33) | (342.01) | (440.87) | (379.04) |

Summary of Financial Operations

The Standalone Financial Performance provides details on revenue and expenditure of Bright Brothers Limited during the period under review i.e. the financial year (FY) 2023-24, whereas, the Consolidated Financial Performance includes the details on expenditure incurred by the wholly-owned subsidiary (WOS) namely, Bright Brothers LLC in the state of Delaware, United States of America. During the period under review, there is no corresponding revenue generation in the WOS.

Standalone Financial Summary

On a standalone basis, the revenue from operations was ₹ 24,460.05 lakhs in the FY 2023-24 as against ₹ 20,673.60 lakhs in the previous year. The Profit before Depreciation, Finance Cost and Tax for the year ended 31st March, 2024 was recorded at ₹ 1,245.74 lakhs as against Profit of ₹ 306.15 lakhs in the previous year.

Consolidated Financial Summary

On a consolidated basis, the revenue from operations was ₹ 24,466.78 lakhs in the FY 2023-24 as against ₹ 20,673.60 lakhs in the previous year. During the year, no revenue was generated by the WOS as the WOS had not begun its commercial production. Therefore, the Profit before Depreciation, Finance Cost and Tax for the year ended 31st March, 2024 was recorded at ₹ 1,082.76 lakhs as against Profit of ₹ 270.32 lakhs in the previous year.

Capital Expenditure

During the year under review, on a standalone basis, the Company has spent ₹ 1,996.07 lakhs towards capital expenditure. This mainly comprises of capital expenditure incurred by the Company for setting up new manufacturing units in India, installation of plant and machinery, etc.

The Year in Retrospect/ Brief description of Company's working during the year

During the year under review, the Company commenced commercial production of its manufacturing units set up at Hosur (Tamil Nadu) and Pune (Maharashtra) in the months of April, 2023 and November, 2023.

The details of business undertaken by every division of the Company during the year is provided below:

i. Manufacturing and paint shop division

The Company is primarily engaged in manufacturing plastic components for the OEMs and it also manufactures Crates and Containers. During the year under review, the volume of net sales and operating income increased by ₹ 3,786.45 lakhs (i.e. by 18.32%) as compared to the previous year. Further, the volume of production also increased by 23.22%. By setting up new manufacturing plants at Haridwar, Hosur and Pune, the Company has expanded its production capacity, widened its customer base and is also manufacturing new products as per the customer's requirements. The addition of new customers and manufacture of new products has boosted sales turnover. The Company has also ventured into the business of painting fan blades which is carried out at the paint shop located in Haridwar plant. Further, the Company is also venturing into the business of manufacturing plastic parts for automotive manufacturers.

As a part of an on-going process, the Plant Heads of all the manufacturing units take measures to improve operational efficiency, reduce cost, reduce rejections, improve profit margins, etc. During the year, the Company has installed new machineries to increase its production capacity.

In addition to the traditional injection moulding business, the Company has also ventured into composite business wherein the products are manufactured using multiple processes like Light Resin Transfer Moulding (LRTM) and Hand Lay up (HLU). The manufacturing facility for carrying out this business has been set-up at Pune plant. Since then the Company has received orders from various customers, however, their execution got delayed due to project delay at the customer's end and Lok Sabha elections in India.

ii. Tooling division

For any manufacturing business, the Engineering Strength is a big differentiator. In our business of molding of plastic parts, the major engineering strength required, apart from plastic processing knowledge is the Tooling knowledge. The tooling division manufactures plastic injection moulds for customers. This division also provides the technical support during any new project to the customer at the design and development stage for any products from a tooling and part mass producibility aspect, which also depends a lot on the tool design. This division also helps in maintaining the tools for the running business to perform at an optimum level.

Therefore, this division is an asset which gives a comfort to any customer to even give us a plastic molding business.

iii. Haircare Division

This division is engaged in the business of sales and marketing of hair and beauty accessories under its brand named Divo, to both general and professional market. The products are used by hair stylists, fashion designers and hairdressers along with college students and young working professionals. During the FY 23-24, the division has increased the product range by adding a new range of professional products as well as expanding into environmentally friendly products. The brand has now also expanded its presence in the organized retail sector. The brand has also opened up online direct sales on its website www.divoworld.com. The brand endeavours to cater to all the age groups and have also added a few products that are exclusively for male grooming. Furthermore, this division continues to expand the business by undertaking new private-label business wherein they supply products to companies who sell them under their own brand names.

Subsidiary

During the year, Bright Brothers LLC, wholly-owned subsidiary of the Company has set up a manufacturing plant in Lena, Wisconsin, USA. The Company is expecting that the projects will materialize in the current financial year.

During the year, the Board of Directors reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013 (the Act), the Consolidated financial statements have been prepared and they form part of this Annual Report. A report on the performance and financial position of WOS has been provided in Form AOC-1 as per Section 129(2) of the Act annexed to this Report. Presently, the Company does not have a material subsidiary.

Consolidated Financial Statements (CFS)

In accordance with the provisions of the Act, Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and applicable Indian Accounting Standards ("Ind AS"), the audited CFS of the Company for the FY 2023-24, together with the Auditor's Report forms part of this Annual Report. In accordance with Section 136 of the Act, the audited financial statements, including the CFS and related information of the Company and the separate financial statements of its Subsidiary Company, is available on the Company's website at http://www.brightbrothers.co.in/pdf/pdf_585.pdf. Any member desirous of inspecting or obtaining copies of the audited financial statements, including the CFS may write to the Company Secretary at invcom@brightbrothers.co.in.

Outlook for the Current Financial Year 2024-25

During the FY 2023-24, the Company has created a platform for a leap forward in FY 2024-25. The businesses which were started in previous FY will realise their full potential in the current FY. The paint shop facility located at Haridwar plant has created a strong platform for the Company to cater to all the major fan brands in India. Further, the Company is also planning to supply plastic parts of Smart connected Electronic Meters and plastic kits for indoor units of split air conditioners.

During the FY 24-25, the Pune plant is set to execute railways projects for its customers and export its products to United States of America along with domestic projects from construction equipment Original Equipment Manufacturers (OEMs).

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year till the date of report

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the FY 2023-24 and the date of this report. There has been no change in the nature of business of the Company during the financial year.

Revision in financial statements and Board's Report, if any, for the preceding financial years

There was no revision of financial statements and Board's Report of the Company for the preceding financial years, during the year under review.

Directors and Key Managerial Personnel

Board of Directors

The Company has a diverse Board and it recognises the importance of a diverse Board in its success.

i. Retirement by rotation and subsequent re-appointment

In accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Karan Bhojwani, Whole-time Director (DIN 06423542) of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. Pursuant to Listing Regulations and Secretarial Standard – 2 issued by Institute of Company Secretaries of India (ICSI), the details pertaining to re-appointment are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company.

ii. Demise of Dr. T. S. Sethurathnam, Independent Director

One of the Independent Directors of the Company, Dr. T. S. Sethurathnam (DIN: 00042704) left for heavenly abode on 10th January, 2024. Dr. Sethurathnam was associated with the Company as a Director since 1991. During his directorship, he has provided invaluable guidance to the growth and business of the Company. He was the member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.

Key Managerial Personnel

Mr. Suresh Bhojwani, Chairman and Managing Director, Mr. Karan Bhojwani, Whole-time Director, Ms. Devika Bhojwani, Whole-time Director, Mr. Chirag Shah, Chief Financial Officer and Ms. Sonali Pednekar, Company Secretary are Key Managerial Personnel of the Company.

Transfer to Reserves

The Company does not propose to transfer any profits to its reserves and the entire amount of profit for the FY 2023-24 forms part of Retained Earnings.

Dividend

Your Directors are pleased to recommend a dividend @ 10% (i.e. Re.1 per Equity Share) on 56,80,235 Equity Shares of ₹ 10 each for the FY ended 31st March, 2024. The said dividend, if approved by the members, would involve a cash outflow ₹ 56.80 lakhs. The dividend will be paid subject to the approval of members of the Company at the ensuing Annual General Meeting to those members whose names appear as Beneficial Owners in the list of Beneficial Owners on the record date i.e. 20th September, 2024 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and whose names appear as a member in the Register of Members of the Company as on the record date.

As per the Income Tax Act, 1961, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. Accordingly, the Company makes the payment of the dividend after deduction of tax at source.

Share Capital

The paid-up Equity Share Capital as on 31st March, 2024 was ₹ 568.02 lakhs. During the year under review, the Company has not issued any shares.

Loans, guarantees or investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes accompanying the financial statements.

Fixed Deposits

Your Company has not accepted any deposits from public and its members during the FY 2023-24. There has been no deposit which was unpaid or unclaimed as at the end of the year. There has not been any default in repayment of deposits or payment of interest thereon during the year. The Company is

holding deposits of ₹ 58 lakhs from its Directors as on 31st March, 2024.

Related party transactions

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in AOC-2 is not required. The details of transaction are provided in Note No. 54 of the Standalone Notes to Accounts and Note No. 51 of the Consolidated Notes to Accounts. Further, there are no material related party transactions during the year under review with the Promoters, Directors and Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee and also before the Board for approval. Omnibus approval is obtained for transactions which are repetitive in nature. A statement giving details of all the transactions entered into pursuant to omnibus approval are placed before the Audit Committee and Board for a review.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors have any pecuniary relationships or transactions vis-a-vis the Company.

Insurance

All the assets of the Company are fully insured against major risks.

Unsecured Loan

During the year under review, there is outstanding unsecured loan of ₹ 1 Crore as on 31st March, 2024.

Internal financial controls

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. The Company has appointed Internal Auditors who periodically audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. The Audit Committee periodically approves the audit reports, implementation of audit recommendations, if any and adequacy of internal controls. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors, the Board is of the opinion that there is an existence of proper systems to ensure compliance with the provisions of applicable laws and Company's internal financial controls were adequate, efficient and effective during financial year 2023-24.

Significant and material orders passed by the Regulators

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

Directors' Responsibility Statement

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Management Discussion and Analysis

Management Discussion and Analysis of the financial conditions and result of operations of the Company for the period under review as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

Corporate Governance

A separate report on Corporate Governance is annexed to this Report.

As required by Schedule V of the Listing Regulations, the Auditor's Certificate on Corporate Governance received from our statutory auditor forms part of this Annual Report.

Meetings of the Board and its Committees

During the year 2023-24, the Board met four times on 24th May 2023, 9th August 2023, 10th November, 2023 and 2nd February, 2024. The gap between two meetings did not exceed 120 days. The details of the Board meetings and various Committee meetings have been mentioned in the Report of Corporate Governance annexed to this Report.

Committees

As on 31st March, 2024, the Board has 3 Committees namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. During the year, all recommendations of the Committees of the Board have been accepted by the Board.

A detailed note on the composition of the Board and its Committees, meetings held during the year and its terms of reference is provided in the Corporate Governance Report forming part of this Annual Report. The composition and terms of reference of all the Committees of the Board of Directors of the Company is in line with the provisions of the Act and the Listing Regulations.

Corporate Social Responsibility

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies (CSR Policy) Rules, 2014 is annexed to this Report. The Policy is available on Company's website at URL: http://www.brightbrothers.co.in/pdf/pdf_455.pdf

As per the amendment in Rule 3 of the Companies (Corporate Social Responsibility) Rules, 2014, the Company was not obligated to spend towards CSR in the FY 2023-24.

Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013, the Annual Return in Form MGT-7 as on 31st March, 2024, is available on Company's website at www.brightbrothers.co.in.

Statutory Auditors

M/s. GMJ & Co, Chartered Accountants (Firm Registration No. 103429W) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 24th August, 2022, to hold office from the conclusion of the 75th AGM till the conclusion of the 80th AGM to be held in the year 2027.

Report of the Statutory Auditors and Notes to Financial Statements

The Report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The observations made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments. There are no instances of fraud reported by the Auditors.

Cost Audit

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company needs to conduct a Cost Audit for the financial year ending on 31st March, 2025.

The Board of Directors, on recommendation of the Audit Committee, has appointed M/s. S. R. Singh & Co., Cost Accountants, Registration no. 003403 as Cost Auditor to audit the cost accounts of the Company for the financial year 2024-25 at a remuneration of ₹ 2,50,000/- plus tax as applicable and reimbursement of out of pocket expenses. As required under Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening Annual General Meeting.

The Cost Audit Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark.

Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, Ms. Purnima Shetty, Practicing Company Secretary (Registration no. FCS-9089, COP-14933) has been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor for the financial year 2023-24 is enclosed herewith.

The Report is self-explanatory and does not call for any further comments. It does not contain any qualification, reservation or adverse remark.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the FY 2023-24 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Ms. Purnima Shetty, Practicing Company Secretary has been submitted to the Stock Exchange and is annexed to this Report.

Whistle Blower Policy

Pursuant to the requirement of the Act, the Company has approved its Whistle Blower Policy which is also called as vigil mechanism. It is uploaded on website of the Company.

This mechanism enables Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Risk Management Policy

The Company has developed and implemented the Risk Management Policy.

The Company considers ongoing risk management to be a core component of the Management of the Company and understands that the Company's ability to identify and address risk is central to achieving its corporate objectives.

The policy is in compliance with Listing Regulations and provisions of the Companies Act, 2013 which requires the Company to lay down procedures about risk assessment and risk minimization.

Declaration by Independent Directors

Mr. Anil Kumar Bhandari, Mr. Kuchimanchi Viswanath and Mr. Indru Advani are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, the Independent Directors fulfil the conditions specified in Section 149 of the Act and the Rules made thereunder and Regulations 16(1)(b) of Listing Regulations about their status as Independent Directors of the Company. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also the Code of Conduct for Directors and senior management personnel formulated by the Company.

The Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs, Manesar ('IICA') as required under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

There has been no change in the circumstances affecting their status as Independent Directors of the Company. During the year under review, the Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

Company's Policy on Appointment and Remuneration

The objective of 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 interest of stakeholders. The Board's approved policy is available on the website of the Company at http://www.brightbrothers.co.in/pdf/pdf_388.pdf

Formal Annual Evaluation by the Board of its own performance and that of its Committees and individual Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees. The evaluation process inter alia considers attendance of Directors at Board and Committee meetings, participation at meetings, domain knowledge, cohesion at the Board's meetings, awareness, observance of governance, etc.

The Board carried out performance evaluation of the Board, Board committees, individual Directors and Chairperson.

Familiarisation programme

The Company has put in place an induction and familiarization programme for all its Directors including the Independent Directors. The familiarization programme for Independent Directors in terms of provisions of Regulation 46(2) of Listing Regulations is uploaded on the website of the Company (Link: https://www.brightbrothers.co.in/pdf/pdf_586.pdf). Further, the business and operations of the Company are informed to the Independent Directors in detail during every Board Meeting of the Company.

Transfer of Unclaimed dividend and underlying shares to Investor Education and Protection Fund (IEPF)

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the members for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. During the financial year 2023-24, the Company had transferred ₹ 2,98,154/- to IEPF as unclaimed dividend relating to financial year 2015-16. Further, the Company has transferred 6,820 equity shares of the Company to IEPF as the members had not claimed dividend on those shares for the consecutive period of seven years.

The details of total amount lying in Unpaid Dividend Account of the Company and the date on which it is due for transfer is provided below:

| Sr. No. | Dividend for financial year | Amount (₹ in lakhs) As on 31 st March, 2024 | Due for transfer to the Fund after the following date |
|---------|-----------------------------|---|--|
| 1 | 2016-17 | 3.10 | 16/09/2024 |
| 2 | 2017-18 | 2.10 | 29/10/2025 |
| 3 | 2018-19 | 1.73 | 19/09/2026 |
| 4 | 2019-20 | 2.22 | 15/04/2027 |
| 5 | 2020-21 | 2.46 | 03/11/2028 |
| 6 | 2021-22 | 4.26 | 30/09/2029 |
| 7 | 2022-23 | 0.85 | 22/10/2030 |

Pursuant to the provisions of IEPF Rules, the Company has filed the necessary forms and uploaded the aforesaid details on IEPF website (www.iepf.gov.in) and these details are also available under "Download → Investors" Section on the Website of the Company viz. www.brightbrothers.co.in.

Members are requested to claim the dividend(s), which have remained unclaimed/unpaid, by sending a written request to the Company at invcom@brightbrothers.co.in or to the Company's Registrar and Transfer Agent Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in or at their address at Link Intime India Pvt. Ltd., C 101, Embassy 247, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.

Equity shares in Unclaimed Suspense Account under Regulation 39 and Schedule VI of Listing Regulations

The details of Equity shares in Unclaimed Suspense Account under Regulation 39 and Schedule VI of Listing Regulations are as follows:

| Description | No. of records | No. of Equity Shares of ₹ 10/- each |
|--|----------------|--|
| No. of shareholders and outstanding shares at the beginning of the year | 3 | 200 |
| No. of shareholder's request received for transfer of shares during the year | NIL | — |
| No. of shareholders to whom shares transferred during the year | NIL | — |
| No. of members and shares transferred to IEPF Account | NIL | — |
| No. of members and outstanding shares at the end of the year | 3 | 200 |

The voting rights on the above shares shall remain frozen till the rightful owner of such shares claims the shares.

Compliance with Secretarial Standards issued by the Institute of Company Secretaries of India

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors, General Meetings and Dividend.

Particulars of Employees

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report.

None of the employees of the Company is falling under the criteria as set out in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration.

Human Resources (HR)

Your Company has consistently championed a workplace culture which aims at providing conducive environment for employees that fosters innovation. Your Company acknowledges its employees as the cornerstone of its success and is committed to promoting a respectful and secure workplace, vital for nurturing a diverse and innovative workforce.

Your Company exemplifies efficient, innovative and holistic HR practices aimed at managing a diverse workforce. By prioritizing employee welfare, fostering innovation, ensuring legal compliance and supporting sustainability, the Company sets a benchmark for modern HR practices in the industrial sector. Through these efforts, your Company continues to cultivate a vibrant and forward-thinking workplace that values employee well-being and contributions, ultimately driving the Company's success and growth.

Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has formulated a policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. It has also formulated Internal Complaints Committee under the Act. During the year under review, no complaints were filed under the said Act.

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

The details as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided below.

A. Conservation of Energy:

The steps taken by the Company for utilising alternate source of energy:

- Continuous monitoring and awareness amongst employees has helped to avoid wastage of energy. Various investments in reducing the consumption of energy has helped the Company to reduce the overall power consumption.
- Continuous study and analysis for energy conservation, installation of energy efficient equipments has resulted into lower units of power consumption per kg production of finished products.
- Installation of Variable Frequency Drives (VFD) to reduce the power consumption of old machines and replacing the inefficient equipments with latest energy efficient technology and upgradation of equipments.
- Monitoring the energy parameters such as maximum demand, power factor, load factor, TOD tariff utilisation on regular basis.
- Installation of servo drives in injection moulding machines to reduce power consumption and energy efficient pump for cooling tower.
- Replacement of higher HP motor with energy efficient HP motor and replacement of CFL with LED lights.
- Replacement of old water pump to advanced technology pump with variable frequency speed drive.
- Increasing the awareness of energy saving within the organisation to avoid wastage of energy.
- Installation of solar panels.
- Servo drives used in machine hydraulic system for reducing power consumption.
- Power consumed for processing the material (unit/kg) reduced drastically, by optimising process, reducing rejection, increasing machine output etc.
- Shift wise power consumption monitoring done for better energy consumption.

B. Technology Absorption, Adaptation and Innovation:

- Improving the output/ input ratio to gain maximum finished products from per kg raw material.
- Modify the mould and dies to improve the cycle time to get higher production from the same machine.
- To modify the process parameters to improve the quality.
- No significant expenditure on Research and Development.
- Installation of robots to increase the output and reduce manpower.

Benefits derived from the above:

- Increased output and labour saving.
- Knowledge and skills sharing across Company and taking initiatives for benchmarking the best practices.
- Fast and efficient production.

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings: ₹ Nil

Foreign Exchange Outgo: ₹ 258.55 lakhs

Other disclosures

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended 31st March, 2024:

- There are no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy code, 2016, before the National Company Law Tribunal or any other Court.
- There was no instance of on-time settlement with any bank or financial institution.

Acknowledgement

Your Directors place on record their appreciation for employees at all levels who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, members and advisors of the Company for their continued support.

Your Directors also thank the Central and State Government and other statutory authorities for their continued support.

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

Annexure to Directors' Report

I. Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

This policy encompasses the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Company recognises the vital role played by local communities in its growth and believes in Contributing to their well-being.

2. Composition of CSR Committee:

As per Section 135(9) of the Companies Act, 2013 where the amount required to be spent by a Company on CSR does not exceed ₹ 50 lakhs, the requirement for constitution of the CSR Committee is not mandatory and the functions of the CSR Committee, in such cases, shall be discharged by the Board of Directors of the Company. Hence, Company is not required to constitute the CSR Committee.

3. Web-link where CSR Policy approved by the board are disclosed on the website of the company:

http://www.brightbrothers.co.in/pdf/pdf_455.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable.

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: ₹ 156.57 lakhs

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135: ₹ 3.13 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: NIL

(e) Total CSR obligation for the financial year : ₹ NIL

Note: As per the amendment in Rule 3 of the Companies (Corporate Social Responsibility) Rules, 2014, the Company was not obligated to spend towards CSR in the FY 2023-24. As the Company has spent towards CSR, the same will be set-off as per the aforesaid Rules.

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 3.13 Lakhs

(b) Amount spent in Administrative Overheads: ₹ NIL

(c) Amount spent on Impact Assessment, if applicable: NA

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] : ₹ 3.13 Lakhs

(e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (₹ in lakhs) | Amount Unspent (in Lakhs) | | | | |
|---|---|------------------|---|--------|------------------|
| | 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 Fund | Amount | Date of Transfer |
| 3.13 | NIL | — | — | NIL | — |

(f) Excess amount for set off, if any:

| Sr. No. | Particulars | Amount (₹ in lakhs) |
|---------|---|---------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 3.13 |
| (ii) | Amount required to be spent towards CSR | NIL |
| (iii) | Total amount spent for the Financial Year | 3.13 |
| (iv) | Excess amount spent for the Financial Year | 3.13 |
| (v) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | NIL |
| (vi) | Amount available for set off in succeeding financial years | 3.13 |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) | Balance amount in unspent CSR Account under sub-section (6) of Section 135 | Amount spent in the Financial Year | 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. | Deficiency, if any |
|----------------|--------------------------|---|--|------------------------------------|---|------------------|---|--------------------|
| | | | | | Amount | Date of Transfer | | |
| Not Applicable | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: NA
9. Details of unspent CSR amount for the preceding three financial years : NA
10. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 : NA

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

II. FORM AOC-1 (Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiary company

Name of the Wholly-owned Subsidiary: Bright Brothers LLC

(₹ in lakhs)

| Sr. No. | Particulars | Details |
|---------|---|------------------------------|
| 1 | Reporting period | 31 st March, 2024 |
| 2 | Reporting currency | US\$ |
| 3 | Exchange rate as on last date of financial year | ₹ 83.46 |
| 4 | Share capital | ₹ 83.08 |
| 5 | Reserves and Surplus | ₹ (204.57) |
| 6 | Total assets | ₹ 17.11 |
| 7 | Total liabilities | ₹ 138.60 |
| 8 | Investment | Nil |
| 9 | Turnover | ₹ 6.73 |
| 10 | Profit/(loss) before taxation | ₹ (166.94) |
| 11 | Provision for taxation | Nil |
| 12 | Profit/(loss) after taxation | ₹ (166.94) |
| 13 | % of shareholding | 100% |
| 14 | Country of Incorporation | United States of America |

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966

*Chairman &
Managing Director*

Mr. Karan Bhojwani
DIN: 06423542

Mrs. Devika Bhojwani
DIN: 08355381

Whole Time Director

Mr. Chirag Shah
Chief Financial Officer

Mr. K.Viswanath
DIN: 00547132

Mr. Anil Kumar Bhandari
DIN: 00031194

Independent Directors

Mumbai, 13th May 2024

Mrs. Sonali Pednekar
*Company Secretary &
Compliance Officer*

III. Particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Sr. No. | Requirement under Rule 5(1) | Details | | |
|---------|---|---------------------------|------------------------------|---------|
| 1 | Ratio of the remuneration of Managing Director, Executive Directors & other Non-Executive Directors to the median remuneration of the Company for the Financial Year | Mr. Suresh Bhojwani | Chairman & Managing Director | 23.22 |
| | | Mrs. Devika Bhojwani | Whole-time Director | 3.94 |
| | | Mr. Karan Bhojwani | Whole-time Director | 14.53 |
| | | Mr. Anil Kumar Bhandari | Independent Director | 0.32 |
| | | Mr. Kuchimanchi Viswanath | Independent Director | 0.36 |
| | | Mr. Indru Advani | Independent Director | 0.36 |
| 2 | Percentage increase/(decrease) in remuneration of Managing Director, each Executive Director, Chief Financial Officer & Company Secretary (Salary of 2023-2024 vis-à-vis 2022-2023) | Mr. Suresh Bhojwani | Chairman & Managing Director | 0.00% |
| | | Mrs. Devika Bhojwani | Whole-time Director | 20.68% |
| | | Mr. Karan Bhojwani | Whole-time Director | 0.00% |
| | | Mr. Chirag Shah | Chief Financial Officer | (4.14)% |
| | | Mrs. Sonali Pednekar | Company Secretary | 0.00% |
| 3 | Percentage increase in the median remuneration of employees in the financial year (2023-2024 vis-à-vis 2022- 2023) | Median Increase - 0.28% | | |
| 4 | Number of Employees as on March 31, 2024 on rolls of Company | 308 | | |

| Sr. No. | Requirement under Rule 5(1) | Details |
|---------|--|---|
| 5 | Average percentile increase made in the salaries of employees other than the managerial personnel in 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 increase in the salary of employees was 7.10% whereas the average decrease in salary of managerial personnel was 0.14%. |
| | Justification for variation in the average percentile increase between Non-Manual employees and Managerial employees | Considering, the overall business of the Company during the financial year 2023-24, there has been variation the average percentile. |
| 6 | Key parameters for any variable component of remuneration availed by the Directors | There is no variable component in the remuneration paid to the Directors. |
| 7 | Affirmation that the remuneration is as per the remuneration policy of the Company | Remuneration is as per the Nomination and Remuneration Policy of the Company. |
| 8 | Percentage increase or decrease in the market quotations of the shares of the Company | Closing Market Price of the Company's Equity Share on BSE as on 31 st March 2023 was ₹ 142.35/- and as on 31 st March 2024 was ₹ 162.95/-. The price increased by 14.47%. |

**IV. Secretarial Audit Report
For the Financial Year ended on 31st March, 2024**

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]

To,
The Members,
Bright Brothers Limited
CIN: L25209MH1946PLC005056
2-91, Floor-9, Plot 225,
2, Jolly Maker Chambers,
Vinayak Kumar Shah Marg,
NCPA, Nariman Point, Mumbai 400021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bright Brothers Limited, (hereinafter called as the 'Company'). This Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, generally 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:

I have examined the books, papers, minute books, forms and returns filed and other returns maintained by the Company for the financial year ended March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with amendments from time to time*;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 read with Amendments, regarding the Companies Act and dealing with client (*Not applicable as the Company is not registered as Registrar to Issue & Share Transfer Agent during the period under review*);
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;
* (*Not applicable as there is no reportable event during the period under review*);
- (vi) The other laws that are applicable specifically to the Company are as follows:
- a) Factories Act, 1948 and applicable State Rules;
 - b) Industrial Laws;
 - c) Labour Laws;
 - d) Environment Protection Act, 1986 and other Prevention of Pollution laws;
 - e) Economic and Commercial Laws;
 - f) Legal Metrology Act, 2009;
 - g) Acts prescribed under Shops and Establishment Act of various local authorities;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Circulars, Notifications etc.

I 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.
- As per the information provided, adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.
- All decisions at Board meetings and Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case may be.

- 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 and as informed, the Company has responded appropriately to notices received from statutory/regulatory authorities including initiating immediate corrective measures, where necessary

This Report is to be read with my letter of even date which forms an integral part of this Report.

Purnima Shetty

Practicing Company Secretary

FCS No. 9089, C.P. No. 14933

UDIN No. F009089F000354940

Peer Review Cert. No. 1887/2022

Place: Navi Mumbai

Date: 12th May, 2024

**(Annexure to the Secretarial Audit Report of M/s. Bright Brothers Limited
for the financial year ended 31st March, 2024)**

To,
The Members,
Bright Brothers Limited
CIN: L25209MH1946PLC005056
2-91, Floor-9, Plot 225,
2, Jolly Maker Chambers,
Vinayak Kumar Shah Marg,
NCPA, Nariman Point, Mumbai 400021

My Secretarial Audit Report of even date, for the F.Y. 2023-2024 is to be read along with this letter:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and rules and regulations and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial records. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of the corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
5. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
6. The Secretarial Audit Report 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.

Purnima Shetty
Practicing Company Secretary
FCS No.9089, C.P. No. 14933
UDIN No. F009089F000354940
Peer Review Cert. No. 1887/2022

Place: Navi Mumbai

Date: 12th May, 2024

V. Annual Secretarial Compliance Report for the Financial Year 2023-24

To,
The Members,
Bright Brothers Limited
CIN: L25209MH1946PLC005056
2-91, Floor-9, Plot 225,
2, Jolly Maker Chambers,
Vinayak Kumar Shah Marg,
NCPA, Nariman Point, Mumbai 400 021

Dear Sir/Madam,

I have been engaged by Bright Brothers Limited (hereinafter referred to as 'the Company') bearing CIN: L25209MH1946PLC005056 whose Equity Shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to issue the Annual Secretarial Compliance Report thereon.

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

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My 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 necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Purnima Shetty
Practicing Company Secretary
FCS-9089, COP-14933
UDIN: F009089F000354601
Peer Review Certificate No. 1887/2022

Place: Navi Mumbai

Date: 12th May, 2024

**Secretarial Compliance Report of Bright Brothers Limited
For the Financial Year Ended 31st March, 2024**

To,
The Members,
Bright Brothers Limited
CIN: L25209MH1946PLC005056
2-91, Floor-9, Plot 225,
2, Jolly Maker Chambers,
Vinayak Kumar Shah Marg,
NCPA, Nariman Point, Mumbai 400 021

I, Ms. Purnima Shetty, Practicing Company Secretary, have examined:

- a) all the documents and records made available to me and explanation provided by M/s Bright Brothers Limited (“the listed entity” or “the Company”),
- b) the filings/submissions made by the listed entity to the stock exchange,
- 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 financial year ended March 31, 2024 (“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 (*Not Applicable for the period under Review*);
- 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 (*Not Applicable for the period under Review*);
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable for the period under Review*);
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*Not Applicable for the period under Review*);
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

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

(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 | Actions Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks by Practicing Company Secretary | Management Response | Remarks |
|--|--|------------------------|------------|------------------|----------------|----------------------|-------------|--|---------------------|---------|
| Advisory/Clarification/Fine/Show Cause Notice/Warning etc. | | | | | | | | | | |
| NONE | | | | | | | | | | |

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

| Sr. No | Observations/Remarks of the Practicing Company Secretary in the previous reports ie report for the year ended March 2023 | Observations made in the secretarial compliance report for the year ended 2023 | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|--------|--|--|---|---|--|---|
| 1 | BSE levied a fine of ₹ 184,000/- vide email dated 17 th Nov 2020 in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/20 20/12 dated January 22, 2020 for non-compliance of regulation 17(1A) of SEBI (LODR) Regulations, 2015 in the FY 2020-2021. (During covid times) | | Regulation 17(1A) of the SEBI (LODR) Regulations 2015 | Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years (ie without prior shareholders' approval) | The Company has been continually following up with BSE to afford an opportunity for personal hearing and it has again applied for waiver of fine through application in the listing centre of BSE. | Besides requesting BSE for an opportunity of personal hearing, the Company has also applied for a waiver of fine citing practical difficulty during Covid time for being unable to obtain prior approval of shareholders. The Company is hopeful of a favourable response to its waiver application and failing which, it is agreeable to pay the levied fine and close the case. |

I. I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observation/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) | Yes | None |

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observation/Remarks by PCS* |
|---------|---|-------------------------------|--|
| 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 | 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 | 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.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | The Company has formed a new WOS in the State of Delaware, US in the last FY but it does not fit within the definition of material subsidiary as per SEBI (LODR) Regulations, 2015 |
| 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. | Yes | None |
| 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: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee | Yes NA | 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 |

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observation/Remarks by PCS* |
|---------|---|-------------------------------|--|
| 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. | NA | No such actions in the Review period. |
| 12 | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | None |
| 13 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | None observed during the period under review |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Purnima Shetty

Practicing Company Secretary

FCS-9089, COP-14933

UDIN: F009089F000354601

Peer Review Certificate No. 1887/2022

Place: Navi Mumbai

Date: 12th May, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC AND BUSINESS OVERVIEW ACROSS THE GLOBE

The global economy is struggling to maintain its recovery post-Covid because successive shocks have buffeted it. It demonstrates remarkable resilience, characterized by steady growth as inflation gradually moves towards the target. This journey has been marked by significant events, including supply-chain disruptions in the wake of the pandemic, conflict between Russia and Ukraine leading to a global energy and food crisis.

The global GDP is estimated to have grown at 3.2% in CY 2023, lower than 3.5% in CY 2022, led by fears of a hard recession. Even though, there were gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops.

ECONOMIC AND BUSINESS OVERVIEW IN INDIA

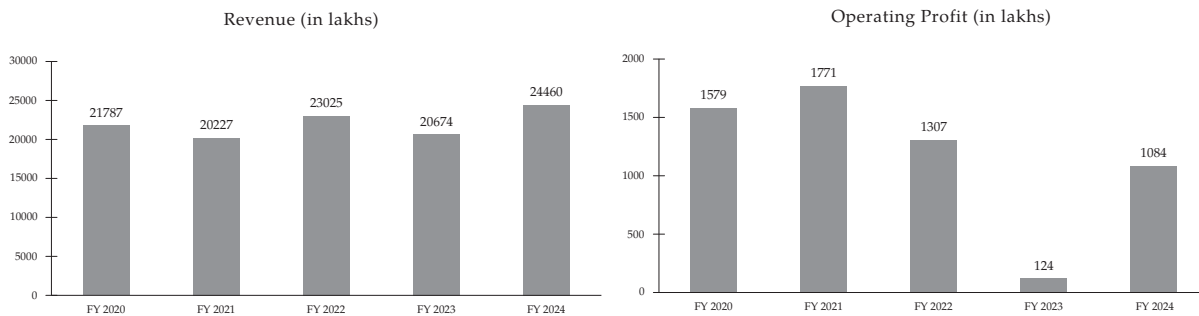
The Indian economy is better placed than ever as the government has built infrastructure at a historically unprecedented rate. The financial sector is healthy and its balance sheet is stronger. The economy has created jobs; the unemployment rate has declined considerably from the peaks during Covid times.

India has shown both resilience as well as progress despite all risks and uncertainties in the global economic landscape. Through timely and effective policy actions aimed at achieving macro stability and repairing the balance sheets of financial and non-financial sectors, as well as by investing significantly in building world-class physical and digital public infrastructure, India has been able to withstand the challenges, both domestic and global, and ensure that the economy continues to progress on a steady path.

INDUSTRY STRUCTURE AND DEVELOPMENT

The plastics industry has long been a major force in global manufacturing, and its outlook for the next two years is positive. In 2023, growth was expected to be modest with an increase of 1.2%, down from the 2% growth reported in 2022. However, 2024 is forecasted to experience strong growth, signaling a potential rebound for this important industry. A key element of this growth is projected to come from the increasing demand for high-performance plastics in various sectors, such as automotive, aerospace, and electronics. Overall, it appears that the plastics industry will remain an important player in global manufacturing, with both 2023 and 2024 providing opportunities for growth.

PERFORMANCE HIGHLIGHTS OF THE COMPANY:



The below mentioned table gives the present composition of business of your Company.

| Category | Percentage Share in Total Turnover |
|---|------------------------------------|
| Consumer durable (white goods) injection moulded plastic components | 96.06% |
| Brite branded products (material handling crates and beauty products) | 3.94% |

OVERALL FINANCIAL PERFORMANCE

The financial performance of the Company has been summarized in the table below followed by explanatory remarks for significant changes in 2023-24 compared to the previous year.

(₹ in lakhs)

| Particulars | FY 2023-24 | FY 2022-23 | Change | % Change |
|--|------------|------------|----------|-----------|
| Tonnage processed including job work (In Tons) | 13,442.82 | 10,910.04 | 2,532.78 | 23.22 |
| Total operational income (net) | 24,460.05 | 20,673.60 | 3,786.45 | 18.32 |
| Consumption of material | 16,446.93 | 14,490.60 | 1,956.33 | 13.50 |
| Employee cost | 2,503.72 | 2,210.29 | 293.43 | 13.28 |
| Operating and other expenses | 4,288.95 | 3,617.89 | 671.06 | 18.55 |
| Earnings before depreciation and finance cost | 1,083.61 | 123.69 | 959.92 | 776.07 |
| Other non-operational income | 162.13 | 182.46 | (20.33) | (11.14) |
| Depreciation and amortization expenses | 891.68 | 580.64 | 311.04 | 53.57 |
| Finance costs | 656.85 | 378.82 | 278.03 | 73.39 |
| Profit/(loss) before tax | (302.79) | (653.31) | 350.52 | (53.65) |
| Tax expenses | 6.87 | (311.10) | 317.97 | (102.21) |
| Profit/(loss) after tax | (309.66) | (342.21) | 32.55 | (9.51) |
| Other Comprehensive income | 36.33 | 0.20 | 36.13 | 18,065.00 |
| Total Comprehensive income | (273.33) | (342.01) | 68.68 | (20.08) |
| EPS | (5.45) | (6.02) | 0.57 | (9.47) |
| Other Equity | 6,969.34 | 7,299.48 | (330.14) | (4.52) |
| Current liabilities | 9,563.13 | 8,012.78 | 1,550.35 | 19.35 |
| Property, Plant and Equipment (incl. CWIP) | 5,995.61 | 5,474.18 | 521.43 | 9.53 |
| Current assets | 10,545.71 | 9,802.82 | 742.89 | 7.58 |

1. During the year 2023-24, there was increase in tonnage processed to the extent of 2,532.78 tons as compared to the previous year as the company has widened its customer base and is also manufacturing new products by setting up additional manufacturing facilities.
2. There has been increase in operational income due to increase in sales turnover.
3. EBDITA for the year 2023-24 is ₹ 1,083.61 lakhs as compared to ₹ 123.69 lakhs in the previous year.
4. During the year, Company has invested ₹ 1,996.07 lakhs in Property, Plant and Equipment.

(₹ in lakhs)

| Particulars | 2023-24 | 2022-23 |
|---|----------|----------|
| Net cash flow from/(used in) operating activities | 1,077.32 | 42.32 |
| Net cash flow from/(used in) investing activities | (92.95) | 266.64 |
| Net cash from/(used in) financing activities | (169.48) | (343.83) |

REVIEW OF OPERATION

During the year under review, our major customer has regained its market share in the consumer durables segment coupled with better share of business with the existing customers has helped the company regain its turnover as compared to the previous year.

However comparably the business for the new investments in the Hosur and Pune facility had not kicked in as per the expected timeline. The manufacturing unit set up by Company's WOS in USA has not started due to delay in customer projects. This delay of start up has impacted the overall profitability of the company.

GROWTH DRIVER

The outlook for the current year is positive thanks to the increase in indicated schedules from our existing customers and also addition of a new customers for injection moulding.

The new investments and in a push for diversification, which the company has been buoyant about as it caters to the railway and rolling stock industry will start its billing and turnover in the Q1 and will add profitability to the company.

With an aggressive marketing push at the Company's WOS in USA, and advanced dialogue with potential customers we are expecting project confirmation within this financial year.

With the Companies new investment in facilities and capacity expansions along with the push for diversification, it is poised to see good growth in its top line and profitability to help absorb the increasing costs and remain sustainable in the years to come.

OPPORTUNITIES

The Indian economy is poised for steady growth, with increase in demand showing in both tier 1 and tier 2 cities. The consumer durable industry is seeing an uptick in demand and that is reflecting in the projections and schedules indicated by our customers.

The thrust on infrastructure and railways remains positive and your company is targeting an increased share in that business.

The global move to de-risk from China continues which will see a growth in domestic manufacturing and exports.

THREAT

Shifting consumer preferences in a projected economic downturn scenario, amendments to industrial policies to align with growing environmental concerns, huge fluctuations in raw material costs triggered by prevailing geo-political tensions, and expected economic turbulences are noted as key challenges to be addressed by the Plastics industry players during the short and medium term forecast.

The Continued pressure from unorganized players in the industry to supply at low costs in order to capture the business have a direct impact on operating profit margins.

FINANCIAL RATIOS

The significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

| Ratio | F.Y.2023-24 | F.Y.2022-23 | Change (%) |
|-----------------------------|-------------|-------------|------------|
| Operating Profit Margin (%) | 1.45% | (1.33)% | 209.02% |
| Interest Coverage Ratio | 0.54 | (0.72) | 174.39% |
| Debt Equity Ratio | 1.29 | 0.75 | 72.03% |

REASON FOR CHANGE IN RATIOS

The reason for change in the Operating Profit Margin and Interest Coverage Ratio is mainly due to increase in sales turnover of the Company. Further, the change in Debt Equity Ratio is due to increase in the loan taken by the Company for setting up manufacturing units and investing in capital expenditure.

INTERNAL CONTROL SYSTEMS

The Company has adequate internal audit and control systems. Internal auditors comprising of professional firms of Chartered Accountants have been entrusted the job to conduct regular internal audits at all units and report the lapses, if any, to the management. Both internal auditors and statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up and remedial measures are being taken including review and increase in the scope of coverage, wherever necessary. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggest areas of improvements.

The Company has undertaken a detailed exercise to revisit its control systems in technical and other non financial areas to align them properly with Management Information Systems (MIS) to make MIS more efficient and result oriented. Information technology base created by the Company over the period is providing a very useful helping hand in the process. Needless to mention that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain the central point of the entire control system.

CAUTIONARY STATEMENT

Statements in this “Management Discussion and Analysis” describing the Company’s projections, expectations or predictions may be “Forward looking statements” within the meaning of applicable Securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make a different to the Company’s operation include cyclic demand and pricing of raw materials, changes in Government regulations, tax regimes, cost of power and interest cost and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events or otherwise.

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

REPORT ON CORPORATE GOVERNANCE

[Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Company's Philosophy on Code of Corporate Governance:

Your Company continuously strives to strengthen its governance to generate long-term value for its various stakeholders on a sustainable basis thus ensuring ethical and responsible leadership both at the Board and the Management levels. The Company is committed to transparency in all its dealings and places emphasis on business ethics. Your Company has all the process, protocols and system of Corporate Governance and has been following fair, transparent and ethical governance practices for enhancing long-term shareholder value and retaining investor confidence and trust.

Corporate Governance is an on-going process that ensures the affairs of the Company are managed with proper accountability, fairness and transparency to the core of its sense. This also helps and enables the Board and Management to achieve the goals and objectives effectively for the benefit of the Company and its Stakeholders including Customers, Shareholders, Creditors and Employees.

Your Company consistently meets commitment towards continuous up-gradation of Corporate Governance Standards. It has complied with the requirements of Corporate Governance stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

2. Board of Directors:

(i) Composition and category of Directors:

The Board of Directors ('Board') of the Company comprises an optimum combination of Executive and Non-Executive Directors in accordance with the provisions of the Companies Act, 2013 ('the Act') and the SEBI Listing Regulations as amended from time to time.

The composition of the Board ensures a judicious mix of Executive and Non-Executive Independent Directors. There were three Independent Directors and three Executive Directors on the Board of the Company as on 31st March, 2024. The Chairman is the Managing Director and a member of the Promoter Group. The Independent Directors provide their independent judgment, external perspective and objectivity on the issues placed before them.

(ii) Meetings of the Board of Directors:

During the year 2023-24, the Board met four times on 24th May, 2023, 9th August, 2023, 10th November, 2023, and 2nd February, 2024. The gap between two meetings did not exceed 120 days. The Agenda for the Board meetings were circulated in advance to take informed decisions.

(iii) Attendance of the Directors at the meetings and directorship in other companies as on 31st March, 2024:

Details pertaining to the names and categories of Directors on the Board, their attendance at the Board Meetings held during the year and at the previous Annual General Meeting held on 15th September, 2023 and the number of other directorships and Chairmanship/Membership of Committee/s in other public companies including listed companies as on 31st March, 2024 are given below. Based on intimations/disclosures received from the Directors periodically,

none of the Directors of the Company hold memberships/Chairmanships more than the prescribed limits.

| Name of the Director, Designation and DIN | No. of Board Meetings held & attended during the year | | Category of Directorship | Attendance at previous AGM |
|--|---|----------|--------------------------|----------------------------|
| | Held | Attended | | |
| Mr. Suresh Bhojwani (Chairman & Managing Director) DIN: 00032966 | 4 | 4 | Promoter Executive | Yes |
| Mrs. Devika Bhojwani (Whole-time Director) DIN: 08355381 | 4 | 3 | Promoter Executive | Yes |
| Mr. Karan Bhojwani (Whole-time Director) DIN: 06423542 | 4 | 4 | Promoter Executive | Yes |
| Mr. Kuchimanchi Viswanath (Independent Director) DIN: 00547132 | 4 | 4 | Non-Executive | Yes |
| Mr. Anil Kumar Bhandari (Independent Director) DIN: 00031194 | 4 | 3 | Non-Executive | Yes |
| Mr. Indru Advani (Independent Director) DIN: 02036028 | 4 | 4 | Non-Executive | Yes |

Number of Directorships/Committee memberships held by the Directors of the Company in other Companies including names of the other listed entities where the Director is a Director and category of their directorship as on 31st March, 2024:

| Name of the Director | No. of Directorship(s) in other public companies | | No. of Committee Positions* held in other public companies | | Names of the other listed entities where the Director holds Directorship |
|---------------------------|--|--------|--|--------|--|
| | Chairman | Member | Chairman | Member | |
| Mr. Suresh Bhojwani | Nil | Nil | Nil | Nil | Nil |
| Mrs. Devika Bhojwani | Nil | Nil | Nil | Nil | Nil |
| Mr. Karan Bhojwani | Nil | Nil | Nil | Nil | Nil |
| Mr. Kuchimanchi Viswanath | Nil | Nil | Nil | Nil | Nil |
| Dr. T. S. Sethurathnam | Nil | Nil | Nil | Nil | Nil |
| Mr. Anil Kumar Bhandari | Nil | 2 | 2 | 3 | i. Kirloskar Electric Company Limited ii. Waterbase Limited |

*Note: The Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee are considered while determining the number of Committee Positions.

(iv) Change in composition of the Board of Directors:

During the year, the Board of Directors, upon seeking recommendation from the Nomination and Remuneration Committee considered appointment of Mr. Indru Advani as an Independent Director of the Company for a period of five years with effect from 1st April, 2023. The approval of members for his appointment was sought by passing a special resolution through Postal Ballot. Further, there has been cessation in the directorship of an Independent Director, Late Dr. T. S. Sethurathnam (DIN 00042704) due to his sad demise.

(v) Board's functioning and Procedure:

The Board of Directors, being an apex body constituted by the Members of the Company, plays an important role in ensuring good governance and functioning of the Company. The detailed Agenda is sent to each Director well in advance before Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board, at every meeting, regarding the overall performance of the Company followed by presentations. The members of the Board have a complete freedom to express their opinion and decisions are taken after detailed discussions.

Evolving strategy, annual business plan, review of actual business plan and course correction as deemed fit, constitutes the primary business of the Board. The Board reviews the certificate issued by Chief Financial Officer and Company Secretary of the Company regarding compliances of all the applicable laws on quarterly basis.

(vi) Independent Directors

In compliance with the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the meeting of Independent Directors of the Company was held on 22nd March 2024. During the meeting, the Independent Directors considered the performance of Non-Independent Directors and Board as a whole, reviewed the performance of Chairman of the Company, took into account the views of Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

| Names of Directors | Number of Independent Directors Meeting held and attended during the tenure of directors | |
|---------------------------|--|----------|
| | Held | Attended |
| Mr. Indru Advani | 1 | 1 |
| Mr. Anil Kumar Bhandari | 1 | 1 |
| Mr. Kuchimanchi Viswanath | 1 | 1 |

There has been no pecuniary or business relationship between the Non-Executive Directors and the Company, except for the sitting fees and commission, if any, payable to them annually in accordance with the applicable laws and with the approval of the Members. A declaration to this effect is also submitted by all the Independent Directors at the beginning of each financial year.

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, has verified the veracity of such disclosures and confirms that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the Management of the Company. The terms and conditions of their appointment, sitting fees payable to them and familiarization programme provided by the Company is available on the Company's website at: http://www.brightbrothers.co.in/pdf/pdf_474.pdf

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all the Independent Directors have been registered with the Independent Directors' Databank. The Registration Certificates issued by the Independent Directors' Databank has been taken on record for each of the Independent Director.

(vii) The Matrix/Table of Core Skills, Expertise and Competencies of Board of Directors has been provided below:

| Sr. No. | Details of core skills, expertise and competencies | Names of the Directors | | | | | |
|---------|--|------------------------|----------------------|--------------------|-----------------------------|------------------|-------------------|
| | | Mr. Suresh Bhojwani | Mrs. Devika Bhojwani | Mr. Karan Bhojwani | Mr. Kuchimananchi Viswanath | Mr. Indru Advani | Mr. Anil Bhandari |
| 1 | Sales, Marketing and Brand Building | ✓ | ✓ | ✓ | | | ✓ |
| 2 | Strategy & Planning | ✓ | ✓ | ✓ | ✓ | | ✓ |
| 3 | Regulatory Framework Knowledge | ✓ | | ✓ | ✓ | | |
| 4 | Financial Performance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 5 | Governance, Risk and Compliance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 6 | Identifying the growth areas for expanding the business in India and outside India | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

(viii) Relationship between the Directors inter-se:

Mr. Karan Bhojwani, Whole-time Director is the son of Mr. Suresh Bhojwani, Chairman and Managing Director and Mrs. Devika Bhojwani, Whole-time Director of the Company.

3. Committees of the Board of Directors

The Board has constituted the following Committees of Directors to deal with matters and to monitor the activities in accordance with the provisions of the Companies Act, 2013 and Listing Regulations:

(i) Audit Committee:

The composition of Audit Committee and scope of its activities and powers are in conformity with Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and the rules framed there under. The Audit Committee was constituted to review the financial statements, annual budget, accounting policies and practices and internal audit process. The Audit Committee comprises of three Non-Executive Directors and one Executive Director and they all are well versed with the financial matters and corporate laws.

The composition of Audit Committee as per Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013 as on 31st March, 2024 is as follows:

| Name of the Directors | Designation | Category | Number of meetings held and attended during the tenure of directors | |
|-----------------------------|-------------|-----------------------------|---|----------|
| | | | Held | Attended |
| Mr. Anil Kumar Bhandari | Chairman | Independent, Non-Executive | 4 | 4 |
| Mr. Kuchimananchi Viswanath | Member | Independent, Non-Executive | 4 | 4 |
| Mr. Suresh Bhojwani | Member | Non-Independent, Executive | 4 | 4 |
| Mr. Indru Advani | Member | Independent, Non- Executive | 4 | 4 |

Mrs. Sonali Pednekar acts as Secretary to the Committee.

During the financial year 2023-24, four Audit Committee meetings were held on 24th May 2023, 9th August, 2023, 10th November, 2023, and 2nd February, 2024. The gap between two meetings did not exceed 120 days.

- **Terms of Reference:**

The terms of reference of the Audit Committee have been further enhanced/modified to be in line with the enhanced scope for the Committee as laid down under Section 177 of the Companies Act, 2013 which are briefly as follows:

- (a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- (b) Reviewing quarterly and annual financial statements with the management before submission to the Board for approval with particular reference to the following matters specified in the Listing Regulations:
 - Matters required to be included in the Director's Responsibility Statement and to be included in the Board's Report in terms of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Functioning whistle blower policy.
 - Qualifications in the draft audit report, if any.
 - Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.
- (c) To consider the appointment or re-appointment of the statutory auditors, the audit fee, any questions of resignation or dismissal and payment to statutory auditors for any other services rendered by them.
- (d) Reviewing findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (e) Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (f) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

- **Other Details:**

- (a) The Committee invites representatives of Statutory Auditors to be present at the meetings whenever it considers appropriate.
- (b) Mrs. Sonali Pednekar is the Compliance Officer, to ensure compliance and effective implementation of the Insider Trading Code. The disclosure under the Insider Trading Code filed with the Stock Exchange are reported to the Committee on Quarterly basis.

(ii) **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee presently consists of three Non-Executive Directors, all being Independent. The Committee met two times in 2023-2024 on 24th May, 2023 and 2nd February 2024. The necessary quorum was present for both the meetings. The

composition of the Committee during 2023-24 and the details of meetings held and attended by the members are as under:

| Name of the Director | Designation | Category | Number of meetings held and attended during the year | |
|---------------------------|-------------|----------------------------|--|----------|
| | | | Held | Attended |
| Mr. Kuchimanchi Viswanath | Chairman | Independent, Non-Executive | 2 | 2 |
| Mr. Anil Kumar Bhandari | Member | Independent, Non-Executive | 2 | 2 |
| Mr. Indru Advani | Member | Independent, Non-Executive | 1 | 1 |

The terms of reference of the Nomination and Remuneration Committee (NRC) covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations. The terms of reference of the NRC, inter-alia are as follows:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director and recommend to the Board, policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- To evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- To formulate the criteria for evaluation of the Independent Directors and the Board;
- To devise a policy on Board diversity;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

(iii) **Stakeholders Relationship Committee:**

The Company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the transmission of Equity Shares / issuance of duplicate Equity Shares, complaints received from the Shareholders of the Company and other allied connected matters. During the year under review, the Committee met four times on 24th May, 2023, 9th August, 2023, 10th November, 2023, and 2nd February, 2024. The composition and details of the meetings attended by the members are given below:

| Name of the Director | Designation | Category | Number of meetings held and attended during the year | |
|-------------------------|-------------|----------------------------|--|----------|
| | | | Held | Attended |
| Mr. Indru Advani | Chairman | Independent, Non-Executive | 2 | 2 |
| Mr. Anil Kumar Bhandari | Member | Independent, Non-Executive | 4 | 3 |
| Mr. Suresh Bhojwani | Member | Non-Independent, Executive | 4 | 4 |
| Mrs. Devika Bhojwani | Member | Non-Independent, Executive | 4 | 3 |
| Mr. Karan Bhojwani | Member | Non-Independent, Executive | 4 | 4 |

Note : Till the 10th January 2024, Dr. T. S. Sethurathnam was Chairman of SRC Committee

The Company Secretary acts as the Secretary to the Committee. There were no complaints pending as on 31st March, 2024.

4. Remuneration of Managerial Personnel:

Details of remuneration paid/payable to Chairman and Managing Director and Whole-Time Directors for the financial year ended 31st March, 2024 are as follows:

(₹ in lakhs)

| Particulars | Mr. Suresh Bhojwani (Chairman and Managing Director) | Mrs. Devika Bhojwani (Whole-time Director) | Mr. Karan Bhojwani (Whole-time Director) |
|-----------------------------------|--|---|---|
| Salary & Allowances | 80.99 | 14.50 | 54.74 |
| Perquisites | 3.00 | 0 | 0 |
| Contribution to Provident Fund | 7.92 | 1.08 | 2.76 |
| Total | 91.91 | 15.58 | 57.50 |

- Independent and Non-executive Directors are paid sitting fees of ₹ 20,000/- per Board meeting, ₹ 10,000/- per Audit Committee meeting and ₹ 1,000/- for every other Committee meeting. No sitting fee is payable to Executive Directors.
- Presently, the Company has no stock option scheme.
- Details of sitting fees paid to Independent and Non-Executive Directors for attending Board/ Committee Meetings for the period 1st April, 2023 to 31st March, 2024.

(₹ in lakhs)

| Sr. No. | Name of the Director | Board Meetings | Committee Meetings | Independent Directors Meeting |
|---------|---------------------------|----------------|--------------------|-------------------------------|
| 1. | Mr. Kuchimancho Viswanath | 0.80 | 0.42 | 0.20 |
| 2. | Mr. Anil Kumar Bhandari | 0.60 | 0.45 | 0.20 |
| 3. | Mr. Indru Advani | 0.80 | 0.43 | 0.20 |

The shareholding details of the Independent, Non-Executive Directors in the Company as on 31st March, 2024 are provided below:

| Sr. No. | Name of the Director | Category | Number of shares held |
|---------|---------------------------|----------------------------|-----------------------|
| 1. | Mr. Kuchimancho Viswanath | Independent, Non-Executive | NIL |
| 2. | Mr. Anil Kumar Bhandari | Independent, Non-Executive | 1,000 |
| 3. | Mr. Indru Advani | Independent, Non-Executive | 3,775 |

5. General Body Meetings:

- Particulars of previous three Annual General Meetings.

| AGM | Year | Location of the Meeting | Date | Time | Special Resolutions |
|----------------------|---------|---|----------------------------------|------------|--|
| 76 th AGM | 2022-23 | Walchand Hirachand Hall", 4 th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 | 15 th September 2023 | 11:30 a.m. | - NIL |
| 75 th AGM | 2021-22 | Walchand Hirachand Hall", 4 th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 | 24 th August, 2022 | 11:30 a.m. | - Re-appointment of Mr. Suresh Bhojwani (DIN: 00032966) as Chairman and Managing Director and payment of remuneration. - Re-appointment of Mrs. Devika Bhojwani (DIN 08355381) as a Whole-time Director and payment of remuneration. - Appointment of Mr. Kuchimancho Viswanath (DIN 00547132) as an Independent Director. |
| 74 th AGM | 2020-21 | Video Conference/ Other Audio Visual Means | 27 th September, 2021 | 12:00 noon | - NIL |

- **Postal Ballot:**

During the year 2023-24 no business was conducted through Postal Ballot.

- **Extraordinary General Meeting:**

No Extraordinary General Meeting was held during the year 2023-24.

6. Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”):

| Particulars | Regulation | Details |
|--|--|--|
| Related party transactions | Regulation 23 of SEBI Listing Regulations and as defined under the Act | Details of related party transactions entered into by the Company are included in the notes to the Financial Statements. All the transactions covered under the related party transaction are fair, transparent and at arm’s length. No significant material transaction has been made with the directors, their relatives or management which is in conflict with the interest of the Company. The Board’s approved policy for related party transactions is available on the website of the Company at http://www.brightbrothers.co.in/pdf/pdf_105.pdf |
| Details of Regulatory compliance | Schedule V (c) 10(b) to the SEBI Listing Regulations | There were no cases of non-compliance during the last three financial years. During the year, no penalty or strictures have been imposed on the Company by the stock exchange, or Securities and Exchange Board of India (‘SEBI’) or any statutory authority on any matter related to capital Markets. |
| Commodity price risk and hedging activities | Schedule V (c) 10(g) of the SEBI Listing Regulations | The activities carried out by the Company are not prone to commodity price risk. Hence, the Company has not undertaken commodity hedging positions during the financial year. |
| Compliance with the Code of Conduct | Regulation 34(3) of the SEBI Listing Regulations | The declaration signed by the Chairman and Managing Director stating that the members of Board of Directors and Senior Management personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management forms part of the Annual Report. |
| CEO/CFO Certification | Regulation 17(8) of SEBI Listing Regulations, 2015 | The Chairman and Managing Director and Chief Financial Officer have in respect of the financial year ended 31 st March, 2024 certified to the Board regarding compliances of covenants contained in the Regulation. The Certificate forms part of the Annual Report. |
| Compliance Certificate from the Auditors | Regulation 34(3) of SEBI Listing Regulations, 2015 | The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate forms part of the Annual Report. |
| Certificate regarding directors qualifications | Schedule V (c) 10(i) to the SEBI Listing Regulations | The Company has obtained a certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. |
| Whistle Blower Policy and Vigil Mechanism | Regulation 22 of SEBI Listing Regulations | The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. |
| Policy on Determination of Materiality for Disclosures | Regulation 30 of SEBI Listing Regulations | The Company has adopted a Policy on Determination of Materiality for Disclosures. The Board’s approved policy is available on the website of the Company at the following link: http://www.brightbrothers.co.in/pdf/pdf_103.pdf |
| Discretionary requirements | Schedule II Part E of the SEBI Listing Regulations | The auditors’ report on financial statements of the Company are unqualified. Internal auditors report of the manufacturing units of the Company is submitted to the Audit Committee on quarterly basis. |

7. Disclosures in relation to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| Number of complaints filed during the financial year | Number of complaints disposed of during the financial year | Number of complaints pending as at the end of the financial year |
|--|--|--|
| NIL | NIL | NIL |

8. Fees to statutory auditors:

M/s. GMJ & Co, Chartered Accountants (Firm Registration No. 103429W) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, given below:

(₹ in lakhs)

| Particulars | 2023-24 |
|----------------------------------|--------------|
| Audit fees | 9.00 |
| Others | 1.00 |
| Reimbursement of expenses | 0.89 |
| Total Payment to Auditors | 10.89 |

9. Disclosure of Accounting Standards:

The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and The Companies (Indian Accounting Standards) Rules, 2015.

10. Others:

During the year, Bright Brothers LLC, Wholly Owned Subsidiary of the Company has set up Manufacturing plant in Lena, Wisconsin, United States of America.

11. Compliance with non-mandatory requirements:

Adoption of non-mandatory requirements under Regulation 27(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being reviewed by the Board from time to time and implemented as per the requirements of the Company.

12. Means of Communication:

(i) The quarterly, half yearly and annual results are generally published in "The Free Press Journal" (English) and "Nav-Shakti" (Marathi) in Mumbai edition.

The results are also submitted on a timely basis in such a form to the Stock Exchange (i.e. BSE Limited) where the Equity shares of the Company are listed so as to enable it to put it on its website viz. www.bseindia.com. The results are also uploaded on the website of the Company viz. www.brightbrothers.co.in.

(ii) Management Discussion and Analysis is being presented as a part of the Annual Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. General Shareholders Information:

| | |
|--|--|
| Annual General Meeting | |
| • Date and Time | : 27 th September, 2024 at 11:30 a.m. |
| • Venue | : “Walchand Hirachand Hall”, 4 th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai- 400 020 |
| • Dividend Payment date | : On or after 27 th September, 2024 |
| Financial Year | : 2023-24 |
| Date of Book Closure | : 21 st September, 2024 to 27 th September, 2024 |
| Financial Calendar for 2024-25 | |
| Reporting for June, 2024 quarter | : On or before 14 th August, 2024. |
| Reporting for September, 2024 quarter | : On or before 14 th November, 2024. |
| Reporting for December, 2024 quarter | : On or before 14 th February, 2025. |
| Reporting for quarter & year ended March, 2025 | : On or before 30 th May, 2025. |

14. Listing:

The Equity shares of the Company are listed on BSE Limited. The Company has paid the Annual Listing Fee for the year 2023-24.

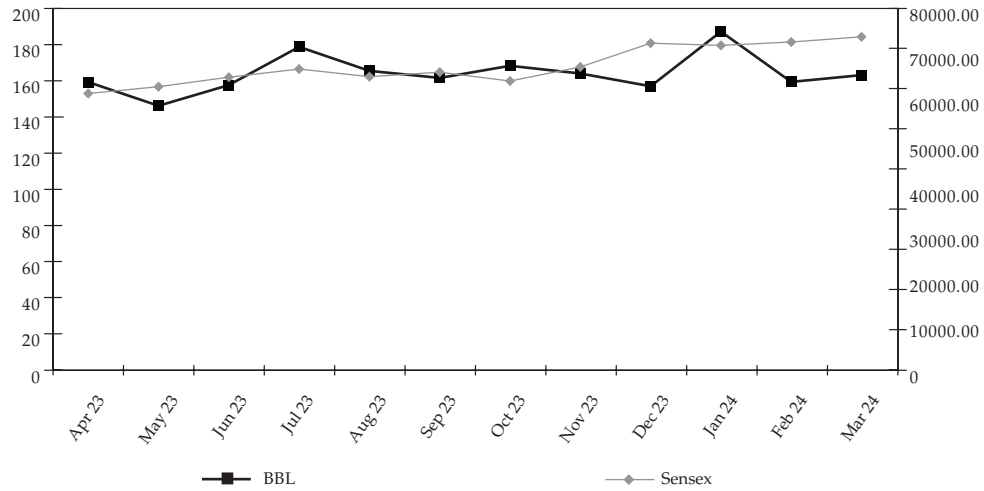
| | |
|-------------------------------------|-------------------------|
| • Stock Code | : 526731 |
| • ISIN No. for NSDL and CDSL | : INE630D01010 |
| • Scrip ID | : BRIGHTBR |
| • CIN | : L25209MH1946PLC005056 |

15. Stock Market Data (BSE):

Monthly high and low quotations of shares and volume of Equity shares traded on Bombay Stock Exchange Limited is as follows.

| Month | High Price | Low Price | Close Price | No. of Shares | Sensex |
|--------------|-------------------|------------------|--------------------|----------------------|---------------|
| Apr-23 | 169.90 | 143.05 | 159.10 | 43,263 | 61,112.44 |
| May-23 | 168.90 | 145.00 | 146.00 | 46,048 | 62,622.24 |
| Jun-23 | 167.70 | 141.00 | 157.45 | 92,585 | 64,718.56 |
| Jul-24 | 185.00 | 148.00 | 178.55 | 1,96,043 | 66,527.67 |
| Aug-24 | 187.95 | 160.00 | 165.30 | 1,25,783 | 64,831.41 |
| Sep-24 | 180.00 | 157.25 | 161.40 | 69,043 | 65,828.41 |
| Oct-24 | 182.95 | 156.90 | 168.10 | 1,19,956 | 63874.93 |
| Nov-24 | 182.90 | 160.50 | 163.85 | 66,693 | 66,988.44 |
| Dec-24 | 169.20 | 145.00 | 156.80 | 93,041 | 72,240.26 |
| Jan-24 | 197.95 | 147.60 | 187.00 | 2,25,311 | 71,752.11 |
| Feb-24 | 199.80 | 152.65 | 159.20 | 1,40,299 | 72,500.30 |
| Mar-24 | 173.05 | 135.10 | 162.95 | 56,373 | 73,651.35 |

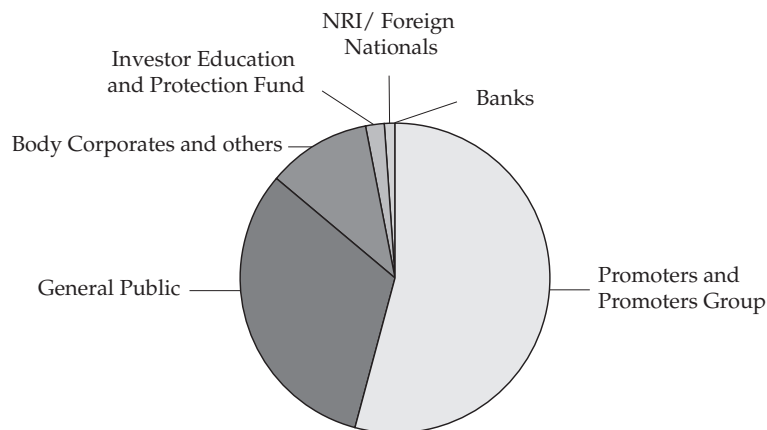
Share Performance of the Company in Comparison to BSE Sensex
BSE Sensex Vs BBL Share Price (Monthly Closing Price)



16. Pattern of Shareholding as on 31st March, 2024:

| Category | No. of Shares | % |
|---|------------------|---------------|
| * Promoters and Promoter Group | 30,79,552 | 54.22 |
| Non Promoters | | |
| a. General Public | 18,25,505 | 32.14 |
| b. Body Corporate and others | 6,11,982 | 10.77 |
| c. Investor Education and Protection Fund | 1,04,692 | 1.84 |
| d. NRIs/Foreign Nationals | 58,454 | 1.03 |
| e. Banks | 50 | 0.00 |
| Grand Total | 56,80,235 | 100.00 |

* Note: None of the Promoters have pledged their shares as on 31st March, 2024.



Promoter holdings comprised in “Promoter and Promoter Group” as defined in Regulation 2(w) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

| Sr. No. | Name of the shareholder | No. of Shares held as on 31 st March, 2024 | % of total shareholding |
|---------|---------------------------------------|---|-------------------------|
| 1. | M/s. T. W. Bhojwani Leasing Pvt. Ltd. | 10,89,094 | 19.17 |
| 2. | Mr. Suresh Bhojwani | 16,53,728 | 29.12 |
| 3. | T. W. Bhojwani – HUF | 2,40,430 | 4.23 |
| 4. | Mrs. Devika S. Bhojwani | 41,300 | 0.73 |
| 5. | S. T. Bhojwani – HUF | 20,000 | 0.35 |
| 6. | Ms. Ruchika S. Bhojwani | 17,500 | 0.31 |
| 7. | Mr. Karan S. Bhojwani | 17,500 | 0.31 |
| | Total | 30,79,552 | 54.22 |

Distribution of shareholding (shares)

| Sr. No. | Shareholding of Shares | | | Number of Shareholders | % of Total Shareholders | Shares | % of Total Share Capital |
|--------------|------------------------|----|-------|------------------------|-------------------------|------------------|--------------------------|
| 1 | 1 | to | 500 | 3977 | 90.22 | 3,73,474 | 6.58 |
| 2 | 501 | to | 1000 | 180 | 4.08 | 1,45,119 | 2.56 |
| 3 | 1001 | to | 2000 | 94 | 2.14 | 1,40,334 | 2.47 |
| 4 | 2001 | to | 3000 | 54 | 1.23 | 1,33,304 | 2.34 |
| 5 | 3001 | to | 4000 | 17 | 0.38 | 60,865 | 1.08 |
| 6 | 4001 | to | 5000 | 21 | 0.47 | 9,66,26 | 1.70 |
| 7 | 5001 | to | 10000 | 23 | 0.52 | 1,70,033 | 2.99 |
| 8 | 10001 | to | ***** | 42 | 0.96 | 45,60,480 | 80.28 |
| Total | | | | 4408 | 100.00 | 56,80,235 | 100.00 |

17. Share Transfer System:

Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given to the Company’s RTA i.e., Link Intime India Private Limited. Further, SEBI vide its circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has prescribed common and simplified norms for processing investor service request by the RTA. The details of the said norms have been provided in the notice of ensuing Annual General Meeting.

18. Dematerialisation and Liquidity:

97.96% of the Company's Share Capital is dematerialized as on 31st March, 2024. The Company's shares are regularly traded on the BSE Limited.

| Description | Shares | % of Equity |
|---|------------------|-------------|
| No. of Physical shares | 1,15,450 | 2.04 |
| No. of Shares held in dematerialized form in NSDL | 46,30,945 | 81.52 |
| No. of Shares held in dematerialized form in CDSL | 9,33,840 | 16.44 |
| Total | 56,80,235 | 100 |

19. Outstanding GDRs/ ADRs/Warrants or any convertible instrument, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on 31st March, 2024, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Plant Locations:

| | |
|---|--|
| Puducherry: Plant I, II and III Plot No. 1/1 to 1/4, Thirubhuvanai, Mannadipet Commune, Puducherry – 605 107 Phone No. : 0413 2640105/ 2641030 | Faridabad: Plot No. 16-17, Sector 24, Faridabad, Haryana – 121 005 Phone No. : 9582806741 |
| Bhimtal: Plot No. A-3/5, Industrial Area, SIDC, Bhimtal, Uttarakhand – 263136 Phone No.: 9557700155 | Haridwar: Plot No.28-29 Sector-2, Ranipur, SIDCUL, Haridwar, Uttarakhand – 249 403 Phone No.: 9760406068 |
| Hosur: Plot No.E-11-A, SIPCOT Phase- 2,Expansion-1, Moranapalli, Hosur, Tamilnadu – 635 126 Phone No. : 0413 2640105/ 2641030 | Pune: PlotNo.4(P), Gat No. 180(P) + 188 +189 + 190 +191 + 192, Gat No. 193(P) + 194, Village Fulgaon, Taluka Haveli, Pune 412 216 |

20. Address for Investor's correspondence:

| | | |
|---|--|--|
| For all matters relating to shares, dividends, Annual Reports | M/s. Link Intime India Pvt. Ltd. C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083 Contact person: Mr. Ganapati Haligouda Email: rnt.helpdesk@linkintime.co.in | Phone : 022 4918 6000 Fax : 022 4918 6060 |
| For any other general matters | Company Secretary Bright Brothers Limited Office no. 91, 9 th Floor, Jolly Maker Chambers no. 2, 221, Nariman Point, Mumbai – 400021 Email: invcom@brightbrothers.co.in | Phone : 8828204635 |

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

Annexure to Corporate Governance Report

I. Declaration of Compliance with the Code of Conduct

I hereby confirm that:

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2024.

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 13th May, 2024

II. CEO-CFO CERTIFICATE (Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Board of Directors,
BRIGHT BROTHERS LIMITED

- (a) We have reviewed financial statements and the cash flow statement of Bright Brothers Limited for the year ended on 31st March, 2024 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 Company'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 violate 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 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:
- (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) that there are no 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.

Mr. Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Mr. Chirag Shah
CFO

Place : Mumbai

Date : 13th May, 2024

III. Auditors' Certificate on Corporate Governance to the Members of Bright Brothers Limited

We have examined the compliance of conditions of Corporate Governance by Bright Brothers Limited (hereinafter referred as 'the Company'), for the year ended 31st March, 2024 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"). This report is required by the Company for annual submission to the Stock Exchanges and to be sent to the Shareholders of the Company.

We state that compliance of conditions of corporate governance is the responsibility of the management including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company, for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have carried out an examination of the relevant records of the Company 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 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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.

The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from the Directors including Independent Directors of the Company. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis.

In our opinion and to the best of our information and according to the explanation given to us and based on the representations made by the Directors and management and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paras C and D of Schedule V of the Listing Regulations subject to the following.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency and effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with Listing Regulations and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For GMJ & Co
Chartered Accountants
FRN : 103429W

CA Madhu Jain
Partner
Membership No.: 155537
UDIN : 241555 37BKCR QX4595

Place : Mumbai
Date : 13th May, 2024

IV. 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
Bright Brothers Limited
2-91, Floor-9, Plot 225,2, Jolly Maker Chambers,
Vinayak Kumar Shah Marg,
NCPA, Nariman Point, Mumbai 400021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bright Brothers Limited having CIN: L25209MH1946PLC005056 and having registered office at 2-91, Floor-9, Plot 225, 2, Jolly Makers Chambers, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai 400021 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 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, or any such other Statutory Authority.

| Sr. No | Name of the Director | DIN | Date of Appointment in the Company | Date of Re-appointment in Company |
|--------|-------------------------------|----------|------------------------------------|-----------------------------------|
| 1 | Mr. Suresh Thakurdas Bhojwani | 00032966 | 01/02/2001 | 01/02/2023 |
| 2 | Ms. Devika Suresh Bhojwani | 08355381 | 01/04/2019 | 01/10/2022 |
| 3 | Mr. Karan Suresh Bhojwani | 06423542 | 01/04/2022 | NA |
| 4 | Mr. Kuchimanchi Vishwanath | 00547132 | 27/05/2022 | NA |
| 5 | Mr. Anil Kumar Bhandari | 00031194 | 09/09/2020 | NA |
| 6 | Mr. Indru Gobindram Advani | 02036028 | 01/04/2023 | NA |

Ensuring the eligibility of 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.

Purnima Shetty
Practicing Company Secretary
FCS – 9089, CP No.: 14933
UDIN No.- F009089F000354610
Peer Review Certificate No. 1887/2022

Place : Navi Mumbai
Date : 12th May, 2024

Independent Auditor's Report

**TO THE MEMBERS OF
BRIGHT BROTHERS LIMITED**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of Bright Brothers Limited ("the Company") which comprise the Balance Sheet as at March 31, 2024, 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 ended on that date, and notes to financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "the 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its "loss" and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the 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 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 the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit 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 period. 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 Matter | Auditor's Response |
|---------|---|---|
| 1 | The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business regarding Disputed Statutory Liabilities and Contingent Liabilities. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements | Our audit procedures include the following substantive procedures: <ul style="list-style-type: none"> ➤ Read and analysed documents provided by the management for key uncertain tax positions; ➤ Discussed with appropriate senior management and evaluated management's underlying key assumptions in disclosure of disputed statutory liabilities ➤ Assessed management's estimate of the possible outcome of the disputed cases. |

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders information, but does not include the Standalone 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 during the course of our 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 obtained the other information, and we have nothing to report in this regard.

Management's Responsibility 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 the Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including total comprehensive income, changes in equity and cash flows of the Company in accordance with the Standalone Ind AS Financial Statements and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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.

The 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 these 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

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 period 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.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 relating to preparation of the aforesaid Standalone Ind AS Financial Statements 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, the Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - e) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - f) In our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the company.
 - g) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors none of the directors of the Group company is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) There is no adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - i) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - j) 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, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V of the Act.
 - k) In our opinion and to the best of our information and according to the explanations given to us, we report as under 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 as referred to Note 42 to the Standalone Ind AS Financial Statement.
 - (ii) The Company has made provision, as required under the applicable law or accounting standard, for material foreseeable losses if any, on long term contracts.
 - (iii) There has been no delay in transferring 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, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 have been 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 (a) and (b) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) (a) The final dividend declared in previous year and paid during the year by the Company is in compliance with Section 123 of the Act.
- (b) The Company has not declared interim dividend during the year.
- (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 dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023:

Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except for one of its manufacturing unit located at Pune (which had commenced its operations during the second half of the FY 2023-24), the audit trail and edit log feature of the software was not activated but, the management has initiated activation of this feature during the FY 2024-25.

Further, for the periods where audit trail facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

For **GMJ & Co**
Chartered Accountants
Firm's registration number: 103429W

CA Madhu Jain
Partner
Membership number: 155537
UDIN: 241555 37BKCR PX7553

Place: Mumbai
Date: May 13, 2024

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of "The Company" of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the company's Property, plant and equipment and intangible assets:
 - a. A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - 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 and right-of-use assets so to cover all the assets in a phased manner 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. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties and/or lease agreements where immovable properties are taken on lease are held in the name of the Company.
 - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets).
 - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b. In respect of the working capital limits sanctioned in excess of Rs 5 Crore on the basis of security of current assets.
 - As per the explanation given to us, the Company has been sanctioned term loan and working capital term loan which are secured against exclusive charge on all existing and future receivables/ current assets/ movable assets/ movable fixed assets. Discrepancies observed in the current assets as per the books of accounts vis a vis stock statements submitted are as per the Note No. 57 to the financial statements. The Company has explained that, although the current assets are hypothecated to the bank, no loan or drawing power is availed by the Company on the basis of stock statement submitted to the Bank.
- iii. The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:
 - a) The Company has provided loans and guarantee (in respect of loans) during the year and details of which are given below:

(₹ In Lakhs)

| Particulars | Loans | Investments | Guarantees |
|--|--------|-------------|------------|
| Aggregate amount granted/ provided during the year | | | |
| – Subsidiaries | 129.22 | 20.47 | – |
| Balance outstanding as at balance sheet date | | | |
| – Subsidiaries | 135.06 | 83.08 | – |

The Company has not provided advances in the nature of loans or security to any other entity during the year.

- b) The investments made, guarantees provided and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided during the year are, in our opinion, prima facie, not prejudicial to the Company's interest
- c) In respect of loans granted by the Company, the schedule of repayment of principal & payment of interest has been stipulated and the repayments or receipts are regular.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loans granted by the Company which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

| Particulars | All Parties | Promoters | Related Parties |
|---|---------------|-----------|-----------------|
| Aggregate amount of loans/ advances in nature of loans | | | |
| – Repayable on demand (A) | 129.22 | – | 129.22 |
| – Agreement does not specify any terms or period of repayment (B) | – | – | – |
| Total (A+B) | 129.22 | – | 129.22 |
| Percentage of loans/ advances in nature of loans to the total loans | 100% | – | 100% |

- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- v. The Company has not accepted deposits from public within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act and in respect of Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
 - a. According to the information and explanations given to us and on the basis of examination of records of the Company, no undisputed amounts payable in respect of provident fund, Employees' State insurance, income tax, goods and service tax, duty of customs, cess and other material statutory dues were in arrears as at March 31, 2024 for a period more than six months from the date they became payable.

- b. According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at March 31, 2024, the following are the dues that have not been deposited on the account of dispute.

| Sr. No. | Name of the Statute | Nature of dues | Financial Year to which it Pertains | Forum Where Dispute is pending | * Amount (₹ in Lakhs) |
|---------|--|---------------------------------|---|---|-----------------------|
| 1 | Bombay Sales Tax Act, 1959 and Central Sales Tax Act, 1956 | Sales tax, Interest and Penalty | 1998-99 2001-02 | Sales Tax Appellate Tribunal | 6.80 |
| 2 | Bombay Sales Tax Act, 1959 | Sales tax, Interest and Penalty | 1987-89 | Joint Commissioner (Appeals-Sales Tax) | 16.86 |
| 3 | The Central Excise Act, 1944 | Duty and Penalty | 1996-1997 to 1998-1999 | CESTAT | 89.78 |
| 4 | Provident Fund Act, 1952 | P.F. dues | 2010-2011, 2011-2012, 2012-2013 | Commissioner (PF) | 8.66 |
| 5 | Uttarakhand Value Added Tax, 2005 | VAT & CST | 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 | Joint Commissioner (Appeals) | 420.25 |
| 6 | CGST Act, 2017 | SGST, CGST & IGST Dues | 2017-18, 2018-19 | Deputy Commissioner CGST, Faridabad Central Goods and Service Tax Division, Haldwani | 38.92 |

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the bank. The company does not have dues to financial institution, government or debenture holders as at the balance sheet date.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. According to the information and explanations given to us by the management, the Company has obtained term loans from banks and Term loan taken from the banks are utilised for the purpose for which they were granted.
- d. According to the information and explanations given to us, on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- f. Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiary and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and not commented upon.
- 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 or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. According to the information and explanations given to us, there are no whistle blower complaints received by the company during the year.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. According to information and explanations given us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details of such transactions have been disclosed in the Standalone Ind AS Financial Statements as required by Ind AS 24, Related Party Disclosures specified under section 133 of the Act read with the relevant rules issued thereunder.
- xiv. a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
b. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of section 192 of the Companies act, 2013 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. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit as against cash losses of ₹ 72.67 Lakhs incurred in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the 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 causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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 the 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 amounts towards Corporate Social Responsibility (“CSR”) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
b. There is no unspent CSR amount as on the March 31, 2024. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For GMJ & Co
Chartered Accountants
Firm's registration number: 103429W

CA Madhu Jain
Partner
Membership number: 155537
UDIN: 241555 37BKCR PX7553

Place: Mumbai
Date: May 24, 2023

Annexure – ‘B’ to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Bright Brothers Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

(Referred to in paragraph 2(i) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Bright Brothers Limited of even date)

We have audited the internal financial controls over financial reporting of “Bright Brothers Limited” (“the Company”) as of March 31, 2024, 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 over financial reporting 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 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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India.

For **GMJ & Co**
Chartered Accountants
Firm's registration number: 103429W

CA Madhu Jain
Partner
Membership number: 155537
UDIN: 241555 37BKCR PX7553

Place: Mumbai
Date: May 13, 2024

Standalone Balance sheet As at 31st March, 2024

| Particulars | Note No. | As at | |
|--|----------|------------------|------------------|
| | | 31st March, 2024 | 31st March, 2023 |
| (₹ in Lakhs) | | | |
| ASSETS | | | |
| 1. Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 5,972.23 | 4,746.40 |
| (b) Capital work-in-progress | 3 | 23.38 | 727.78 |
| (c) Other intangible assets | 4 | — | — |
| (d) Right of use assets | 5 | 1,938.83 | 289.76 |
| (e) Financial assets | | | |
| (i) Investment in subsidiary | 6 | 83.08 | 62.61 |
| (ii) Other investments | 7 | 20.63 | 19.76 |
| (iii) Loan to subsidiary | 8 | 135.06 | — |
| (iv) Other financial assets | 9 | 1,056.15 | 835.59 |
| Income tax assets (net) | 10 | 84.13 | 76.65 |
| (f) Other non-current assets | 11 | 260.45 | 295.54 |
| Total non-current assets | | 9,573.94 | 7,054.09 |
| 2. Current assets | | | |
| (a) Inventories | 12 | 1,958.32 | 1,868.23 |
| (b) Financial assets | | | |
| (i) Investments | 13 | 346.59 | 1,513.97 |
| (ii) Trade receivables | 14 | 6,717.86 | 5,427.02 |
| (iii) Cash and cash equivalents | 15 | 1,075.44 | 260.55 |
| (iv) Bank balance other than cash and cash equivalents | 16 | 29.48 | 22.29 |
| (v) Other financial assets | 17 | 64.24 | 49.10 |
| (c) Other current assets | 18 | 353.78 | 661.66 |
| Total current assets | | 10,545.71 | 9,802.82 |
| TOTAL ASSETS | | 20,119.65 | 16,856.91 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity share capital | 19 | 568.02 | 568.02 |
| (b) Other equity | 20 | 6,401.32 | 6,731.46 |
| Total Equity | | 6,969.34 | 7,299.48 |
| Liabilities | | | |
| 1. Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 21 | 1,613.99 | 1,204.15 |
| (ia) Lease liabilities | 22 | 1,829.03 | 240.70 |
| (ii) Loan | 23 | 40.00 | 18.00 |
| (b) Provisions | 24 | 69.15 | 68.58 |
| (c) Deferred tax liabilities (net) | 25 | 35.01 | 13.22 |
| Total non-current liabilities | | 3,587.18 | 1,544.65 |
| 2. Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 26 | 558.11 | 357.71 |
| (ia) Lease liabilities | 27 | 106.18 | 19.35 |
| (ii) Loan | 28 | 118.00 | 143.16 |
| (iii) Trade payables | 29 | | |
| - Total outstanding dues of micro enterprises and small enterprises; and | | 354.85 | 147.55 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | 3,679.81 | 3,390.52 |
| (iv) Other financial liabilities | 30 | 4,076.77 | 3,151.66 |
| (b) Other current liabilities | 31 | 644.98 | 776.30 |
| (c) Provisions | 32 | 24.43 | 26.53 |
| Total current liabilities | | 9,563.13 | 8,012.78 |
| TOTAL EQUITY AND LIABILITIES | | 20,119.65 | 16,856.91 |

Notes forming part of the financial Statements

1 to 62

| | | | |
|--------------------------------|-------------------------|---|-------------------------|
| As per our Report annexed | | For and on behalf of the Board of Directors | |
| For GMJ & Co | | Mr. Suresh Bhojwani | Chairman & |
| Firm Registration No.: 103429W | | DIN: 00032966 | Managing Director |
| Chartered Accountants | | Mr. Karan Bhojwani | } Whole Time Director |
| | | DIN: 06423542 | |
| | | Mrs. Devika Bhojwani | |
| | | DIN: 08355381 | |
| CA Madhu Jain | Mr. Chirag Shah | Mr. K.Viswanath | } Independent Directors |
| Partner | Chief Financial Officer | DIN: 00547132 | |
| Membership No. 155537 | | Mr. Anil Kumar Bhandari | |
| UDIN : 241555 37BKCR PX7553 | | DIN: 00031194 | |
| | Mrs. Sonali Pednekar | | |
| | Company Secretary & | | |
| | Compliance Officer | | |
| Mumbai, 13th May 2024 | | | |

Standalone Statement of Profit and Loss for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Note No. | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|--|----------------|--------------------------------|--------------------------------|
| INCOME | | | |
| I Revenue from operations | 33 | 24,460.05 | 20,673.60 |
| II Other income | 34 | 162.13 | 182.46 |
| III Total Income | | 24,622.18 | 20,856.06 |
| IV EXPENSES | | | |
| Cost of materials consumed | 35 | 16,446.93 | 14,490.60 |
| Purchases of stock-in-trade | 36 | 196.41 | 266.03 |
| Changes in inventories of finished goods/work-in-progress and stock-in-trade | 37 | (59.57) | (34.90) |
| Other operating expenses | 38 | 2,908.81 | 2,333.48 |
| Employee benefits expenses | 39 | 2,503.72 | 2,210.29 |
| Finance costs | 40 | 656.85 | 378.82 |
| Depreciation and amortization expenses | 2,4,5 | 891.68 | 580.64 |
| Other expenses | 41 | 1,380.14 | 1,284.41 |
| Total Expenses | | 24,924.97 | 21,509.37 |
| V Profit/(Loss) before tax | | (302.79) | (653.31) |
| VI TAX EXPENSES | | | |
| - Current tax | | — | — |
| - Deferred tax | | 6.87 | (199.97) |
| - Excess / Short Provision for Earlier Years | | — | (111.13) |
| VII Profit/(Loss) after tax | | (309.66) | (342.21) |
| VIII OTHER COMPREHENSIVE INCOME | | | |
| A. Items that will not be reclassified to the statement of profit and loss | | | |
| (1) Re-measurement gain/(losses) on defined benefit plans | | 51.25 | 0.28 |
| (2) Income-tax relating to items that will not be reclassified to the statement of profit and loss | | (14.92) | (0.08) |
| B. Items that may be reclassified to the statement of profit and loss | | | |
| Exchange differences in translating the financial statements of foreign operations | | — | — |
| Other Comprehensive Income/(loss) for the period | | 36.33 | 0.20 |
| IX TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD | | (273.33) | (342.01) |
| X EARNING PER EQUITY SHARE IN (₹) | | | |
| Basic | 56 | (5.45) | (6.02) |
| Diluted | | (5.45) | (6.02) |
| Notes forming part of the financial Statements | 1 to 62 | | |

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PX7553

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966
Chairman &
Managing Director

Mr. Karan Bhojwani
DIN: 06423542
Mrs. Devika Bhojwani
DIN: 08355381
} Whole Time Director

Mr. K.Viswanath
DIN: 00547132
Mr. Anil Kumar Bhandari
DIN: 00031194
} Independent Directors

Standalone Statement of Cash Flow for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Profit before Tax | (302.79) | (653.31) |
| Adjustments for : | | |
| Depreciation and amortization expenses | 734.61 | 577.10 |
| Depreciation and amortisation expenses of financial leased assets as per Ind AS 116 | 157.07 | 3.54 |
| Finance costs | 534.28 | 377.01 |
| Finance costs recognised in profit or loss for Lease Liability as per Ind AS 116 | 122.57 | 1.81 |
| Net (gain)/loss on sale of property, plant and equipments | (4.99) | (2.41) |
| Interest (income) | (66.74) | (13.44) |
| Dividend from non current investment (income) | (0.96) | (2.72) |
| Net (gain)/loss on sale of security and fair valuation | (79.43) | — |
| Operating profit before working capital changes | 1,093.62 | 287.58 |
| Adjustments for : | | |
| Movements in working capital : | | |
| Increase/ (Decrease) in trade payables | 496.60 | 915.83 |
| Increase/ (Decrease) in other current financial liabilities | 893.37 | (581.40) |
| Increase/ (Decrease) in other current liabilities | (131.32) | (868.26) |
| Increase/ (Decrease) in provisions | (1.53) | (16.16) |
| (Increase)/Decrease in trade receivables | (1,290.84) | 933.13 |
| (Increase)/Decrease in other bank balances | (7.19) | 2.35 |
| (Increase)/Decrease in inventories | (90.09) | (54.28) |
| (Increase)/Decrease in other current assets | 307.88 | (612.99) |
| (Increase)/Decrease in other financial assets | (222.51) | (643.45) |
| (Increase)/Decrease in other assets | (15.14) | 633.05 |
| Working capital changes : | (60.77) | (292.18) |
| Cash flow from/(Used In) Operating Activities | 1,032.85 | (4.60) |
| Income tax Refund/(Paid) | 44.47 | 46.92 |
| Net Cash flow from/(Used In) Operating Activities (A) | 1,077.32 | 42.32 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of property, plant & equipments, including capital work in progress-tangible assets and capital advances | (1,268.30) | (1,904.40) |
| Proceeds from sale of property, plant & equipments | 17.24 | 11.07 |
| Interest Income | 66.74 | 13.44 |
| Dividend from non current investment income | 0.96 | 2.72 |
| Purchase of investment | (894.60) | (62.61) |
| Proceeds from sale of investments | 1,985.01 | 2,206.42 |
| Net cash flow from / (Used in) Investing Activities (B) | (92.95) | 266.64 |

Standalone Statement of Cash Flow for the year ended 31st March, 2024 (Continued)

| Particulars | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|--|--------------------------------|--------------------------------|
| (C) CASH FLOWS FROM FINANCING ACTIVITIES : | | |
| Proceeds from equity capital of the Company | — | 0.42 |
| Proceeds from long-term borrowings | 813.27 | 635.52 |
| Repayment of long-term borrowings | (381.43) | (138.05) |
| Increase/ (Decrease) in short-term borrowings | 175.24 | (146.70) |
| Finance Costs | (534.28) | (377.01) |
| Final Dividend paid | (56.80) | (284.01) |
| Principal payment of Lease liabilities | (185.48) | (34.00) |
| Net Cash flow from/(Used in) Financing Activities (C) | (169.48) | (343.83) |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C) | 814.89 | (34.87) |
| Cash and cash equivalents at the beginning of year | 260.55 | 295.42 |
| Cash and cash equivalents at the end of the year | 1,075.44 | 260.55 |

- (1) The above statement has been prepared in indirect method.
- (2) Previous year's figures have been reclassified to conform to current year's presentation.
- (3) Figures in the bracket indicate out go.

This is the Cash Flow Statement referred to in our report of even date.

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PX7553

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966

Chairman &
Managing Director

Mr. Karan Bhojwani
DIN: 06423542

Mrs. Devika Bhojwani
DIN: 08355381

Whole Time Director

Mr. K.Viswanath
DIN: 00547132

Mr. Anil Kumar Bhandari
DIN: 00031194

Independent Directors

Standalone Statement of Changes in Equity for the year ended 31st March, 2024
(₹ in Lakhs)

| EQUITY SHARE CAPITAL: | Paid up capital (Refer Note 19) |
|---|------------------------------------|
| Balance as at 1st April 2022 | 567.60 |
| Changes in equity share capital during the year | 0.42 |
| Balance as at 31st March 2023 | 568.02 |
| Changes in equity share capital during the year | - |
| Balance as at 31st March 2024 | 568.02 |

OTHER EQUITY:

| Particulars | Reserves and Surplus | | | | | Accumulated Other Comprehensive Income | | Total |
|--|----------------------|----------------------------|----------------------------|-----------------|----------------------|--|--------------------------|----------|
| | Capital Reserves | Securities Premium Reserve | Capital Redemption Reserve | General Reserve | Amalgamation Reserve | Retained Earnings | Actuarial gains/(losses) | |
| Balance as at 1st April 2022 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 3,977.65 | (45.69) | 7,357.49 |
| Profit/(Loss) for the year | | | | | | (342.21) | | (342.21) |
| Remeasurements of net defined benefit plans (Net of Taxes) | | | | | | | 0.20 | 0.20 |
| Final dividend F.Y. 2021-22 paid | | | | | | (284.02) | | (284.02) |
| Balance as at 31st March 2023 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 3,351.42 | (45.49) | 6,731.46 |
| Profit/(Loss) for the year | | | | | | (309.66) | | (309.66) |
| Remeasurements of net defined benefit plans (Net of Taxes) | | | | | | | 36.33 | 36.33 |
| Final dividend F.Y. 2022-23 paid | | | | | | (56.81) | | (56.81) |
| Balance as at 31st March 2024 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 2,984.95 | (9.16) | 6,401.32 |

Notes 1 to 62 form an integral part of Standalone financial statements.

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKR PX7553

Mumbai, 13th May 2024

For and on behalf of the Board of Directors

| | | |
|--|-------------------------|---------------------------------|
| Mr. Suresh Bhojwani DIN: 00032966 | } Whole Time Director | Chairman & Managing Director |
| Mr. Karan Bhojwani DIN: 06423542 | | |
| Mrs. Devika Bhojwani DIN: 08355381 | | |
| Mr. K. Viswanath DIN: 00547132 | } Independent Directors | |
| Mr. Anil Kumar Bhandari DIN: 00031194 | | |

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 1

MATERIAL ACCOUNTING POLICIES

COMPANY OVERVIEW:

The Bright Brothers Limited ("the Company") is public limited Company incorporated and domiciled in India and has registered office at Office No. 91, 9th Floor, Jolly Maker Chambers No. 2, 225, Nariman Point, Mumbai 400 021. It is incorporated under the Indian Companies Act, 1913 and its shares are listed on the Bombay Stock Exchange Limited.

The Company is engaged in the business of manufacturing injection moulded plastics products for supplies to Original Equipment Manufacturers for Consumer Durable Industry and market its own products under "Brite" brand for material handling crates.

The Company has hair care division which market hair brushes and beauty products under "DIVO" brand.

(A) Statement of Compliance & Basis of Preparation of Financial Statements:

i) Compliance with IND AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for certain class of Financial Assets/ Liabilities and defined benefit plans that are measured at fair value.

iii) Rounding of amounts

The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR ,00,000), except when otherwise indicated.

(B) Presentation of financial statements:

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (the Act). The Statement of Cash Flows has been prepared and presented in accordance with Ind AS 7 "Statement of Cash Flows". The disclosures with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Amounts in the financial statements are presented in Indian Rupee in lakh rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupee to two decimals places.

(C) Use of Estimates:

The preparation of financial statements in conformity with Ind AS. It requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(D) Current and non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle.
- Expected to be realised within twelve months after the reporting period, or

Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle.
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(E) Property, Plant and Equipment (PPE):

- (i) PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

- (ii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (iii) Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- (iv) Cost of land includes lands acquired under lease.
- (v) Cost of building includes buildings constructed on leasehold lands.
- (vi) PPE is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognised in the Statement of Profit and Loss in the same period.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "capital work-in-progress".

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

(F) Depreciation on Property, Plant and Equipment:

- (i) Depreciation on Property, plant and equipment (PPE) is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are equal to the life prescribed under the Schedule II to the Companies Act, 2013. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Depreciation on assets added/ sold or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/ sold or discarded.

Gains/ Losses on disposals/ de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss. (ii) Premium on leasehold land is amortized over the period of lease.

(G) Intangible Assets:

Intangible assets with finite useful lives that are acquired separately or developed in-house are carried at cost less accumulated amortisation and accumulated impairment losses. The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period by contract or law or the likelihood of technical, technological obsolescence or commercial obsolescence. If, there are no such limitations, the useful life is taken to be indefinite. An intangible asset with an indefinite useful life is not amortized. Intangible assets that have finite lives are amortized over their estimated useful lives by the straight-line method. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on de-recognition are determined by comparing proceeds with carrying amount. These are included in profit or loss under other expenses / other income. Development expenditure on new products is capitalised as intangible asset, if all of the following can be demonstrated:

1. The technical feasibility of completing the intangible asset so that it will be available for use or sale;
2. The Company has intention to complete the intangible asset and use or sell it;
3. The Company has ability to use or sell the intangible asset;

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

4. The manner in which the probable future economic benefits will be generated including the existence of a market for output of the intangible asset or intangible asset itself or if it is to be used internally, the usefulness of intangible assets;
5. The availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset;
6. The Company has ability to reliably measure the expenditure attributable to the intangible asset during its development. Development expenditure that does not meet the above criteria is expensed in the period in which it is incurred.

(H) Effects of changes in foreign currency exchange rates:

- 1) Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.
- 2) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets.
- 3) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.
- 4) In case of an asset, expense, or income where a non-monetary advance is paid/ received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

(I) Inventories:

Inventories includes Raw Material and Components, Work-in-Progress, Finished goods and Traded goods, Stores & spares, Consumables, Packing Materials.

- (i) Raw Material and Stores Spares — Raw Material and Components are valued at lower of moving weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost. Cost includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition. Taxes which are subsequently recoverable from taxation authorities are not included in the cost. Cost is determined using identified lot basis / First in first out (FIFO) basis.
- (ii) Finished Goods, Stock-in-trade, and Work in progress — Finished stock, Traded goods and Work in progress stock are valued at lower of weighted average cost including related overheads or net realisable value. Cost includes cost of direct material, labour, other direct cost, and a proportion of manufacturing overheads allocated based on the normal operating capacity but excluding borrowing costs.
- (iii) Assessment of net realisable value is made at each reporting period end and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

Adequate allowance is made for obsolete and slow moving items.

(J) Financial Instruments:

Financial assets - Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss. Subsequent measurement Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- (i) the entity's business model for managing the financial assets and;
- (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortised cost:

A financial asset is measured at amortised cost, if it is held under the hold to collect business model i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding. Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised to Statement of Profit and Loss.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(b) Measured at fair value through other comprehensive income (FVOCI):

A financial asset is measured at FVOCI, if it is held under the hold to collect and sell business model i.e. held with an objective to collect contractual cash flows and selling such financial asset and the contractual cash flows are solely payments of principal and interest on the principal outstanding. It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

(c) Measured at fair value through profit or loss (FVTPL):

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL.

For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised in Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in the OCI. Amounts recognised in Other Comprehensive Income (OCI) are not subsequently transferred to Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in Statement of Profit and Loss.

Impairment:

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward-looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables.

The provision matrix is based on its historically observed default rates over the expected life of the trade receivable 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.

For financial assets other than trade receivables, the Company recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement for impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Trade receivables, security deposits, cash and cash equivalents, employee and other advances — at amortised cost.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement:

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts:

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

De-recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(K) Fair Value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

"The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(L) Employee Benefits:

(i) Short-term employee benefits:

Employee benefits such as salaries, wages, short-term compensated absences, bonus falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the service.

(ii) Post-employment benefits:

A. Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the service.

B. Defined benefit plans: The employees' gratuity & leave encashment fund schemes and represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

(a) Defined-benefit plan:

The defined benefit obligations are calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and nonroutine settlements; and
- (ii) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising

- (i) Re-measurement of Actuarial(gains) / losses
- (ii) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (iii) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

(M) Impairment of Non-Financial Assets:

As at the end of each financial year, the carrying amounts of PPE, intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, PPE and intangible assets are tested for impairment so as to determine the impairment loss, if any. Intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- (i) in the case of an individual asset, at the higher of the fair value less costs to sell and the value-in-use; and
- (ii) in the case of a cash generating unit (the smallest identifiable group of assets that generates independent cash flows), at the higher of the cash generating unit's fair value less costs to sell and the value-in-use.

The amount of value-in-use is determined as the present value of estimated future cash flows from the continuing use of an asset, which may vary based on the future performance of the Company and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(N) Taxes on Income:

Income tax comprises current and deferred tax.

Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current Income Taxes

Tax on income for the current period is The Company's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period and using estimates and judgments based on the expected outcome of assessments/ appeals and the relevant rulings in the areas of allowances and disallowances.

Advance taxes and provisions for current income taxes are presented in the balance sheet after offsetting the advance tax paid and the income tax provision arising in the same tax jurisdiction and where related tax paying units intends to settle the assets and liabilities on a Net basis.

Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company reviews the Minimum Alternative Tax ('MAT') at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

(O) Provisions, Contingent Liabilities and Contingent Assets:

Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that can't be recognised because it can't be measured reliably. The Company does not recognise the contingent liability but disclose its existence in its financial statements.

Contingent assets:

Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(P) Commitments:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- (i) estimated amount of contracts remaining to be executed on capital account and not provided for;
- (ii) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/ procurements made in the normal course of business are not disclosed to avoid excessive details.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(Q) Leased Assets:

The Company's lease asset classes primarily consist of leases for land and buildings. The Company 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 an 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 Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve 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.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

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.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the 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.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(R) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

(S) Revenue Recognition:

Revenue from contracts with customers is recognised when a performance obligation is satisfied by transfer of promised goods or services to a customer.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:

- (a) the customer simultaneously consumes the benefit of the Company's performance or
- (b) the customer controls the asset as it is being created/ enhanced by the Company's performance or
- (c) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents,

In all other cases, performance obligation is considered as satisfied at a point in time.

Invoices are issued according to contractual terms and are usually payable as per the credit period ranging from 60-90 days agreed with the customer. Amounts disclosed in the revenue excludes GST.

Other income:

Interest income from Fixed Deposits is recognised using the effective interest rate method.

Dividend income is recognised when the right to receive payment is established.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(T) Earnings Per Share:

Earnings per share are calculated by divided the profit attributable to the shareholders by the number of equity shares outstanding at the close of the year. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The weighted diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

(U) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(V) Cash Flow Statement:

The Cash flow statement is prepared segregating the cash flows from operating, investing, and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

- (i) transactions of a non-cash nature.
- (ii) any deferrals or accruals of past or future operating cash receipts or payments and
- (iii) items of income or expense associated with investing or financing cash flows.

(W) Cash Dividend:

The Company recognizes a liability to pay dividend when the distribution is authorised and the distribution is no longer at the discretion of the Company i.e. when the dividend distribution is being approved by the shareholders. A corresponding amount is recognized directly in equity.

(X) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

The Company has identified its Chairman & Managing Director as CODM which assesses the operational performance and position of the Company and makes strategic decisions.

(Y) Application of new and amended standards:

(A) Amendments to existing Standards (w.e.f. 1st April, 2023)

The Company has adopted, with effect from 01 April 2023, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the financial statements.

1. Ind AS 1- Presentation of Financials Statements - modification relating to disclosure of 'material accounting policy information' in place of 'significant accounting policies.
2. Ind AS 8 - Accounting Policies, Change in Accounting Estimates and Errors - modification of definition of 'accounting estimate' and application of changes in accounting estimates.
3. Ind AS 12 - Income Taxes - The amendment clarifies application of initial recognition exemption to transactions such as leases and decommissioning obligations.

(B) Standards notified but not yet effective

No new standards have been notified during the year ended 31 March 2024.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 2

PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

| Particulars | Land | | Buildings | | Plant and Equipment | Furniture and fixtures | Vehicles | Office equipment | Moulds | Computers | Electric Installation | Total |
|--|---------------|--------------|---------------|-----------------|---------------------|------------------------|---------------|------------------|---------------|---------------|-----------------------|------------------|
| | Leasehold | Freehold | Leasehold | Freehold | | | | | | | | |
| Gross carrying amount | | | | | | | | | | | | |
| Balance as at 1st April 2023 | 125.22 | 58.82 | 432.22 | 1,569.63 | 9,003.09 | 284.47 | 254.56 | 147.17 | 707.21 | 258.02 | 330.15 | 13,170.56 |
| Additions | — | — | 2.15 | 162.09 | 1,319.38 | 94.13 | — | 24.07 | 87.92 | 30.73 | 252.22 | 1,972.69 |
| Deductions/Adjustment | — | — | — | (16.88) | (56.17) | (0.12) | — | — | — | (0.55) | (13.55) | (87.27) |
| Balance as at 31st March 2024 | 125.22 | 58.82 | 434.37 | 1,714.84 | 10,266.30 | 378.48 | 254.56 | 171.24 | 795.13 | 288.20 | 568.82 | 15,055.98 |
| Accumulated Depreciation | | | | | | | | | | | | |
| Balance as at 1st April 2023 | 16.75 | — | 7.82 | 652.68 | 6,230.97 | 215.46 | 135.63 | 119.78 | 610.80 | 210.89 | 223.38 | 8,424.16 |
| Additions | 1.20 | — | 51.04 | 62.46 | 494.87 | 13.96 | 22.25 | 12.71 | 20.45 | 24.21 | 31.46 | 734.61 |
| Deductions/Adjustment | — | — | — | (16.88) | (47.61) | (0.09) | — | — | — | (0.55) | (9.89) | (75.02) |
| Balance as at 31st March 2024 | 17.95 | — | 58.86 | 698.26 | 6,678.23 | 229.33 | 157.88 | 132.49 | 631.25 | 234.55 | 244.95 | 9,083.75 |
| Net carrying amount as at 1st April 2023 | 108.47 | 58.82 | 424.40 | 916.95 | 2,772.12 | 69.01 | 118.93 | 27.39 | 96.41 | 47.13 | 106.77 | 4,746.40 |
| Net carrying amount as at 31st March 2024 | 107.27 | 58.82 | 375.51 | 1,016.58 | 3,588.07 | 149.15 | 96.68 | 38.75 | 163.88 | 53.65 | 323.87 | 5,972.23 |
| Gross carrying amount | | | | | | | | | | | | |
| Balance as at 1st April 2022 | 125.22 | 58.82 | — | 1,551.67 | 8,459.72 | 247.57 | 318.46 | 138.63 | 698.00 | 215.97 | 250.49 | 12,064.55 |
| Additions | — | — | 432.22 | 17.96 | 549.10 | 36.90 | — | 8.54 | 9.21 | 42.05 | 79.66 | 1,175.64 |
| Deductions/Adjustment | — | — | — | — | (5.73) | — | (63.90) | — | — | — | — | (69.63) |
| Balance as at 31st March 2023 | 125.22 | 58.82 | 432.22 | 1,569.63 | 9,003.09 | 284.47 | 254.56 | 147.17 | 707.21 | 258.02 | 330.15 | 13,170.56 |
| Accumulated Depreciation | | | | | | | | | | | | |
| Balance as at 1st April 2022 | 15.55 | — | — | 597.21 | 5,805.38 | 207.80 | 168.21 | 108.03 | 591.14 | 198.44 | 216.27 | 7,908.03 |
| Additions | 1.20 | — | 7.82 | 55.47 | 426.87 | 7.66 | 27.11 | 11.75 | 19.66 | 12.45 | 7.11 | 577.10 |
| Deductions/Adjustment | — | — | — | — | (1.28) | — | (59.69) | — | — | — | — | (60.97) |
| Balance as at 31st March 2023 | 16.75 | — | 7.82 | 652.68 | 6,230.97 | 215.46 | 135.63 | 119.78 | 610.80 | 210.89 | 223.38 | 8,424.16 |
| Net carrying amount as at 1st April 2022 | 109.67 | 58.82 | — | 954.46 | 2,654.34 | 39.77 | 150.25 | 30.60 | 106.86 | 17.53 | 34.22 | 4,156.52 |
| Net carrying amount as at 31st March 2023 | 108.47 | 58.82 | 424.40 | 916.95 | 2,772.12 | 69.01 | 118.93 | 27.39 | 96.41 | 47.13 | 106.77 | 4,746.40 |

The Property, Plant and Equipment mortgaged to the lenders is as per note no 55.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 3

CAPITAL WORK-IN-PROGRESS

| Particulars | (₹ in Lakhs) | | | |
|---------------------------------------|--------------------------|---------------|-----------------|---------------------------|
| | As at 1st April, 2023 | Additions | Capitalized | As at 31st March, 2024 |
| Buildings | 21.49 | 142.75 | 164.24 | — |
| Plant and equipment | 500.96 | 65.21 | 543.43 | 22.74 |
| Furniture and fixtures | 15.94 | 55.44 | 71.38 | — |
| Electrical Installations | 137.03 | 79.21 | 216.24 | — |
| Other assets | 52.36 | — | 51.72 | 0.64 |
| Total Capital work-in-progress | 727.78 | 342.61 | 1,047.01 | 23.38 |

| Particulars | As at | | | |
|---------------------------------------|-----------------|---------------|-------------|------------------|
| | 1st April, 2023 | Additions | Capitalized | 31st March, 2023 |
| Buildings | — | 21.49 | — | 21.49 |
| Plant and equipment | — | 500.96 | — | 500.96 |
| Furniture and fixtures | — | 15.94 | — | 15.94 |
| Electrical Installations | — | 137.03 | — | 137.03 |
| Other assets | — | 52.36 | — | 52.36 |
| Total Capital work-in-progress | — | 727.78 | — | 727.78 |

Capital work-in-progress Ageing Scheduled:

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--------------------------------------|---------------------|--------------|--------------|----------------------|---------------|
| Balance as at 31st March 2024 | | | | | |
| Projects in progress | 23.38 | — | — | — | 23.38 |
| Total | 23.38 | — | — | — | 23.38 |
| Balance as at 31st March 2023 | | | | | |
| Projects in progress | 727.78 | — | — | — | 727.78 |
| Total | 727.78 | — | — | — | 727.78 |

Note - 4

OTHER INTANGIBLE ASSETS

| Particulars | Amount |
|--|--------------|
| Gross carrying amount | |
| Balance as at 1st April 2023 | 21.96 |
| Additions | — |
| (On disposals/Adjustments during the year) | — |
| Balance as at 31st March 2024 | 21.96 |
| Accumulated Depreciation | |
| Balance as at 1st April 2023 | 21.96 |
| Depreciation charge for the year | — |
| (On disposals/Adjustments during the year) | — |
| Balance as at 31st March 2024 | 21.96 |
| Net carrying amount as at 1st April 2023 | — |
| Net carrying amount as at 31st March 2024 | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 5

RIGHT OF USE ASSETS

| Particulars | (₹ in Lakhs) | |
|--|--------------|------------------------|
| | Amount | |
| Gross carrying amount | | |
| Balance as at 1st April 2023 | | 293.30 |
| Additions | | 1,806.14 |
| Deductions/ Adjustment | | — |
| Balance as at 31st March 2024 | | <u><u>2,099.44</u></u> |
| Accumulated Depreciation | | |
| Balance as at 1st April 2023 | | 3.54 |
| Additions | | 157.07 |
| Deductions/ Adjustment | | — |
| Balance as at 31st March 2024 | | <u><u>160.61</u></u> |
| Net carrying amount as at 1st April 2023 | | <u>289.76</u> |
| Net carrying amount as at 31st March 2024 | | <u><u>1,938.83</u></u> |
| Gross carrying amount | | |
| Balance as at 1st April 2022 | | — |
| Additions | | 293.30 |
| Deductions/ Adjustment | | — |
| Balance as at 31st March 2023 | | <u><u>293.30</u></u> |
| Accumulated Depreciation | | |
| Balance as at 1st April 2022 | | — |
| Additions | | 3.54 |
| Deductions/ Adjustment | | — |
| Balance as at 31st March 2023 | | <u><u>3.54</u></u> |
| Net carrying amount as at 1st April 2022 | | <u>—</u> |
| Net carrying amount as at 31st March 2023 | | <u><u>289.76</u></u> |

*Refer note 49 for details

Note - 6

INVESTMENT IN SUBSIDIARY - NON-CURRENT

| Sr. No. | Name of the Body Corporate | Amount | |
|---------|--|------------------|------------------|
| | | 31st March, 2024 | 31st March, 2023 |
| | Investment In Subsidiary (at cost) - Unquoted | | |
| | Bright Brothers LLC | 83.08 | 62.61 |
| | (100% Contribution fully paid in capital) | | |
| | | <u>83.08</u> | <u>62.61</u> |

** (Refer note 45 & 47)

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 7

OTHER INVESTMENTS - NON-CURRENT

| Name of the Body Corporate | (₹ in Lakhs) | | | |
|--|--------------------|--------------------|--------------------|--------------------|
| | Quantity | | Amount | |
| | 31st March 2024 | 31st March 2023 | 31st March 2024 | 31st March 2023 |
| Investment in equity instruments (at Fair Value through Profit or loss) | | | | |
| -Unquoted | | | | |
| The Saraswat Co-op. Bank Ltd. (Share of ₹ 10/- each, fully paid up) | 1,000 | 1,000 | 0.10 | 0.10 |
| Shalimar Infotech Ltd. | 1,666 | 1,666 | 20.53 | 19.66 |
| | | | <u>20.63</u> | <u>19.76</u> |

** (Refer note 45 & 47)

OTHER INVESTMENTS - NON-CURRENT

| Particulars | As at | |
|--|------------------|------------------|
| | 31st March, 2024 | 31st March, 2023 |
| Aggregate Cost of Quoted Investments | — | — |
| Aggregate value of Unquoted Investments | 103.71 | 82.37 |
| Aggregate market value of Quoted Investments | — | — |
| Aggregate amount of impairment | — | — |

Note - 8

LOAN TO SUBSIDIARY - NON-CURRENT

| Sr. No. | Name of the Body Corporate | Loan to Subsidiary (at cost) - Unquoted | |
|---------|----------------------------|---|----------|
| | Bright Brothers LLC Loan | 135.06 | — |
| | | <u>135.06</u> | <u>—</u> |

** (Refer note 45 & 47)

Note - 9

OTHER FINANCIAL ASSETS - NON-CURRENT

(Unsecured, considered good)

| | | |
|---|-----------------|---------------|
| Security deposits | 278.09 | 294.78 |
| Bank deposits with more than twelve months maturity | 751.00 | 501.00 |
| Deposit against disputed stamp duty | 27.06 | 39.81 |
| Total | <u>1,056.15</u> | <u>835.59</u> |

Refer Note 45 for classification of financial instruments by category and into fair value level of hierarchy

Note - 10

INCOME TAX ASSETS (NET)

| | | |
|---------------------------------------|--------------|--------------|
| Income tax assets (net of provisions) | 84.13 | 76.65 |
| Total | <u>84.13</u> | <u>76.65</u> |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|--------------------------------------|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 11 | | |
| OTHER NON-CURRENT ASSETS | | |
| Gratuity Assets (Net)* | 80.68 | 40.92 |
| Balances with government authorities | 179.77 | 254.62 |
| Total | 260.45 | 295.54 |

*(Refer note 48)

Note - 12

INVENTORIES

(For mode of valuation-Refer to Note 1 (I))

| | | |
|---|-----------------|-----------------|
| Raw materials | 735.07 | 690.88 |
| Finished goods/ work in progress [including goods in transit ₹ 4.43 Lakhs] (As at 31st March, 2023 - Nil)] | 590.88 | 550.54 |
| Stock-in-trade | 157.53 | 138.30 |
| Stores, spares and components | 368.70 | 384.45 |
| Packing materials | 106.14 | 104.06 |
| Total | 1,958.32 | 1,868.23 |

Notes:

- Inventories which are pledged/hypothecated (Refer Note 55)

Note - 13

CURRENT INVESTMENTS

| Name of the Body Corporate | Quantity | | Amount | |
|--|--------------------|--------------------|--------------------|--------------------|
| | 31st March 2024 | 31st March 2023 | 31st March 2024 | 31st March 2023 |
| Investments at Fair Value through Profit or Loss | | | | |
| (A) Investment in equity instruments (quoted) | | | | |
| (No. of equity shares of face value of ₹ 10 each fully paid-up unless otherwise specified) | | | | |
| JSW Steel Ltd. (Face value of ₹ 1 each) | — | 1,266 | — | 8.71 |
| Atul Ltd. | — | 225 | — | 15.66 |
| Suven Life Sciences Ltd. (Face value of ₹ 1 each) | — | 3,898 | — | 1.89 |
| Tvs Srichakra Ltd. | — | 478 | — | 12.17 |
| JSW Energy Ltd. | — | 2,582 | — | 6.22 |
| Dishman Carbogen Amcis Ltd. (Face Value of ₹ 2 Each) | — | 5,949 | — | 7.42 |
| Astrazeneca Pharma India Ltd. (Face Value of ₹ 2 Each) | — | 632 | — | 20.56 |
| Supreme Petrochem Ltd. (Face Value of ₹ 4 Each) | — | 3,488 | — | 12.92 |
| Grasim Industries Ltd. (Face Value of ₹ 2 Each) | — | 589 | — | 9.62 |
| Bayer Cropscience Ltd. | — | 291 | — | 11.87 |
| Heritage Foods Ltd. (Face Value of ₹ 5 Each) | — | 7,050 | — | 10.16 |
| Thirumalai Chemicals Ltd. (Face Value of ₹ 1 Each) | — | 2,797 | — | 4.81 |
| Ultramarine & Pigments Ltd. (Face Value of ₹ 2 Each) | — | 960 | — | 3.13 |
| 3M India Ltd. | — | 24 | — | 5.51 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | Quantity | | Amount | |
|---|----------------------|--------------------|--------------------|--------------------|
| | 31st March 2024 | 31st March 2023 | 31st March 2024 | 31st March 2023 |
| Investments at Fair Value through Profit or Loss | | | | |
| (A) Investment in equity instruments (quoted) | | | | |
| Pfizer Ltd. | — | 149 | — | 5.17 |
| D-Link India Ltd. (Face Value Of ₹ 2 Each) | — | 3,356 | — | 7.83 |
| Oil and Natural Gas Corp Ltd. (Face Value of ₹ 5 Each) | — | 3,635 | — | 5.49 |
| Galaxy Surfactants Ltd | — | 44 | — | 1.02 |
| Cholamandalam Investment And Finance Ltd.(Face Value of ₹ 2 Each) | — | 463 | — | 3.52 |
| The Ramco Cements Ltd. (Face value of ₹ 1 each) | — | 693 | — | 5.24 |
| Godrej Properties Ltd.(Face Value of Rs. 5 Each) | — | 1,126 | — | 11.61 |
| Axis Bank Ltd. (Face Value of ₹ 2 Each) | — | 927 | — | 7.96 |
| Gillette India | — | 13 | — | 0.24 |
| PSP Projects Ltd | — | 36 | — | 0.55 |
| | | | | |
| | (A) | | — | 179.28 |
| (B) Investments in Mutual Funds (quoted) | | | | |
| HDFC Equity Savings Fund - Regular Plan - Growth | 123,415 | 123,415 | 73.79 | 62.17 |
| HDFC Arbitrage Fund | — | 1,947,753 | — | 508.66 |
| Kotak Equity Arbitrage Fund - Growth | 419,344 | 2,400,396 | 143.85 | 763.68 |
| Kotak Liquid Regular Plan Growth | — | 4 | — | 0.18 |
| Nippon India Money Market Fund | 3,412 | — | 128.95 | — |
| | | | | |
| | (B) | | 346.59 | 1,334.69 |
| | Total [A + B] | | 346.59 | 1,513.97 |

* Current investments are stated at Market value

** (Refer note 45 & 47)

CURRENT INVESTMENTS

| | | |
|--|-------------------------|-------------------------|
| Aggregate Cost of Quoted Investments | 290.03 | 1,425.70 |
| Aggregate value of Unquoted Investments | — | — |
| Aggregate market value of Quoted Investments | 346.59 | 1,513.97 |
| Aggregate amount of impairment | — | — |
| | | |
| | | (₹ in Lakhs) |
| | As at | As at |
| | 31st March, 2024 | 31st March, 2023 |

Note - 14

TRADE RECEIVABLES

(Unsecured, Considered good)

| | | |
|--|-----------------|-----------------|
| Trade Receivables considered good - Unsecured | 6,722.91 | 5,427.02 |
| Trade Receivables which have significant increase in Credit Risk | — | — |
| Trade Receivables - credit impaired | — | — |
| | | |
| | 6,722.91 | 5,427.02 |
| Less: Allowance for expected credit loss | (5.05) | — |
| | | |
| Total | 6,717.86 | 5,427.02 |

Notes

1. Receivables due by directors or other officers of the company or any of them either severally or jointly ₹ Nil Lakhs (Previous years ₹ Nil Lakhs) - (Refer Note 54)
2. Carrying amounts of trade receivables, as at March 31, 2024 and 2023, approximate the fair value due to their nature.
3. (Refer Note 47)

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

TRADE RECEIVABLES AGEING SCHEDULE:

(₹ in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|--|-----------------------|---------------------|--------------|--------------|-------------------------|-----------------|
| | Not Due/ Unbilled | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Balance as at 31st March 2024 | | | | | | | |
| i) Undisputed Trade receivables – considered good | 6,274.58 | 377.53 | 4.18 | 66.62 | — | — | 6,722.91 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | — | — | — | — | — | — | — |
| 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 | — | — | — | — | — | — | — |
| Subtotal: | 6,274.58 | 377.53 | 4.18 | 66.62 | — | — | 6,722.91 |
| Less: Allowance for expected credit loss | | | | | | | (5.05) |
| Total : | | | | | | | 6,717.86 |
| Balance as at 31st March 2023 | | | | | | | |
| i) Undisputed Trade receivables – considered good | 4,891.82 | 468.97 | 64.16 | 1.93 | — | 0.14 | 5,427.02 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | — | — | — | — | — | — | — |
| 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 | — | — | — | — | — | — | — |
| Subtotal : | 4,891.82 | 468.97 | 64.16 | 1.93 | — | 0.14 | 5,427.02 |
| Less: Allowance for expected credit loss | | | | | | | — |
| Total : | | | | | | | 5,427.02 |

(₹ in Lakhs)

As at
31st March, 2024 As at
31st March, 2023

Note - 15

CASH AND CASH EQUIVALENTS

| | | |
|---|-----------------|---------------|
| Balances with banks - in current accounts | 1,073.61 | 256.43 |
| Cash on hand | 1.83 | 4.12 |
| Total | 1,075.44 | 260.55 |

Refer Note 45 for classification of financial instruments by category and into fair value level of hierarchy

Note - 16

BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

| | | |
|--------------------------|--------------|--------------|
| Earmarked deposits | 12.75 | 3.24 |
| Unpaid dividend accounts | 16.73 | 19.05 |
| Total | 29.48 | 22.29 |

*These deposits includes items such as Balances with banks held as Unpaid dividend accounts and Earmarked deposits, etc.

Refer Note 45 for classification of financial instruments by category and into fair value level of hierarchy

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| | As at 31st March, 2024 | As at 31st March, 2023 |
|-------------------------------|---------------------------|---------------------------|
| Note - 17 | | |
| OTHER FINANCIAL ASSETS | | |
| Interest Receivables | 50.00 | 9.37 |
| Discount Receivables | 10.14 | 11.32 |
| Other Receivables | 4.10 | 28.41 |
| Total | 64.24 | 49.10 |

Refer Note 45 for classification of financial instruments by category and into fair value level of hierarchy

Note - 18

OTHER CURRENT ASSETS

(Unsecured, Considered good unless otherwise stated)

Capital Advances

| | | |
|---------------------|------|--------|
| Advances to vendors | 7.71 | 497.60 |
|---------------------|------|--------|

Advances other than capital advances

| | | |
|---|--------|-------|
| Advances recoverable in cash or in kind or for value to be received | 4.71 | — |
| Advances to vendors | 219.87 | 56.66 |
| Loan and advances to employees | 8.54 | 6.93 |

Others

| | | |
|------------------|--------|--------|
| Prepaid Expenses | 112.95 | 100.47 |
|------------------|--------|--------|

| | | |
|--------------|---------------|---------------|
| Total | 353.78 | 661.66 |
|--------------|---------------|---------------|

Note - 19

EQUITY SHARE CAPITAL

| | As at 31st March, 2024 | | As at 31st March, 2023 | |
|--|---------------------------|------------------------|---------------------------|------------------------|
| | Number | Amount (₹ in lakhs) | Number | Amount (₹ in lakhs) |
| i Authorised Share Capital | | | | |
| Ordinary Shares of ₹ 10/- each | 7,000,000 | 700.00 | 7,000,000 | 700.00 |
| | | 700.00 | | 700.00 |
| Cumulative redeemable preference shares of ₹ 10/- each | 3,000,000 | 300.00 | 3,000,000 | 300.00 |
| | | 300.00 | | 300.00 |
| ii Issued, subscribed and fully paid up | | | | |
| Equity Share of ₹ 10/- each | 5,680,235 | 568.02 | 5,680,235 | 568.02 |
| Total | | 568.02 | | 568.02 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

iii Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

| Particulars | 2023-24 | | 2022-23 | |
|--------------------------------------|-----------|------------------------|-----------|------------------------|
| | Number | Amount (₹ in lakhs) | Number | Amount (₹ in lakhs) |
| Balance at the beginning of the year | 5,680,235 | 568.02 | 5,680,235 | 568.02 |
| Add: Shares issued | — | — | — | — |
| Balance at the end of the year | 5,680,235 | 568.02 | 5,680,235 | 568.02 |

iv Rights, preferences and restrictions attached to equity shares

The Company has one class of shares i.e. Ordinary shares having a par value of ₹ 10/- per share. Each holder of Equity shares is entitled to one vote per share.

Each Shareholder is eligible for one vote per share held. In the event of liquidation, Ordinary shareholders will be eligible to receive the assets of the company after distribution of all preferential amounts, in Proportion to the number of equity shares held by the shareholders.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in the case of Interim Dividend.

v Preference Shares:

The Company has the power to issue cumulative redeemable preference shares. In the event of liquidation, the Preference shareholders of the Company have the preference over equity shares when it comes to payment of dividend and return of capital.

vi Details of shareholders holding more than 5% of equity share capital*

| Name of Shareholder | As at 31 March 2024 | | As at 31 March 2023 | |
|---------------------------------------|------------------------|-----------------|------------------------|-----------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mr. Suresh Bhojwani (DIN: 00032966) | 1,653,728 | 29.12% | 1,283,418 | 22.59% |
| Smt. Hira T. Bhojwani (DIN: 00032997) | — | — | 370,310 | 6.52% |
| M/s. T. W. Bhojwani Leasing Pvt. Ltd | 1,089,094 | 19.17% | 1,089,094 | 19.17% |

vii The details of Shares held by promoters at the end of the year

| Promoter name | As at 31st March, 2024 | | | As at 31st March, 2023 | | |
|---|----------------------------|-----------------------|--------------------------------|----------------------------|-----------------------|--------------------------------|
| | No. of Equity Shares | Equity Shares % | % Change during the year | No. of Equity Shares | Equity Shares % | % Change during the year |
| Mr. SURESH T BHOJWANI | 1,653,728 | 29.12% | 28.85% | 1,283,418 | 22.59% | — |
| M/s. T W BHOJWANI LEASING PRIVATE LIMITED | 1,089,094 | 19.17% | — | 1,089,094 | 19.17% | 1.44% |
| Smt. HIRA THAKURDAS BHOJWANI | — | — | (100.00%) | 370,310 | 6.52% | — |
| THAKURDAS WADHUMAL BHOJWANI HUF | 240,430 | 4.23% | — | 240,430 | 4.23% | — |
| Mrs. DEVIKA S BHOJWANI | 41,300 | 0.73% | — | 41,300 | 0.73% | — |
| S T BHOJWANI HUF | 20,000 | 0.35% | — | 20,000 | 0.35% | — |
| Mr. KARAN SURESH BHOJWANI | 17,500 | 0.31% | — | 17,500 | 0.31% | — |
| Ms. RUCHIKA S BHOJWANI | 17,500 | 0.31% | — | 17,500 | 0.31% | — |
| Total | 3,079,552 | 54.22% | — | 3,079,552 | 54.22% | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|-----------------------------------|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 20 | | |
| OTHER EQUITY | | |
| Capital Reserve | | |
| Opening balance | 156.83 | 156.83 |
| Change during the year (net) | — | — |
| | <u>156.83</u> | <u>156.83</u> |
| Securities Premium Reserve | | |
| Opening balance | 967.00 | 967.00 |
| Change during the year (net) | — | — |
| | <u>967.00</u> | <u>967.00</u> |
| Capital Redemption Reserve | | |
| Opening balance | 229.53 | 229.53 |
| Change during the year (net) | — | — |
| | <u>229.53</u> | <u>229.53</u> |
| General Reserve | | |
| Opening balance | 1,933.17 | 1,933.17 |
| Change during the year (net) | — | — |
| | <u>1,933.17</u> | <u>1,933.17</u> |
| Amalgamation Reserve | | |
| Opening balance | 139.00 | 139.00 |
| Change during the year (net) | — | — |
| | <u>139.00</u> | <u>139.00</u> |
| Retained Earnings | | |
| Opening balance | 3,351.42 | 3,977.65 |
| Profit for the year | (309.66) | (342.21) |
| Less: Appropriations | | |
| Dividend on equity shares | (56.81) | (284.02) |
| | <u>2,984.95</u> | <u>3,351.42</u> |
| Actuarial gains/ (losses) | | |
| Opening balance | (45.49) | (45.69) |
| Change during the year (net) | 36.33 | 0.20 |
| | <u>(9.16)</u> | <u>(45.49)</u> |
| Total | <u><u>6,401.32</u></u> | <u><u>6,731.46</u></u> |

Nature & Purpose of the Reserve:

- (a) **Capital reserve** : Capital reserve created at the time of acquisition. The reserve will be utilised in accordance with the provisions of the Act.
- (b) **Securities Premium Reserve** : Securities premium reserve is credited when shares are issued at premium. The reserve will be utilised in accordance with the provisions of the Act.
- (c) **Capital Redemption Reserve** : Capital redemption reserve is being created by transfer from Retained earnings at the time of buy back of equity shares in accordance with the Act. The reserve will be utilised in accordance with the provisions of the Act.
- (d) **General Reserve** : The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Act.
- (e) **Amalgamation Reserve** : The Amalgamation reserve is created for amalgamation of Brite Automotive and Plastics Limited with Bright Brothers Limited pursuant to the Scheme of amalgamation being sanctioned by the High Court. This reserve is utilised in accordance with the provisions of the Act.
- (f) **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.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 21 | | |
| NON-CURRENT BORROWINGS | | |
| Secured | | |
| Term loans from banks | | |
| Borrowings - Car Loan | 37.99 | 69.33 |
| Borrowings - Bank | 2,134.11 | 1,492.53 |
| | <u>2,172.10</u> | <u>1,561.86</u> |
| Less : Current maturity of long term borrowing (Refer Note 55 and 57) | 558.11 | 357.71 |
| Total | <u><u>1,613.99</u></u> | <u><u>1,204.15</u></u> |
| Note - 22 | | |
| NON-CURRENT LEASE LIABILITIES | | |
| Lease liabilities (Refer note 49) | 1,829.03 | 240.70 |
| Total | <u><u>1,829.03</u></u> | <u><u>240.70</u></u> |
| Note - 23 | | |
| NON-CURRENT LOAN | | |
| Unsecured | | |
| Related parties | 40.00 | 18.00 |
| Total | <u><u>40.00</u></u> | <u><u>18.00</u></u> |
| Note - 24 | | |
| NON-CURRENT PROVISIONS | | |
| Leave Encashment | 69.15 | 68.58 |
| Total | <u><u>69.15</u></u> | <u><u>68.58</u></u> |
| Note - 25 | | |
| DEFERRED TAX LIABILITIES (NET) | | |
| (A) Deferred Tax Liabilities | | |
| (i) Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting. | 237.30 | 198.79 |
| Gross deferred tax liability (A) | <u>237.30</u> | <u>198.79</u> |
| (B) Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis | | |
| (i) Other item giving rise to timing difference / Unabsorbed business loss | 202.29 | 185.57 |
| Gross deferred tax assets (B) | <u>202.29</u> | <u>185.57</u> |
| Net deferred tax liabilities (A-B) | <u><u>35.01</u></u> | <u><u>13.22</u></u> |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

As at
31st March, 2024 As at
31st March, 2023

Note - 26

CURRENT BORROWINGS

Secured

Term loans from banks

| | | |
|---|---------------|---------------|
| Borrowings - Car Loan | 29.04 | 31.34 |
| Borrowings - Bank (Refer Note 55 and 57) | 529.07 | 326.37 |
| Total | 558.11 | 357.71 |

Note - 27

CURRENT LEASE LIABILITIES

| | | |
|-----------------------------------|---------------|--------------|
| Lease liabilities (Refer note 49) | 106.18 | 19.35 |
| Total | 106.18 | 19.35 |

Note - 28

CURRENT LOAN

Related parties

| | | |
|-------------------------------|---------------|---------------|
| (i) Loans repayable on demand | 100.00 | — |
| (ii) Other loans | 18.00 | 143.16 |
| Total | 118.00 | 143.16 |

Note - 29

TRADE PAYABLE

| | | |
|--|-----------------|-----------------|
| - Total outstanding dues of micro enterprises and small enterprises; and | 354.85 | 147.55 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,679.81 | 3,390.52 |
| Total | 4,034.66 | 3,538.07 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Dues to micro, small and medium enterprises

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro, small and medium enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). According to such identification, the disclosure in respect to Micro and Small Enterprises as per MSMED Act, 2006 is as follows:

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| - Principal amount remaining unpaid | 354.85 | 147.55 |
| - Interest amount remaining unpaid | — | — |
| (ii) Interest paid by the Group 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 | — | — |
| (iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | — | — |
| (iv) Interest accrued and remaining unpaid | — | — |
| (v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | — | — |

Further, the Company generally makes payment to all its suppliers within the agreed credit period (less than 45 days) and thus, the management is confident that no liability of interest under this Act, is expected to arise.

Based on the information available with the Company, there are no dues outstanding in respect of Micro, Small and Medium enterprises at the balance sheet date under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade Payables Ageing Schedule:

| Particulars | Not Due | Outstanding for following periods from due date of payment | | | | Total |
|--|-----------------|--|--|--|--------------------------|-----------------|
| | | Less than 1 year | Due for more than 1 year or but less than 2 year | Due for more than 2 year or but less than 3 year | Due for more than 3 year | |
| Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2024 & 31st March 2023 is as follows: | | | | | | |
| As at 31 March, 2023 | | | | | | |
| i) Micro, small and medium enterprises | 253.62 | 101.23 | — | — | — | 354.85 |
| ii) Creditors other than micro, small and medium enterprises | 2,395.70 | 1,232.68 | 33.44 | 5.27 | 12.72 | 3,679.81 |
| iii) Disputed dues – Micro, small and medium enterprises | — | — | — | — | — | — |
| iv) Disputed dues other than micro, small and medium enterprises | — | — | — | — | — | — |
| Total | 2,649.32 | 1,333.91 | 33.44 | 5.27 | 12.72 | 4,034.66 |
| As at 31 March, 2023 | | | | | | |
| i) Micro, small and medium enterprises | 89.64 | 57.91 | — | — | — | 147.55 |
| ii) Creditors other than micro, small and medium enterprises | 2,360.82 | 998.78 | 16.93 | 2.68 | 11.31 | 3,390.52 |
| iii) Disputed dues – Micro, small and medium enterprises | — | — | — | — | — | — |
| iv) Disputed dues other than micro, small and medium enterprises | — | — | — | — | — | — |
| Total | 2,450.46 | 1,056.69 | 16.93 | 2.68 | 11.31 | 3,538.07 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|--|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 30 | | |
| OTHER FINANCIAL LIABILITIES | | |
| Unpaid dividends* | 16.73 | 19.05 |
| Sales Invoice Finance - (Refer Note 55 and 57) | 4,060.04 | 3,131.41 |
| Other Financial liabilities | — | 1.20 |
| Total | <u>4,076.77</u> | <u>3,151.66</u> |

* Investor Education and Protection Fund (IEPF) credited when due. As at March 31st 2024, no balances were due to be transferred to IEPF. (Refer Note 59)

| | | |
|----------------------------------|---------------|---------------|
| Note - 31 | | |
| OTHER CURRENT LIABILITIES | | |
| Statutory dues | 50.32 | 49.28 |
| Employee payables | 172.80 | 150.01 |
| Advance from Customers | 40.02 | 241.60 |
| Security Deposit (Liabilities) | 2.56 | 2.56 |
| Other liabilities | 379.28 | 332.85 |
| Total | <u>644.98</u> | <u>776.30</u> |

| | | |
|---------------------------|--------------|--------------|
| Note - 32 | | |
| CURRENT PROVISIONS | | |
| Leave Encashment | 24.43 | 26.53 |
| Total | <u>24.43</u> | <u>26.53</u> |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|--------------------------------|--------------------------------|
| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
| Note - 33 | | |
| REVENUE FROM OPERATIONS | | |
| Sale of Goods | | |
| Sale of Plastic Components | 22,410.73 | 18,927.47 |
| Hair Care and Beauty Products | 366.39 | 455.53 |
| Sale of Moulds | 373.17 | 229.15 |
| Total | <u>23,150.29</u> | <u>19,612.15</u> |
| Sale of services | | |
| Job Work | 1,309.76 | 1,061.45 |
| Total | <u>24,460.05</u> | <u>20,673.60</u> |
| Note - 34 | | |
| OTHER INCOME | | |
| Interest | 66.74 | 13.44 |
| Dividend | 0.96 | 2.72 |
| Fair valuation of securities designated at FVTPL | (30.84) | 18.20 |
| Net (gain)/loss on sale of security | 110.27 | 77.32 |
| Profit/(loss) sale of property, plant and equipment | 4.99 | 2.41 |
| Other non-operating income | 10.01 | 38.37 |
| Provision written back | — | 30.00 |
| Total | <u>162.13</u> | <u>182.46</u> |
| Note - 35 | | |
| COST OF MATERIALS CONSUMED | | |
| Cost of raw material consumed | | |
| Opening stock of raw materials | 690.88 | 840.28 |
| Add : Purchases | 13,366.14 | 12,632.12 |
| Less : Closing Stock of raw materials | 735.07 | 690.88 |
| (A) | <u>13,321.95</u> | <u>12,781.52</u> |
| Cost of components, packing, paints and plating charges consumed | | |
| Consumption of components | 2,247.15 | 945.05 |
| Consumption of packing | 469.95 | 627.22 |
| Consumption of paints and Plating charges | 407.88 | 136.81 |
| (B) | <u>3,124.98</u> | <u>1,709.08</u> |
| Total [A+B] | <u>16,446.93</u> | <u>14,490.60</u> |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|--|--------------------------------|--------------------------------|
| Note - 36 | | |
| PURCHASES OF STOCK-IN-TRADE | | |
| Hair Care and Beauty products | 196.41 | 266.03 |
| Total | 196.41 | 266.03 |
| Note - 37 | | |
| CHANGES IN INVENTORIES OF FINISHED GOODS/ WORK-IN-PROGRESS AND STOCK-IN-TRADE | | |
| Inventories at the beginning of the year | | |
| Finished goods/work-in-process | 550.54 | 556.88 |
| Stock-in-trade | 138.30 | 97.06 |
| Inventories at the end of the year | | |
| Finished goods/work-in-process | 590.88 | 550.54 |
| Stock-in-trade | 157.53 | 138.30 |
| Total | (59.57) | (34.90) |
| Note - 38 | | |
| OTHER OPERATING EXPENSES | | |
| Consumption of stores and spare parts | 118.17 | 146.32 |
| Power and fuel | 1,146.02 | 930.23 |
| Contract labour and sub-contract charges | 1,392.45 | 1,023.18 |
| Repairs to machinery | 202.61 | 195.62 |
| Repairs to mould | 49.56 | 38.13 |
| Total | 2,908.81 | 2,333.48 |
| Note - 39 | | |
| EMPLOYEE BENEFITS EXPENSES | | |
| Salaries and Wages | 2,183.21 | 1,950.87 |
| Contribution to Provident fund and other fund | 160.98 | 137.73 |
| Staff welfare expenses | 159.53 | 121.69 |
| Total | 2,503.72 | 2,210.29 |
| (₹ in Lakhs) | | |
| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
| Note - 40 | | |
| FINANCE COSTS | | |
| Interest and discounting charges | 390.42 | 298.11 |
| Interest on lease liabilities | 122.57 | 1.81 |
| Interest on term loan | 143.86 | 78.90 |
| Total | 656.85 | 378.82 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Note - 41

OTHER EXPENSES

| | | |
|--|-----------------|-----------------|
| Security charges and other contract charges | 130.43 | 108.29 |
| Rent | 164.83 | 205.81 |
| Rates and taxes | 20.33 | 9.09 |
| Printing and stationery | 28.10 | 17.88 |
| Communication expenses | 14.62 | 13.49 |
| Insurance | 61.28 | 54.21 |
| Repairs and maintenance - building | 18.59 | 11.85 |
| Repairs and maintenance - others | 69.35 | 67.77 |
| Legal and professional fees | 146.78 | 118.68 |
| Directors sitting fees and commission | 5.04 | 3.88 |
| Payment to Auditors (Refer note no. 44) | 10.89 | 9.88 |
| Travelling and conveyance | 170.45 | 177.16 |
| Donations to Political Party | — | 2.00 |
| Expenditure towards corporate social responsibility (CSR) (refer to note 60) | 1.36 | 13.86 |
| Sales promotion and commission | 30.31 | 37.07 |
| Freight and forwarding charges | 363.48 | 339.96 |
| Advertisement and sales promotions | 8.86 | 16.70 |
| Miscellaneous expenses | 135.44 | 76.83 |
| Total | 1,380.14 | 1,284.41 |

42. Contingent Liabilities not provided for:

Contingent Liabilities in respect of the following

| Particulars | ₹ in Lakhs | |
|---|------------------------------|------------------------------|
| | Year ended 31 March, 2024 | Year ended 31 March, 2023 |
| i. Claims against the company not acknowledged as debt | 618.02 | 612.09 |
| Sales Tax, VAT and CST (including Interest and Penalty wherever applicable.) | 443.91 | 446.25 |
| Service Tax | — | — |
| Stamp Duty | 36.75 | 36.75 |
| Excise Duty | 89.78 | 89.78 |
| Employees Provident Fund | 8.66 | 8.66 |
| GST | 38.92 | 30.65 |
| ii. Guarantees excluding financial guarantees | | |
| Guarantee given by the banks to the third parties on behalf of the company | — | — |
| iii. Other money for which the company is contingently liable | | |
| Letters of credit opened by the bankers of the Company in favour of the third parties | — | — |
| Claims not acknowledged by the company | — | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Notes:

- It is not possible to estimate the timings of outflow of the contingent liabilities.
- The Company do not expect any reimbursement in respect of the contingent liabilities.
- Most of the issues of litigation pertaining to Central Excise/Service Tax/Income Tax are based on interpretation of the respective Law & Rules thereunder. Management has been opined by its counsel that many of the issues raised by revenue will not be sustainable in law as they are covered by judgments of respective judicial authorities which supports its contention. As such no material impact on the financials of the Company is envisaged.
- Sales Tax and Entry Tax related litigation/demand primarily pertains to non-submission of required declaration forms in time due to non- receipt of the same from customers and/or some interpretation related issues. However in most of the cases, required documents are being filed and minor impact if any, shall be given in the year of final outcome of respective matter in appeal.
- Other issues are either in ordinary course of business or not of substantial nature and management is reasonably confident of their positive outcome. Management shall deal with them judiciously and provide for appropriately, if any such need arises.

43. Commitments:

Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is ₹ 27.34 lakhs (Previous year ₹ 265.15 lakhs)

44. Payments to Auditors:

(₹ in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|----------------------------------|--------------|-------------|
| Audit fees | 9.00 | 9.00 |
| Others | 1.00 | 0.55 |
| Reimbursement of expenses | 0.89 | 0.33 |
| Total Payment To Auditors | 10.89 | 9.88 |

45. Financial Instruments:

The details of material accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in the respective Notes to Financial Statements.

Financial assets and liabilities

The accounting classification of each category of financial instruments, and their carrying amounts are set out as below:

(a) Financial assets

Instruments carried at fair value

(₹ in Lakhs)

| Particulars | FVOCI (Equity instruments) | FVOCI (Other instruments) | Fair value through profit and loss | Instruments carried at amortized cost | Total carrying value | Total fair value |
|-----------------------------|----------------------------|---------------------------|------------------------------------|---------------------------------------|----------------------|------------------|
| As at 31 March, 2024 | | | | | | |
| Investments | — | — | 367.22 | 83.08 | 450.30 | 450.30 |
| Trade receivables | — | — | — | 6,717.86 | 6,717.86 | 6,717.86 |
| Cash and cash equivalents | — | — | — | 1,075.44 | 1,075.44 | 1,075.44 |
| Other bank balances | — | — | — | 29.48 | 29.48 | 29.48 |
| Loan | — | — | — | 135.06 | 135.06 | 135.06 |
| Other financial assets | — | — | — | 1,120.39 | 1,120.39 | 1,120.39 |
| Total | — | — | 367.22 | 9,161.31 | 9,528.53 | 9,528.53 |
| As at 31 March, 2023 | | | | | | |
| Investments | — | — | 1,533.73 | 62.61 | 1,596.34 | 1,596.34 |
| Trade receivables | — | — | — | 5,427.02 | 5,427.02 | 5,427.02 |
| Cash and cash equivalents | — | — | — | 260.55 | 260.55 | 260.55 |
| Other bank balances | — | — | — | 22.29 | 22.29 | 22.29 |
| Loan | — | — | — | — | — | — |
| Other financial assets | — | — | — | 884.69 | 884.69 | 884.69 |
| Total | — | — | 1,533.73 | 6,657.16 | 8,190.90 | 8,190.90 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(b) Financial liabilities

(₹ in Lakhs)

| Particulars | Fair value through profit and loss | At amortized cost | Total carrying value | Total fair value |
|-----------------------------|------------------------------------|-------------------|----------------------|------------------|
| As at 31 March, 2024 | | | | |
| Borrowings | — | 2,172.10 | 2,172.10 | 2,172.10 |
| Lease liabilities | — | 1,935.21 | 1,935.21 | 1,935.21 |
| Loan | — | 158.00 | 158.00 | 158.00 |
| Trade payables | — | 4,034.66 | 4,034.66 | 4,034.66 |
| Other financial liabilities | — | 4,076.77 | 4,076.77 | 4,076.77 |
| Total | — | 12,376.74 | 12,376.74 | 12,376.74 |
| As at 31 March, 2023 | | | | |
| Borrowings | — | 1,561.86 | 1,561.86 | 1,561.86 |
| Lease liabilities | — | 260.05 | 260.05 | 260.05 |
| Loan | — | 161.16 | 161.16 | 161.16 |
| Trade payables | — | 3,538.07 | 3,538.07 | 3,538.07 |
| Other financial liabilities | — | 3,151.66 | 3,151.66 | 3,151.66 |
| Total | — | 8,672.80 | 8,672.80 | 8,672.80 |

(c) Fair value hierarchy

The below table summarises the categories of financial assets and liabilities as at March 31, 2024, and March 31, 2023 measured at fair value

(₹ in Lakhs)

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|-----------------------------|-----------------|----------|--------------|-----------------|
| As at 31 March, 2024 | | | | |
| Equities | | | | |
| Equity Instruments | — | — | 20.63 | 20.63 |
| Debt | | | | |
| Real Estate Fund | — | — | — | — |
| Structured Products | — | — | — | — |
| Liquid Mutual Funds | 346.59 | — | — | 346.59 |
| FMP Mutual fund | — | — | — | — |
| Preference Shares | — | — | — | — |
| Government Bonds | — | — | — | — |
| Bonds | — | — | — | — |
| Non-Convertible Debentures | — | — | — | — |
| Total | 346.59 | — | 20.63 | 367.22 |
| As at 31 March, 2023 | | | | |
| Equities | | | | |
| Equity Instruments | 179.28 | — | 19.76 | 199.04 |
| Debt | | | | |
| Real Estate Fund | — | — | — | — |
| Structured Products | — | — | — | — |
| Liquid Mutual Funds | 1,334.69 | — | — | 1,334.69 |
| FMP Mutual fund | — | — | — | — |
| Preference Shares | — | — | — | — |
| Government Bonds | — | — | — | — |
| Bonds | — | — | — | — |
| Non-Convertible Debentures | — | — | — | — |
| Total | 1,513.97 | — | 19.76 | 1,533.73 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Fair value of financial assets and liabilities measured at amortised cost:

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|------------------------------|----------------------|------------------|----------------------|-----------------|
| | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets | | | | |
| Trade receivables | 6,717.86 | 6,717.86 | 5,427.02 | 5,427.02 |
| Cash and cash equivalents | 1,075.44 | 1,075.44 | 260.55 | 260.55 |
| Other bank balances | 29.48 | 29.48 | 22.29 | 22.29 |
| Loan to subsidiary | 135.06 | 135.06 | — | — |
| Investment in subsidiary | 83.08 | 83.08 | 62.61 | 62.61 |
| Other financial assets | 1,120.39 | 1,120.39 | 884.69 | 884.69 |
| Total | 9,161.31 | 9,161.31 | 6,657.16 | 6,657.16 |
| Financial liabilities | | | | |
| Borrowings | 2,172.10 | 2,172.10 | 1,561.86 | 1,561.86 |
| Lease liabilities | 1,935.21 | 1,935.21 | 260.05 | 260.05 |
| Loan | 158.00 | 158.00 | 161.16 | 161.16 |
| Trade payables | 4,034.66 | 4,034.66 | 3,538.07 | 3,538.07 |
| Other financial liabilities | 4,076.77 | 4,076.77 | 3,151.66 | 3,151.66 |
| Total | 12,376.74 | 12,376.74 | 8,672.80 | 8,672.80 |

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments, if any), trade payables, and other financial liabilities (except derivative financial instruments, if any) is considered to be equal to the carrying amount of these items due to their short-term nature. There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

46. (A) Components of Ratio :

| Sr No. | Ratios | Numerator | Denominator | 2023-24 | 2022-23 | Variance in % |
|--------|---------------------------------|---|------------------------------|---------|---------|---------------|
| 1 | Current ratio | Current Assets | Current Liabilities | 1.10 | 1.22 | -9.61% |
| 2 | Debt- Equity Ratio | Total Debts | Shareholder's Equity | 1.29 | 0.75 | 72.02% |
| 3 | Debt Service Coverage Ratio | Earnings available for debt service | Average Shareholder's Equity | 1.12 | 0.84 | 32.70% |
| 4 | Return on Equity Ratio | Net Profits after taxes – Exceptional items | Average Shareholder's Equity | -4.67% | -4.80% | -2.75% |
| 5 | Inventory Turnover Ratio | Sales | Average Inventory | 12.78 | 11.23 | 13.85% |
| 6 | Trade Receivable Turnover Ratio | Net Credit Sales | Average Accounts Receivable | 4.03 | 3.51 | 14.83% |
| 7 | Trade Payable Turnover Ratio | Net Credit Purchases | Average trade payables | 3.58 | 4.17 | -14.20% |
| 8 | Net Capital Turnover Ratio | Net Sales | Working capital | 24.89 | 11.55 | 115.54% |
| 9 | Net Profit Ratio | Net profit after tax | Net Sales | -1.27% | -1.66% | -23.52% |
| 10 | Return on Capital Employed | Earning before interest and taxes | Capital Employed | 2.39% | -2.30% | -204.03% |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| | | | | | | |
|----|-----------------------------|--|---------------------------------|--------|---------|----------|
| 11 | Return on Investment | | | | | |
| | (a) Equity Instrument | ROI = {MV(T1) – | {MV(T0) + Sum [W(t) * C(t)]} | 17.26% | -12.57% | -237.27% |
| | (b) Mutual Fund | MV | | 3.77% | 6.01% | -37.27% |
| | (c) Fixed Deposit | where, T1 = End of time period T0 = Beginning of time period t = Specific date falling between T1 and T0 MV(T1) = Market Value at T1 MV(T0) = Market Value at T0 C(t) = Cash inflow, cash outflow on specific date W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as [T1 – t] / T1 | | 8.10% | 8.02% | 1.04% |

(B) Reasons for variance of more than 25% in above ratios :

| Sr No. | Particulars | Reason |
|--------|-----------------------------|--|
| 1 | Debt- Equity Ratio | Due to increase in Long term Borrowings and Lease Liability |
| 2 | Debt Service Coverage Ratio | Due to increase in earnings available for Debt Service |
| 3 | Net Capital Turnover Ratio | Due to decrease in working capital |
| 4 | Return on Capital Employed | Due to increase in earnings before interest & taxes in current year. |
| | Return on Investment | |
| 5 | (a) Equity Instrument | Due to market volatility |
| | (b) Mutual Fund | Due to market volatility |

47. Risk Management:

Financial risk management objective and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The risk management policies aim to mitigate the following risks arising from the financial instruments: (a) Liquidity risk; (b) Market risk and (c) Credit risk.

(A) Financial risk factors

The Company's principal financial liabilities comprise borrowings, deposits from dealers and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to the following risk arising from the financial instruments: (a) Liquidity risk; (b) Market risk and (c) Credit risk.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|---|--|---|
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities; working capital management |
| Market Risk - Foreign exchange | Financial assets and liabilities denominated in Foreign Currencies. | Cash flow forecasting; Sensitivity analysis | Hedging Forex planning |
| Market Risk - Interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Interest rate swaps |
| Market Risk - Price risk | Investments in Equities, Bonds, debentures, Mutual Funds | Sensitivity analysis; market fluctuations; credit rating | Continuous monitoring, Diversification |
| Credit risk | Cash and cash equivalents, trade receivables, investments, loans and other financial assets measured at fair /amortised cost. | Ageing analysis/ Credit ratings / Assets Coverage | Diversification in various class of assets, credit limits |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintaining sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows, undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements of the Company.

(i) Financing arrangements

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------------------|----------------------|
| Secured working capital credit facility from Banks | 1,439.96 | 2,368.59 |

(ii) The following is the contractual maturities of the financial liabilities:

(₹ in Lakhs)

| Particulars | Total Liability (undiscounted) | Less than 1 year | 1-3 years | more than 3 years | Carrying amount as per Books |
|-----------------------------------|--------------------------------|------------------|-----------|-------------------|------------------------------|
| As at 31 March, 2024 | | | | | |
| Non-derivative liabilities | | | | | |
| Borrowings | 2,172.10 | 558.11 | 1,209.98 | 404.00 | 2,172.10 |
| Lease liabilities | 2,874.90 | 276.75 | 1,244.09 | 1,354.06 | 1,935.22 |
| Loan | 158.00 | 118.00 | 40.00 | — | 158.00 |
| Trade payables | 4,034.66 | 3,983.23 | 38.71 | 12.72 | 4,034.66 |
| Other financial liabilities | 4,076.77 | 4,076.77 | — | — | 4,076.77 |
| As at 31 March, 2023 | | | | | |
| Non-derivative liabilities | | | | | |
| Borrowings | 1,561.86 | 357.71 | 760.32 | 443.83 | 1,561.86 |
| Lease liabilities | 370.19 | 42.13 | 181.54 | 146.52 | 260.05 |
| Loan | 161.16 | 143.16 | 18.00 | — | 161.16 |
| Trade payables | 3,538.07 | 3,507.15 | 30.92 | — | 3,538.07 |
| Other financial liabilities | 3,151.66 | 3,151.66 | — | — | 3,151.66 |

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investment, deposits, foreign currency receivables and payables. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company has not entered into any transaction, in currency other than functional currency, for purchase of raw material or capital assets nor availed any foreign currency loans, which remains outstanding as at year end. Similarly, the Company does not have any assets/liabilities receivable/payable in foreign currency as at year end date. The Company is not exposed to any foreign currency.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's entire borrowings, Long term as well as short term, have fixed rate of interest and carried at amortized costs. The Company did not have any borrowings bearing variable rate of interest.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

Exposure to Interest rate risk - Financial liabilities

(₹ in Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| Total borrowings | 6,390.14 | 4,854.42 |
| % of borrowings out of above bearing variable rate of interest | | |
| 1. Short term in nature | 74.12% | 74.82% |
| 2. Long term in nature | 25.88% | 25.18% |

Hence, the Company is not exposed to any interest rate risk.

(iii) Price risk

The Company's exposure to price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from its investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company in accordance with the guidelines provided by the Board of directors of the Company.

Exposure

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|--|----------------------|----------------|----------------------|----------------|
| | Amount | % | Amount | % |
| Equities | | | | |
| Quoted Equity Instruments | — | 0.00% | 179.28 | 11.69% |
| Other Equity Instruments | 20.63 | 5.62% | 19.76 | 1.29% |
| Mutual Funds | | | | |
| Savings, Liquid & Other Fund Instruments | 346.59 | 94.38% | 1,334.69 | 87.02% |
| Total | 367.22 | 100.00% | 1,533.73 | 100.00% |

Investments in Equity Instruments and Mutual funds (including investment through Venture funds)

The Company's quoted equity instruments and in mutual funds are subject to the market price risk arising from the fluctuation in the market price of those instruments. This risk arises from instruments which are classified as Fair value through P&L wherein the price fluctuations, based on the historical trends, are not very significant.

(c) Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of counter party, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an on-going basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as;

- Actual or expected significant adverse changes in business
- Actual or expected significant changes in the operating results of the counterparty.
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- Significant increase in credit risk on other financial instruments of same counterparty

The company categorises financial assets based on the assumptions, inputs and factors specific to the class of financial assets into High-quality assets, negligible credit risk; Quality assets, low credit risk; Standard assets, moderate credit risk; Substandard assets, relatively high credit risk; Low quality assets, very high credit risk; Doubtful assets, credit-impaired.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than one year past due. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

Provision for expected credit losses:

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| Description of category | Category | Basis for recognition of expected credit loss provision | | |
|---|---|---|----------------------------------|--|
| | | Investments | Loans and deposits | Trade Receivables |
| Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil | High-quality assets, negligible credit risk | 12 month expected credit losses | 12 month expected credit losses | Life time expected credit losses (simplified approach) |
| Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past | Quality assets, low credit risk | | | |
| Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong | Standard assets, moderate credit risk | | | |
| Assets where there has been a significant increase in credit risk since initial recognition. Assets where the payments are more than 180 days past due | Substandard assets, relatively high credit risk | Life-time expected credit losses | Life-time expected credit losses | Life time expected credit losses (simplified approach) |
| Assets where there is a high probability of default. In general, assets where contractual payments are more than 180 days past due are categorised as low quality assets. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due | Low quality assets, very high credit risk | | | |
| Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the company. The company categorises a loan or receivable for write off when a debtor fails to make Contractual payments greater than 365 days past due. Where loans or receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss. | Doubtful assets, credit-impaired | Asset is written off | | |

Expected credit loss for loans, security deposits and investments:

As at 31 March, 2024

| Particulars | | Asset group | Estimated gross carrying amount at default | Expected probability of default | Expected credit losses | Carrying amount net of impairment provision |
|---|---|-----------------------------|--|---------------------------------|------------------------|---|
| Loss allowance measured at 12 month expected credit losses | Financial assets for which credit risk has not increased significantly since initial recognition | Loans | — | — | — | — |
| | | Security and other deposits | — | — | — | — |
| Loss allowance measured at life-time expected credit losses | Financial assets for which credit risk has increased significantly and not credit-impaired or credit impaired | NA | — | — | — | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

As at 31 March, 2023

| Particulars | | Asset group | Estimated gross carrying amount at default | Expected probability of default | Expected credit losses | Carrying amount net of impairment provision |
|---|---|-----------------------------|--|---------------------------------|------------------------|---|
| Loss allowance measured at 12 month expected credit losses | Financial assets for which credit risk has not increased significantly since initial recognition | Loans | — | — | — | — |
| | | Security and other deposits | — | — | — | — |
| Loss allowance measured at life-time expected credit losses | Financial assets for which credit risk has increased significantly and not credit-impaired or credit impaired | NA | — | — | — | — |

- a. Expected credit loss for trade receivables under simplified approach (Refer Note 14 for ageing of Trade Receivables)
b. Reconciliation of loss allowance provision - Trade receivables

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|-----------------------------|----------------------|----------------------|
| Opening Provision | — | — |
| Additional provision made | 5.05 | — |
| Utilisation during the year | — | — |
| Closing provisions | — | — |
| Total | 5.05 | — |

The Company maintains exposure in cash and cash equivalents, investments in liquid mutual funds and Corporate deposits. Investments in liquid mutual funds and corporate deposits are fair valued on Level 1 or Level 2 inputs.

(B) Commodity Risk

The Company is exposed to the risk of price fluctuation of raw materials proactively managed through forward booking, inventory management and proactive vendor development practices.

(C) Capital risk management

(a) The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which includes capital and other strategic investments. The Company's intention is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------------------|----------------------|
| Total equity | 6,969.34 | 7,299.48 |
| Net Debt | 7,249.91 | 4,853.93 |
| Total Capital (Borrowings and Equity) | 14,219.25 | 12,153.41 |
| Gearing Ratio | 50.99% | 39.94% |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

- (i) Net debt represents total borrowings (non-current & current) as reduced by cash and cash equivalents.
(ii) Equity comprises of all components including other comprehensive income.

(b) Dividend :

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| Equity Shares: | | |
| Final dividend for the year ended March 31, 2023 of ₹ 1.00 per shares (March 31, 2022 of ₹ 5.00 per shares) fully paid share | 56.81 | 284.02 |
| Interim dividend for the year ended March 31, 2023 of ₹ NIL per shares (March 31, 2022 of ₹ NIL per shares) fully paid share | — | — |

The Board of Directors have recommended a payment of final dividend of ₹ 1.00 per equity share of the face value of ₹ 10 each for the financial year ended 31st March, 2024. Final dividend is subject to approval of Shareholders

48. Disclosure Pursuant to Ind AS – 19 “Employee Benefits”:

(a) Defined contribution plan

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary and other allowances as per regulations. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expenses recognised during the year towards defined contribution plan is ₹ 107.04 lakhs (March 31, 2023 ₹ 104.81 lakhs).

(b) Defined benefit plan

(i) Gratuity:

In accordance with applicable laws, the company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employee on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under their respective Group Gratuity Schemes.

(₹ in Lakhs)

| Particulars | Present Value of Obligation | Fair Value of plan assets |
|--|--------------------------------|------------------------------|
| As at 31st March, 2022 | 343.84 | 375.87 |
| Adjustment to Opening Fair Value of Plan Asset | — | 24.46 |
| Current service cost | 27.97 | — |
| Interest expense/(income) | 23.12 | 27.41 |
| Total amount recognised in profit or loss | 51.09 | 51.87 |
| Remeasurements | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | — | (0.69) |
| Net actuarial (gain)/loss | — | — |
| Adjustment to Opening Fair Value of Plan Asset | — | — |
| Change in experience | 4.17 | — |
| Change in demographic assumptions | — | — |
| Change in financial assumptions | (5.14) | — |
| Total amount recognised in other comprehensive income | (0.97) | (0.69) |
| Employer Contribution | — | 7.84 |
| Benefits payment | (36.38) | (36.38) |
| As at 31 March, 2023 | 357.58 | 398.50 |
| The net plan assets As at 31 March, 2023 | 40.92 | |
| As at 31 March, 2023 | 357.58 | 398.50 |
| Adjustment to Opening Fair Value of Plan Asset | — | — |
| Current service cost | 30.15 | — |
| Interest expense/(income) | 25.51 | 29.05 |
| Total amount recognised in profit or loss | 55.66 | 29.05 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

| Particulars | Present Value of Obligation | Fair Value of plan assets |
|--|-----------------------------|---------------------------|
| Remeasurements | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | — | 0.48 |
| Net actuarial (gain)/loss | — | — |
| Change in experience | (55.50) | — |
| Change in demographic assumptions | — | — |
| Change in financial assumptions | 4.74 | — |
| Total amount recognised in other comprehensive income | (50.76) | 0.48 |
| Employer Contribution | — | 15.13 |
| Benefits payment | (15.17) | (15.17) |
| As at 31 March, 2024 | 347.31 | 427.99 |
| The net plan assets As at 31 March, 2024 | 80.68 | |

The net liability disclosed above relates to funded/unfunded plans are as follows:

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|---|------------------------|------------------------|
| Present value of funded obligations | (347.31) | (357.58) |
| Fair value of plan assets | 427.99 | 398.50 |
| (Deficit)/Surplus of funded plan | 80.68 | 40.92 |
| Significant estimates: actuarial assumptions and sensitivity | | |
| Financial assumption: | | |
| Discount rate | 7.09% | 7.29% |
| Salary escalation rate | 4.00% | 4.00% |
| Demographic assumption: | | |
| Mortality rate | IALM (2012-14) Ult. | IALM (2012-14) Ult. |
| Employee Attrition rate | | |
| 0 to 40 Years | 3.00% | 3.00% |
| 41 to 50 Years | 2.00% | 2.00% |
| 51 to 58 Years | 1.00% | 1.00% |
| Retirement age | 58 Years | 58 Years |
| Sensitivity analysis | | |
| The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: | | |
| Discount rate | | |
| (a) Discount rate - 100 basis points | 372.82 | 368.99 |
| (b) Discount rate + 100 basis points | 324.72 | 318.68 |
| Salary escalation rate | | |
| (a) Rate - 100 basis points | 325.04 | 318.93 |
| (b) Rate + 100 basis points | 372.07 | 368.32 |

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|---|----------------------|----------------------|
| The major categories of plan asset are as follows: | | |
| Equities | 0.00% | 0.00% |
| Bonds | 0.00% | 0.00% |
| Gilts | 0.00% | 0.00% |
| Pooled assets with an insurance company | 100.00% | 100.00% |
| Other | 0.00% | 0.00% |
| Total | 100.00% | 100.00% |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

The defined benefit obligations shall mature after year end March 31, 2024 as follows:

| | | |
|-----------|--------|--------|
| Year 1 | 30.58 | 9.18 |
| Year 2 | 26.04 | 38.49 |
| Year 3 | 28.14 | 24.82 |
| Year 4 | 31.34 | 37.19 |
| Year 5 | 42.08 | 23.27 |
| Year 6-10 | 173.53 | 178.22 |

The weighted average duration of the defined benefit obligation is 7.64 years (Previous Year: 8.35 years).

(ii) Compensated Absences:

The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as at the balance sheet date performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

Risk exposure:

Through its defined benefit plans, Company is exposed to a number of risks, the most significant of which are detailed below:

| | |
|------------------------------------|--|
| Investment risk/ Interest risk: | The Company is exposed to Investment/Interest risk if the return on the invested fund falls below the discount rate used to arrive at present value of the benefit. |
| Longevity risk: | The Company is not exposed to risk of the employees living longer as the benefit under the scheme ceases on the employee separating from the employer for any reason |
| Salary risk: | The Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation |

49. Leases :

Under Ind AS 116 the nature of expenses in respect of operating lease has changed from "lease rent" to "depreciation cost" and "finance Cost" for the right-to use assets and for interest accrued on lease liability is 9% p.a.

The Weighted Average lessee's incremental borrowing rate applied to lease liabilities is 9% P.A.

(A) Lease liabilities are presented in the balance sheet as follows:

(₹ in Lakhs)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|--------------|------------------------|------------------------|
| Current | 106.18 | 19.35 |
| Non-current | 1,829.03 | 240.70 |
| Total | 1,935.21 | 260.06 |

The movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023 is as follows :

(₹ in Lakhs)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|--|------------------------|------------------------|
| Balance at the beginning | 260.06 | — |
| Additions | 1,738.06 | 265.15 |
| Finance cost accrued during the period | 122.57 | 1.81 |
| Deletions | — | — |
| Payment of lease liabilities | (185.48) | (6.90) |
| Translation difference | — | — |
| Balance at the end | 1,935.21 | 260.06 |

(B) Right-of-use assets pertaining to the above.

(₹ in Lakhs)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|------------------------|------------------------|
| Right-of-use assets | | |
| Opening balance | 289.76 | — |
| Add: Additions on account of new leases entered during the year | 1,806.13 | 293.30 |
| Less: Depreciation charged on the right-of-use assets | 157.07 | 3.54 |
| Closing balance | 1,938.83 | 289.76 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(C) The following are amounts recognised in statement of profit and loss:

(₹ in Lakhs)

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|-------------------------------------|-------------------------------------|
| Depreciation expense of right-of-use assets | 157.07 | 3.54 |
| Interest expense on lease liabilities | 122.57 | 1.81 |
| Total | 279.64 | 5.35 |

(D) Break-up of the Contractual Maturities of lease liabilities on an undiscounted basis :

(₹ in Lakhs)

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|-------------------|-------------------------------------|-------------------------------------|
| Within 1 year | 276.75 | 42.13 |
| 1 to 5 years | 1,244.09 | 181.54 |
| More than 5 years | 1,354.06 | 146.52 |
| Total | 2,874.90 | 370.19 |

(E) Amounts recognised in the statement of cash flows :

(₹ in Lakhs)

| Particulars | 31 March 2024 | 31 March 2023 |
|-------------------------------|---------------|---------------|
| Total cash outflow for leases | 185.48 | 34.00 |

(F) Short term lease rentals:

Rental expense recorded for short-term leases was ₹ 164.83 Lakhs for the year ended 31 March, 2024 (Previous Year ₹ 205.81 Lakhs)

50. Income Taxes:

(A) Components of Income Tax Expense.

(₹ in Lakhs)

| Particulars | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| (a) Tax expense recognised in the Statement of Profit and Loss | | |
| i) Current tax | | |
| Current year | — | — |
| Tax provision of earlier years | — | (111.13) |
| Total current tax | — | (111.13) |
| ii) Deferred tax | | |
| Relating to origination and reversal of temporary difference | 6.87 | (199.97) |
| Total deferred income tax expense/(credit) | 6.87 | (199.97) |
| Total i) + ii) | 6.87 | (311.10) |
| (b) Tax on Other Comprehensive Income | | |
| i) Tax relating to items that will not be reclassified to profit or loss | | |
| Tax on realized gain of equity instruments | — | — |
| Tax on re-measurements of net defined benefit plans | — | — |
| Tax on equity instrument through other comprehensive income | — | — |
| ii) Income tax on items that will be reclassified to profit or loss | | |
| Tax on debt instrument through other comprehensive income | — | — |
| Total i) + ii) | — | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(B) Reconciliation of tax expenses and the accounting profit for the year.

(₹ in Lakhs)

| Particulars | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows : | | |
| Profit before tax | (302.79) | (653.31) |
| Enacted income tax rate in India | 27.82% | 27.82% |
| Expected income tax expense during the year at statutory rate | — | — |
| Differences due to: | | |
| Expenses not deductible for tax purposes | — | — |
| Exempt Income | — | — |
| Tax of earlier years reversed | — | — |
| Impact of Minimum alternate tax | — | — |
| Adjustment of C/F Losses / Difference in Tax Rate etc. | — | — |
| Effective tax expenses | — | — |

(C) The movement in deferred tax assets and liabilities.

(₹ in Lakhs)

| Movement during the year ended March 31, 2024 | Year Ended 31st March, 2023 | Credit/ (charge) in statement of Profit and Loss | Credit/ (charge) in Other Comprehensive Income | Year Ended 31st March, 2024 |
|--|--------------------------------|--|---|--------------------------------|
| Deferred tax assets/(liabilities) | | | | |
| On expenses allowable for tax purposes when paid | 185.57 | 16.72 | (14.92) | 187.37 |
| On depreciation | (198.79) | (23.59) | — | (222.38) |
| On fair valuation of financial assets | — | — | — | — |
| Total | (13.22) | (6.87) | (14.92) | (35.01) |

| Movement during the year ended March 31, 2023 | Year Ended 31st March, 2022 | Credit/ (charge) in statement of Profit and Loss | Credit/ (charge) in Other Comprehensive Income | Year Ended 31st March, 2023 |
|--|--------------------------------|--|---|--------------------------------|
| Deferred tax assets/(liabilities) | | | | |
| On expenses allowable for tax purposes when paid | — | 185.57 | — | 185.57 |
| On depreciation | (213.11) | 14.32 | — | (198.79) |
| On fair valuation of financial assets | — | — | — | — |
| Total | (213.11) | 199.89 | — | (13.22) |

51. Other Comprehensive Income

Amounts recognised in Other Comprehensive Income i.e. Items that will not be reclassified to profit and loss in subsequent year includes Actuarial Gains/(Loss) on post-employment defined benefit plan (net of deferred tax)

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|---|-------------------------|-------------------------|
| Amounts recognised in Other Comprehensive Income i.e. Items that will not be reclassified to profit and loss in subsequent year includes Actuarial Gains/(Loss) on post-employment defined benefit plan (net of deferred tax) | 51.25 | 0.28 |
| Tax on above | (14.92) | (0.08) |
| Net Other Comprehensive Income / (Loss) | 36.32 | 0.20 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

52. Income Tax Expenses Recognized in Other Comprehensive Income

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| Tax on Other Comprehensive Income / (Loss) | (14.92) | (0.08) |
| Total | (14.92) | (0.08) |

53. The Company is engaged in the activities relating to manufacture and sale of process plastics and the Chief Operating Decision Maker (Board of Directors) review the operating results as a whole for the purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single business segment, namely process plastics. The geographical segments considered for disclosure are India and Rest of the World. All the manufacturing facilities are located in India.

- (i) The Product wise break up – Please refer Note 33
(ii) Geographical information.

(₹ in Lakhs)

| Particulars | Revenue from external Customers | | Non-Current Assets* | |
|---------------|---------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
| India | 24,460.05 | 20,673.60 | 5,972.23 | 4,746.40 |
| Rest of World | — | — | — | — |
| Total | 24,460.05 | 20,673.60 | 5,972.23 | 4,746.40 |

* Non-Current Assets are used in the operations of the Company to generate revenues both in India and outside India

(iii) Information about major customers

Revenue from sale of products to largest customers (greater than 10% of total sales) is ₹ 20,140.05 lakhs (March 31, 2023 ₹ 15,806.45 lakhs)

54. The disclosure as required by Ind AS 24 "Related Parties Disclosures" is as follows:

Names of related parties are as under:

(a) **Subsidiaries where control exists:**

Bright Brothers LLC, Wholly-owned Subsidiary

(b) **Entities in which key managerial personnel are interested:**

M/s. Quality Plastics

M/s. T.W. Bhojwani Leasing Pvt. Ltd.

(c) **Key Managerial Personnel:**

Mr. Suresh Bhojwani - Chairman & Managing Director DIN: 00032966

Mrs. Devika Bhojwani - Whole Time Director DIN: 08355381

Mr. Karan Bhojwani - Whole-time Director DIN: 06423542

Mr. Chirag Shah - Chief Financial Officer

Mrs. Sonali Pednekar - Company Secretary & Compliance Officer

(d) **Relatives of Key Managerial Personnel:**

Smt. Hira Bhojwani

Ms. Ruchika Bhojwani - Chief Operating Officer

M/s. T.W. Bhojwani HUF

M/s. S. T. Bhojwani HUF

(e) **Other Related Parties:**

Mr. K. P. Rao - Independent Director DIN : 00027577 (up to 7th April 2022)

Dr. T. S. Sethurathnam - Independent Director DIN : 00042704 (up to 10th January 2024)

Mr. Anil Kumar Bhandari DIN: 00031194

Mr. K. Viswanath – Independent Director DIN: 00547132

Mr. Indru Advani – Independent Director DIN: 02036028 (w.e.f. 1st April, 2023)

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Name of the Wholly-owned Subsidiary | As on 31.03.24 | As on 31.03.23 |
|-------------------------------------|----------------|----------------|
| Bright Brothers LLC | | |
| Transactions during the year | | |
| i) Investments made | 20.47 | 62.61 |
| ii) Loan given | 129.23 | — |
| iii) Interest Income | 5.83 | — |
| Year End Balances | | |
| i) Investment in subsidiary | 83.08 | 62.61 |
| ii) Loan to subsidiary | 135.06 | — |

(₹ in Lakhs)

| Particulars | Entities in which key managerial personnel are interested | | Key Management Personnel | | Relatives of Key Management Personnel | | Other Related Parties | |
|---|---|---------|--------------------------|---------|---------------------------------------|----------|-----------------------|---------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| (a) Remuneration | | | | | | | | |
| i) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 91.91 | 91.91 | — | — | — | — |
| ii) Mrs. Devika Bhojwani DIN: 08355381 | — | — | 15.58 | 12.91 | — | — | — | — |
| iii) Mr. Karan Bhojwani DIN: 06423542 | — | — | 57.50 | 57.50 | — | — | — | — |
| iv) Ms. Ruchika Bhojwani | — | — | — | — | 29.87 | 29.87 | — | — |
| v) Mr. Chirag Shah | — | — | 69.46 | 72.46 | — | — | — | — |
| vi) Mrs. Sonali Pednekar | — | — | 8.37 | 8.37 | — | — | — | — |
| | — | — | 242.82 | 243.15 | 29.87 | 29.87 | — | — |
| (b) Warehousing Charges | | | | | | | | |
| i) Quality Plastics | 14.40 | 14.40 | — | — | — | — | — | — |
| | 14.40 | 14.40 | — | — | — | — | — | — |
| (c) Royalty | | | | | | | | |
| i) Quality Plastics | 4.15 | 3.81 | — | — | — | — | — | — |
| | 4.15 | 3.81 | — | — | — | — | — | — |
| (d) Purchase | | | | | | | | |
| i) Quality Plastics | 3.59 | 10.34 | — | — | — | — | — | — |
| | 3.59 | 10.34 | — | — | — | — | — | — |
| (e) Loans Accepted/ (Repaid) | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | (100.00) | (100.00) | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 100.00 | — | — | — | — | — |
| iii) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | (45.00) |
| | — | — | 100.00 | — | (100.00) | (100.00) | — | (45.00) |
| (f) Interest Paid | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | 0.64 | 12.48 | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 4.79 | 1.62 | — | — | — | — |
| iii) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 3.60 | 3.60 | — | — | — | — |
| vi) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | 3.83 |
| | — | — | 8.39 | 5.22 | 0.64 | 12.48 | — | 3.83 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Entities in which key managerial personnel are interested | | Key Management Personnel | | Relatives of Key Management Personnel | | Other Related Parties | |
|--|---|-----------------|--------------------------|-----------------|---------------------------------------|-----------------|-----------------------|-----------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| (g) Dividend Paid | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | 3.70 | 18.52 | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 12.83 | 64.17 | — | — | — | — |
| iii) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 0.41 | 2.07 | — | — | — | — |
| iv) Mr. Karan Bhojwani DIN: 06423542 | — | — | 0.18 | 0.88 | — | — | — | — |
| v) Ms. Ruchika Bhojwani | — | — | — | — | 0.18 | 0.88 | — | — |
| vi) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | 0.03 |
| vii) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | 0.01 | 0.05 |
| viii) Mr. Chirag Shah | — | — | 0.13 | 0.66 | — | — | — | — |
| ix) M/s. T.W. Bhojwani Leasing Pvt. Ltd. | 10.89 | 54.02 | — | — | — | — | — | — |
| x) M/s. T.W. Bhojwani HUF | — | — | — | — | 2.41 | 12.02 | — | — |
| xi) M/s. S. T. Bhojwani HUF | — | — | — | — | 0.20 | 1.00 | — | — |
| xii) Mr. Indru Advani DIN : 02036028 | — | — | — | — | — | — | 0.04 | — |
| | 10.89 | 54.02 | 13.55 | 67.78 | 6.49 | 32.42 | 0.05 | 0.08 |
| (h) Sitting Fees & Commission | | | | | | | | |
| i) Dr. T. S. Sethurathnam DIN : 00042704 | — | — | — | — | — | — | 0.94 | 1.14 |
| ii) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | 1.25 | 1.43 |
| iii) Mr. K. Viswanath DIN : 00547132 | — | — | — | — | — | — | 1.42 | 1.31 |
| iv) Mr. Indru Advani DIN : 02036028 | — | — | — | — | — | — | 1.43 | — |
| | — | — | — | — | — | — | 5.04 | 3.88 |
| (i) Year End Balances | 31.03.24 | 31.03.23 | 31.03.24 | 31.03.23 | 31.03.24 | 31.03.23 | 31.03.24 | 31.03.23 |
| i) Receivable | | | | | | | | |
| 1) Quality Plastics | 8.32 | 4.11 | — | — | — | — | — | — |
| | 8.32 | 4.11 | — | — | — | — | — | — |
| ii) Trade Payable | | | | | | | | |
| 1) Quality Plastics | 3.48 | 10.05 | — | — | — | — | — | — |
| | 3.48 | 10.05 | — | — | — | — | — | — |
| iii) Unsecured Loans Payable | | | | | | | | |
| 1) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | — | 102.00 | — | — |
| 2) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 120.15 | 18.36 | — | — | — | — |
| 3) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 40.80 | 40.80 | — | — | — | — |
| | — | — | 160.95 | 59.16 | — | 102.00 | — | — |
| iv) Sitting Fees & Commission Payable | | | | | | | | |
| 1) Dr. T. S. Sethurathnam DIN : 00042704 | — | — | — | — | — | — | — | 0.20 |
| 2) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | — | 0.20 |
| 3) Mr. K. Viswanath DIN : 00547132 | — | — | — | — | — | — | — | 0.20 |
| | — | — | — | — | — | — | — | 0.60 |
| v) Remuneration Payable | | | | | | | | |
| 1) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 4.32 | 4.32 | — | — | — | — |
| 2) Mrs. Devika Bhojwani DIN: 08355381 | — | — | 1.01 | 0.93 | — | — | — | — |
| 3) Mr. Karan Bhojwani DIN: 06423542 | — | — | 2.82 | 2.75 | — | — | — | — |
| 4) Ms. Ruchika Bhojwani | — | — | — | — | 1.65 | 1.55 | — | — |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Entities in which key managerial personnel are interested | | Key Management Personnel | | Relatives of Key Management Personnel | | Other Related Parties | |
|-------------------------------------|---|---------|--------------------------|--------------|---------------------------------------|-------------|-----------------------|---------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| 5) Mr. Chirag Shah | — | — | 2.93 | 3.81 | — | — | — | — |
| 6) Mrs. Sonali Pednekar | — | — | 0.60 | 0.60 | — | — | — | — |
| | — | — | 11.68 | 12.41 | 1.65 | 1.55 | — | — |
| vi) Gratuity | | | | | | | | |
| i) Mr. Karan Bhojwani DIN: 06423542 | — | — | 9.54 | 8.93 | — | — | — | — |
| ii) Ms. Ruchika Bhojwani | — | — | — | — | 8.10 | 6.34 | — | — |
| iii) Mr. Chirag Shah | — | — | 9.97 | 9.36 | — | — | — | — |
| iv) Mrs. Sonali Pednekar | — | — | 0.75 | 0.61 | — | — | — | — |
| | — | — | 20.26 | 18.90 | 8.10 | 6.34 | — | — |

(i) No amount pertaining to related parties has been provided for as doubtful debts. Also no amount has been written off/back

(ii) The related parties are as identified by the Company and relied upon by the Auditors.

55. Assets provided as security

- (a) Vehicle loans are taken from the banks against hypothecation of the vehicles purchased, repayable in 60 monthly instalments with interest rates ranging from 7.40% to 8.40%.
- (b) (i) Working Capital Term Loan from Kotak Mahindra Bank are secured against charge on all existing and future receivables/ current assets/ movable assets/ movable fixed assets/ Fixed Deposits lien marked in favour of Kotak Mahindra bank with the Working Capital Term Loan of 7.45 Cr carry interest rate shall be floating for the entire loan tenor. Applicable floating ROI as on date of offer is 7.50% p.a. with moratorium of 12 months. The monthly instalment payable @ 23.17 lakhs, first instalment due in February 2022 last instalment due in January 2025.
- (ii) Sales Invoice Financing from Kotak Mahindra Bank are secured against on all existing and future receivables/ current assets/ movable assets/ movable fixed assets with the Sales Invoice Financing of 55.00 Cr carry interest at 0.45% p.a. over and above the 3 months MCLR.
- (iii) Term loan from Yes Bank are secured against on all existing and future receivables/ current assets/ movable assets/ moveable fixed assets/Fixed Deposit lien marked in favour of YBL with the term loan of 19.39 Cr carry EBLR + 2.50% P.A. payable in monthly basis. The term loan tenor 72 month(s) (6 Years including 12 months moratorium), last instalment due in January 2029.
- (c) The collateral security (Applicable for all facilities) secured by way of mortgage over Puducherry and Bhimtal immovable Properties.

56. Earnings Per Share (EPS) :

(₹ in Lakhs)

| Particulars | 2023-2024 | 2022-2023 |
|--|-----------|-----------|
| Profit/(Loss) after tax (PAT) available for equity shareholders (before exceptional items) | (309.66) | (342.21) |
| Profit/(Loss) after tax (PAT) available for equity shareholders (after exceptional items) | (309.66) | (342.21) |
| Weighted average number of equity Shares (In nos.) | 5680235 | 5680235 |
| Nominal value of equity Shares (In ₹) | 10.00 | 10.00 |
| Basic earning per share (Before exceptional Income/Loss) (In ₹) | (5.45) | (6.02) |
| Diluted earning per share (Before exceptional Income/Loss) (In ₹) | (5.45) | (6.02) |
| Basic earning per share (After exceptional Income/Loss) (₹) | (5.45) | (6.02) |
| Diluted earning per share (After exceptional Income/Loss) (₹) | (5.45) | (6.02) |

57. Borrowings:

- i) The Company has not defaulted in repayment of any borrowings from any lenders and interest as on the balance sheet date.
- ii) Borrowings are not guaranteed by personal guarantee of any of the director.
- iii) Statement of current assets filed by the Company with banks vis a vis the books of account.

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Quarter | Inventories and Trade receivables as per the books of accounts (₹) | Inventories and Trade receivables as per the Stock statement (₹) | (Short)/Excess (₹) | Reason |
|---------|--|--|--------------------|---|
| Jun-23 | 8,136.77 | 7,850.31 | 286.46 | Receivables were reported net of advances from customers in stock statement |
| Sep-23 | 7,575.83 | 7,570.18 | 5.65 | Not Material |
| Dec-23 | 7,634.03 | 7,634.03 | — | Not Material |
| Mar-24 | 8,676.18 | 8,664.79 | 11.39 | Not Material |

iv) Borrowings from banks used for the specific purpose for which it was taken as at the balance sheet date.

58. Particulars in respect of loans and advances in the nature of loans to related parties as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

The Company has not given loans and advances in the nature of loans.

59. The unpaid dividend of ₹ 298,154 for the year 2015-16 has been transferred to Investor Education & Protection Fund and there is no amount due as on March 31, 2024 to be transferred to Investor Education & Protection Fund.

60. Details of Corporate Social Responsibility:

| (a) Sr. No. | Particulars | 2023-24 (₹ in Lakh) | 2022-23 (₹ in Lakh) |
|-------------|---|--|---|
| 1 | Amount required to be spent as per Section 135 of Companies Act 2013 | — | 10.64 |
| 2 | Amount spent during the year | | |
| | (a) Construction/Acquisition of Assets | — | — |
| | (b) On purpose other than above | 3.13 | 10.72 |
| 3 | Excess amount spent under Section 135 (5) | | |
| | (a) Carried forward opening balance Excess/Short* | 0.08 | — |
| | (b) Amount required to be spent during the year | — | 10.64 |
| | (c) Actual amount spent/incurred during the year | 3.13 | 10.72 |
| | (d) The excess amount spent at the end of the year out of the amount required to be spent by the Company during the year | 3.13 | 0.08 |
| 4 | Nature of CSR activities | Programmes for welfare & sustainable development of the community at large | |
| 5 | Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard | No CSR transaction has been entered into with a related party | No CSR transaction has been entered into with a related party |

| (b) Sr. No. | Particulars | 2023-24 (₹ in Lakh) | 2022-23 (₹ in Lakh) |
|-------------|--|------------------------|------------------------|
| 1 | Health care | 1.00 | 4.00 |
| 2 | Setting up homes and hostels for orphans | 0.38 | 1.12 |
| 3 | Animal welfare | 0.50 | 2.00 |
| 4 | Education | — | 1.10 |
| 5 | Eradicating malnutrition | — | 1.50 |
| 6 | Training to promote sports activity | 1.25 | 1.00 |
| 7 | Empowering women | — | — |
| | Total | 3.13 | 10.72 |

Notes of the Standalone Financial Statements for the year ended 31st March, 2024

61. Other Statutory Information :

- i) The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.
 - ii) During the year ended March 31, 2024, the company has not revalued any property, plant and equipment and intangible assets.
 - iii) There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.
 - iv) The Company do not have any transactions with companies struck off.
 - v) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - vi) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
 - vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) 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
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - a) 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
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - ix) Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961”.
 - x) The Company have not declared willful defaulter by any banks or any other financial institution at any time during the financial year.
 - xii) The title deeds of the freehold & leasehold lands, Buildings are registered in the name of the Company. No deeds are pending for registration in this regard.
62. The previous period's figures have been re-grouped / re-classified wherever required to conform to current year's classification. All figures of financials have been rounded off to nearest lakhs rupees.

The accompanying notes referred to herein form an integral part of the financial statements

| | | |
|--|--|--|
| <p>As per our Report annexed For GMJ & Co Firm Registration No.: 103429W Chartered Accountants</p> | <p>Mr. Chirag Shah Chief Financial Officer</p> | <p>For and on behalf of the Board of Directors</p> <p>Mr. Suresh Bhojwani DIN: 00032966 Chairman & Managing Director</p> <p>Mr. Karan Bhojwani DIN: 06423542 Mrs. Devika Bhojwani DIN: 08355381 } Whole Time Director</p> <p>Mr. K.Viswanath DIN: 00547132 Mr. Anil Kumar Bhandari DIN: 00031194 } Independent Directors</p> |
| <p>CA Madhu Jain Partner Membership No. 155537 UDIN : 241555 37BKCR PX7553</p> | <p>Mrs. Sonali Pednekar Company Secretary & Compliance Officer</p> | |
| <p>Mumbai, 13th May 2024</p> | | |

Independent Auditor's Report

**TO THE MEMBERS OF
BRIGHT BROTHERS LIMITED**

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Bright Brothers Limited** (the "Holding Company") and its subsidiary (the Holding Company, its subsidiary together referred as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2024, 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 ended, and notes to financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, and their consolidated net loss, their consolidated other comprehensive income, their consolidated changes in equity and its consolidated cash flows for the year then ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) 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 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 the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 consolidated Ind AS financial statements of the current period. 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 Matter | How was the matter addressed in our audit |
|---------|---|---|
| 1 | The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business regarding Disputed Statutory Liabilities and Contingent Liabilities. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements | Our audit procedures include the following substantive procedures: <ul style="list-style-type: none"> ➤ Read and analysed documents provided by the management for key uncertain tax positions; ➤ Discussed with appropriate senior management and evaluated management's underlying key assumptions in disclosure of disputed statutory liabilities ➤ Assessed management's estimate of the possible outcome of the disputed cases. |

Other information

The Holding Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders' information, but does not include the consolidated Ind AS financial statements, standalone 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 during the course of our 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 information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated Ind AS financial statements 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 Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the company 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; 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 consolidated 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 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 respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities 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 Group's financial reporting process.

Auditor's Responsibilities for the Consolidated Audit of the 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 judgment 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 Group'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 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 within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the 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 auditor remains responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated Ind AS financial statements.

We communicate with those charged with governance of the Company and such other entity 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 period 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

We did not audit Financial Statements and other information of 1 subsidiary, whose financial information reflect Group's share of total assets of ₹ 17.11 Lakhs as at 31 March, 2024, Group's share of total revenue of ₹ 6.73 Lakhs, Group's share of total net loss after tax of ₹ 166.94 Lakhs and Group's share of total comprehensive deficit of ₹ 0.60 lakhs for the period from April 1, 2023 to March 31, 2024 respectively and net cash outflow of ₹ 21.02 Lakhs for the year ended on March 31, 2024, as considered in the Consolidated Financial Statements. This unaudited financial information have been furnished to us by the Board of Directors and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements are not material to the Group.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 give in the "Annexure A" 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, based on our audit 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 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.
 - c) The Holding company has branch offices, although no separate books of accounts are prepared by the Branch and hence section 143(8) does not apply to the company.
 - d) 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 Flow 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.
 - e) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) In our opinion there are no financial transactions or matters which have any adverse effect on the functioning of the Group.
 - g) On the basis of the written representations received from the directors of the Holding company as on March 31, 2024, taken on record by the Board of Directors of the holding company, none of the directors of the Group company is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) There is no adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - i) With respect to adequacy of internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure B" which is based on the auditor's report of the holding company and its subsidiary. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies.
 - j) 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, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - k) 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 Group has disclosed the impact of pending litigations on its financial position in its Consolidated Ind AS financial statements – Refer Note 40 to the Consolidated Ind AS financial statements.
 - (ii) Provisions has been made in the consolidated Ind AS financial statement, as required under the applicable law or accounting standard, for material foreseeable laws if any, on long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

- (iv) a. The respective management of the Company and its subsidiary, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in aggregate) 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 or any of such subsidiary 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 or any of such subsidiary (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The respective management of the Company, whose financial statements have been audited under the Act, have represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in aggregate) 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 or any of such subsidiary 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; and
- c. Based on audit procedures which we considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its Subsidiary, 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 (a.) and (b.) contain any material misstatement.
- (v) a. The final dividend declared in previous year and paid during the year by the Holding Company is in compliance with Section 123 of the Act.
- b. The Holding Company has not declared interim dividend during the year.
- 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 dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023:

Based on our examination which included test checks, the Holding Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except for one of its manufacturing unit located at Pune (which had commenced its operations during the second half of the FY 2023-24), the audit trail and edit log feature of the software was not activated but, the management has initiated activation of this feature during the FY 2024-25.

Further, for the periods where audit trail facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

For GMJ & Co
Chartered Accountants
Firm’s registration number: 103429W

CA Madhu Jain
Partner
Membership No: 155537
UDIN: 241555 37BKCR PY5160

Place: Mumbai
Date: May 13, 2024

Annexure – ‘A’ to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- (xxi) With respect to the matters specified in paragraphs 3(xx) 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 Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **GMJ & Co**
Chartered Accountants
Firm’s registration number: 103429W

CA Madhu Jain
Partner
Membership No.: 155537
UDIN: 241555 37BKCR PY5160

Place: Mumbai
Date: May 13, 2024

Annexure – ‘B’ to the Independent Auditors’ Report

(Referred to in paragraph 1(i) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Bright Brothers Limited of even date)

(Report on the Internal Financial Controls 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 the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of “**Bright Brothers Limited**” (the “Holding Company”) which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the “Group”) as of that date.

Management’s Responsibility for Internal Financial Controls

The respective board of directors of the Holding Company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“the 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 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting of the Holding Company and its subsidiary company.

Meaning of Internal Financial Controls over Financial Reporting

A group’s internal financial control over financial reporting 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 over financial reporting 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations 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 Consolidated Ind As financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GMJ & Co**
Chartered Accountants
Firm's registration number: 103429W

CA Madhu Jain
Partner
Membership No.: 155537
UDIN: 241555 37BKCR PY5160

Place: Mumbai
Date: May 13, 2024

Consolidated Balance Sheet As at 31st March, 2024

| Particulars | Note No. | (₹ in Lakhs) | |
|--|----------|---------------------------|---------------------------|
| | | As at 31st March, 2024 | As at 31st March, 2023 |
| ASSETS | | | |
| 1. Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 5,981.67 | 4,749.89 |
| (b) Capital work-in-progress | 3 | 23.38 | 727.78 |
| (c) Other intangible assets | 4 | — | — |
| (d) Right of use assets | 5 | 1,938.83 | 289.76 |
| (e) Financial assets | | | |
| (i) Other investments | 6 | 20.63 | 19.76 |
| (ii) Other financial assets | 7 | 1,060.53 | 839.70 |
| Income tax assets (net) | 8 | 84.13 | 76.65 |
| (f) Other non-current assets | 9 | 260.45 | 295.54 |
| Total non-current assets | | 9,369.62 | 6,999.08 |
| 2. Current assets | | | |
| (a) Inventories | 10 | 1,960.98 | 1,868.23 |
| (b) Financial assets | | | |
| (i) Investments | 11 | 346.59 | 1,513.97 |
| (ii) Trade receivables | 12 | 6,717.86 | 5,427.02 |
| (iii) Cash and cash equivalents | 13 | 1,076.07 | 282.19 |
| (iv) Bank balance other than cash and cash equivalents | 14 | 29.48 | 22.29 |
| (v) Other financial Assets | 15 | 64.24 | 49.10 |
| (c) Other current assets | 16 | 353.78 | 661.66 |
| Total current assets | | 10,549.00 | 9,824.46 |
| TOTAL ASSETS | | 19,918.62 | 16,823.54 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 17 | 568.02 | 568.02 |
| Other equity | 18 | 6,196.75 | 6,694.43 |
| Total Equity | | 6,764.77 | 7,262.45 |
| Liabilities | | | |
| 1. Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 19 | 1,613.99 | 1,204.15 |
| (ia) Lease liabilities | 20 | 1,829.03 | 240.70 |
| (ii) Loan | 21 | 40.00 | 18.00 |
| (b) Provisions | 22 | 69.15 | 68.58 |
| (c) Deferred tax liabilities (net) | 23 | 35.01 | 13.22 |
| Total non-current liabilities | | 3,587.18 | 1,544.65 |
| 2. Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 24 | 558.11 | 357.71 |
| (ia) Lease liabilities | 25 | 106.18 | 19.35 |
| (ii) Loan | 26 | 118.00 | 143.16 |
| (iii) Trade payables | 27 | | |
| - Total outstanding dues of micro enterprises and small enterprises; and | | 354.85 | 147.55 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | 3,683.35 | 3,390.52 |
| (iv) Other financial liabilities | 28 | 4,076.77 | 3,151.66 |
| (b) Other current liabilities | 29 | 644.98 | 779.96 |
| (c) Provisions | 30 | 24.43 | 26.53 |
| Total current liabilities | | 9,566.67 | 8,016.44 |
| TOTAL EQUITY AND LIABILITIES | | 19,918.62 | 16,823.54 |
| Notes forming part of the financial Statements | 1 to 62 | | |

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PY5160

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966
Chairman &
Managing Director

Mr. Karan Bhojwani
DIN: 06423542
Mrs. Devika Bhojwani
DIN: 08355381
} Whole Time Director

Mr. K. Viswanath
DIN: 00547132
Mr. Anil Kumar Bhandari
DIN: 00031194
} Independent Directors

Consolidated Statement of Profit and Loss for the year ended 31st March, 2024

| Particulars | Note No. | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|----------------|--------------------------------|--------------------------------|
| (₹ in Lakhs) | | | |
| INCOME | | | |
| I Revenue from operations | 31 | 24,466.78 | 20,673.60 |
| II Other income | 32 | 156.34 | 182.46 |
| III Total Income | | 24,623.12 | 20,856.06 |
| IV EXPENSES | | | |
| Cost of materials consumed | 33 | 16,449.46 | 14,490.60 |
| Purchases of stock-in-trade | 34 | 196.41 | 266.03 |
| Changes in inventories of finished goods/work-in-progress and stock-in-trade | 35 | (59.57) | (34.90) |
| Other operating expenses | 36 | 2,914.17 | 2,333.48 |
| Employee benefits expenses | 37 | 2,584.25 | 2,242.18 |
| Finance costs | 38 | 657.66 | 378.84 |
| Depreciation and amortization expenses | 2,4,5 | 894.83 | 580.64 |
| Other expenses | 39 | 1,455.64 | 1,288.35 |
| Total Expenses | | 25,092.85 | 21,545.22 |
| V Profit/(Loss) before tax | | (469.73) | (689.16) |
| VI TAX EXPENSES | | | |
| - Current tax | | — | — |
| - Deferred tax | | 6.87 | (199.97) |
| - Excess/Short Provision for Earlier Years | | — | (111.13) |
| VII Profit/(Loss) after tax | | (476.60) | (378.06) |
| VIII OTHER COMPREHENSIVE INCOME | | | |
| Items that will not be reclassified to profit or loss | | | |
| A. Items that will not be reclassified to the statement of profit and loss | | | |
| 1. Re-measurement gain/(losses) on defined benefit plans | | 51.25 | 0.28 |
| 2. Income-tax relating to items that will not be reclassified to the statement of profit and loss | | (14.92) | (0.08) |
| B. Items that may be reclassified to the statement of profit and loss | | | |
| Exchange differences in translating the financial statements of foreign operations | | (0.60) | (1.18) |
| Other Comprehensive Income/(loss) for the period | | 35.73 | (0.98) |
| IX TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD | | (440.87) | (379.04) |
| X EARNING PER EQUITY SHARE IN (₹) | | | |
| Basic | 53 | (8.39) | (6.66) |
| Diluted | | (8.39) | (6.66) |
| Notes forming part of the financial Statements | 1 to 62 | | |

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PY5160

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966

Chairman &
Managing Director

Mr. Karan Bhojwani
DIN: 06423542

Mrs. Devika Bhojwani
DIN: 08355381

Whole Time Director

Mr. K.Viswanath
DIN: 00547132

Mr. Anil Kumar Bhandari
DIN: 00031194

Independent Directors

Consolidated Cash Flow Statement for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Profit before Tax | (469.73) | (689.16) |
| Adjustments for : | | |
| Depreciation and amortization expenses | 737.76 | 577.10 |
| Depreciation and amortisation expenses of financial leased assets as per Ind AS 116 | 157.07 | 3.54 |
| Finance costs | 535.09 | 377.03 |
| Finance costs recognised in profit or loss for Lease Liability as per Ind AS 116 | 122.57 | 1.81 |
| Net (gain)/loss on sale of property, plant and equipment | (4.99) | (2.41) |
| Interest (income) | (60.95) | (13.44) |
| Dividend from non current investment (income) | (0.96) | (2.72) |
| Net (gain)/loss on sale of security and fair valuation | (79.43) | — |
| Operating profit before working capital changes | 936.43 | 251.75 |
| Adjustments for : | | |
| Movements in working capital : | | |
| Increase/ (Decrease) in trade payables | 500.14 | 915.83 |
| Increase/ (Decrease) in other current financial liabilities | 893.37 | (577.73) |
| Increase/ (Decrease) in other current liabilities | (134.99) | (867.08) |
| Increase/ (Decrease) in provisions | (1.53) | (17.34) |
| (Increase)/Decrease in trade receivables | (1,290.84) | 933.13 |
| (Increase)/Decrease in other bank balances | (7.19) | 2.35 |
| (Increase)/Decrease in inventories | (92.75) | (54.28) |
| (Increase)/Decrease in other current assets | 307.88 | (617.11) |
| (Increase)/Decrease in other financial assets | (222.77) | (643.45) |
| (Increase)/Decrease in other assets | (15.14) | 633.05 |
| Working capital changes : | (63.82) | (292.63) |
| Cash flow from/(Used In) Operating Activities | 872.61 | (40.88) |
| Income tax Refund/(Paid) | 44.47 | 46.92 |
| Net Cash flow from/(Used In) Operating Activities (A) | 917.08 | 6.04 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of property, plant & equipments, including capital work in progress-tangible assets and capital advances | (1,277.40) | (1,907.89) |
| Proceeds from sale of property, plant & equipments | 17.24 | 11.07 |
| Interest Income | 60.95 | — |
| Dividend from non current investment income | 0.96 | 2.72 |
| Purchase of investment | (739.07) | — |
| Proceeds from sale of investments | 1,985.01 | 2,219.86 |
| Net cash flow from / (Used in) Investing Activities (B) | 47.69 | 325.76 |

Consolidated Cash Flow Statement for the year ended 31st March, 2024 (Continued)

| Particulars | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|--|--------------------------------|--------------------------------|
| (C) CASH FLOWS FROM FINANCING ACTIVITIES : | | |
| Proceeds from equity capital of the Company | — | 0.42 |
| Proceeds from long-term borrowings | 813.27 | 635.53 |
| Repayment of long-term borrowings | (381.43) | (138.05) |
| Increase/(Decrease) in short-term borrowings | 175.24 | (146.71) |
| Finance Costs | (535.09) | (377.03) |
| Final Dividend paid | (56.80) | (284.01) |
| Principal payment of Lease liabilities | (185.48) | (34.00) |
| Net Cash flow from/(Used in) Financing Activities | (170.29) | (343.85) |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C) | 794.48 | (12.05) |
| Cash and cash equivalents at the beginning of year | 282.19 | 295.42 |
| Effect of exchange rate fluctuations | (0.60) | (1.18) |
| Cash and cash equivalents at the end of the year | 1,076.07 | 282.19 |

- (1) The above statement has been prepared in indirect method.
- (2) Previous year's figures have been reclassified to conform to current year's presentation.
- (3) Figures in the bracket indicate out go.

This is the Cash Flow Statement referred to in our report of even date.

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PY5160

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

For and on behalf of the Board of Directors

| | |
|--|-----------------------------------|
| Mr. Suresh Bhojwani DIN: 00032966 | } Chairman & Managing Director |
| Mr. Karan Bhojwani DIN: 06423542 | |
| Mrs. Devika Bhojwani DIN: 08355381 | } Whole Time Director |
| Mr. K.Viswanath DIN: 00547132 | |
| Mr. Anil Kumar Bhandari DIN: 00031194 | } Independent Directors |
| | |

Consolidated Statement of Changes in Equity for the year ended 31st March, 2024 (₹ in Lakhs)

| EQUITY SHARE CAPITAL : | Paid up capital (Refer Note 17) |
|---|------------------------------------|
| Balance as at 1st April, 2022 | 567.60 |
| Changes in equity share capital during the year | 0.42 |
| Balance as at 31st March, 2023 | 568.02 |
| Changes in equity share capital during the year | — |
| Balance as at 31st March, 2024 | 568.02 |

OTHER EQUITY :

| Particulars | Reserves and Surplus | | | | | | Accumulated Other Comprehensive Income | | |
|--|----------------------|----------------------------|----------------------------|-----------------|----------------------|-------------------|--|--------------------------|----------|
| | Capital Reserves | Securities Premium Reserve | Capital Redemption Reserve | General Reserve | Amalgamation Reserve | Retained Earnings | Foreign exchange translation reserve | Actuarial gains/(losses) | Total |
| Balance as at 1st April 2022 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 3,977.65 | — | (45.69) | 7,357.49 |
| Profit/(Loss) for the year | — | — | — | — | — | (378.06) | — | — | (378.06) |
| Remeasurements of net defined benefit plans (Net of Taxes) | — | — | — | — | — | — | (1.19) | 0.20 | (0.99) |
| Final dividend F.Y. 2021-22 paid | — | — | — | — | — | (284.01) | — | — | (284.01) |
| Balance as at 31st March 2023 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 3,315.58 | (1.19) | (45.49) | 6,694.43 |
| Profit/(Loss) for the year | — | — | — | — | — | (476.60) | — | — | (476.60) |
| Remeasurements of net defined benefit plans (Net of Taxes) | — | — | — | — | — | — | (0.60) | 36.33 | 35.73 |
| Final dividend F.Y. 2022-23 paid | — | — | — | — | — | (56.81) | — | — | (56.81) |
| Balance as at 31st March 2024 | 156.83 | 967.00 | 229.53 | 1,933.17 | 139.00 | 2,782.17 | (1.79) | (9.16) | 6,196.75 |

Notes 1 to 62 Form an Integral part of Consolidated Financial Statements.

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PY5160

Mumbai, 13th May 2024

For and on behalf of the Board of Directors

| | | |
|--|---|--------------------------------|
| Mr. Suresh Bhojwani DIN: 00032966 | } <i>Chairman & Managing Director</i> | |
| Mr. Karan Bhojwani DIN: 06423542 | | } <i>Whole Time Director</i> |
| Mrs. Devika Bhojwani DIN: 08355381 | | |
| Mr. K.Viswanath DIN: 00547132 | | } <i>Independent Directors</i> |
| Mr. Anil Kumar Bhandari DIN: 00031194 | | |

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 1

BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

(A) GROUP OVERVIEW:

The consolidated financial statements comprise financial statements of Bright Brothers Limited, Parent Company and its subsidiary (hereinafter referred as “the Group”).

The Bright Brothers Limited (“the Parent Company”) is public limited company incorporated and domiciled in India and has registered office at Office No. 91, 9th Floor, Jolly Maker Chambers No. 2, 225, Nariman Point, Mumbai 400 021. It is incorporated under the Indian Companies Act, 1913 and its shares are listed on the Bombay Stock Exchange Limited.

The Group is one of the leading plastic products manufacturing Company in India having 8 manufacturing facilities spread across the country, offering a wide and comprehensive range of plastic products in India.

Group Structure:

| Name of Company | Country of incorporation | Shareholding as at | |
|--|--------------------------|---------------------------|---------------------------|
| | | As at 31st March, 2024 | As at 31st March, 2023 |
| Subsidiary Bright Brothers LLC | USA | 100% | 100% |

(B) BASIS OF PREPARATION AND MEASUREMENT:

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under section 133 of the Companies Act, 2013.

The consolidated financial statements of the Group are prepared and presented on accrual basis and under the historical cost convention, except for certain class of Financial Assets/Liabilities and defined benefit plans that are measured at fair value. These consolidated financial statements are approved for issue by the Company’s Board of Directors on 13th May, 2024.

(C) USE OF ESTIMATES AND JUDGEMENTS:

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the consolidated financial statements are evaluated by the Group and are based on various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

All the assets and liabilities have been classified as current or non-current as per the group’s normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Areas involving critical estimates and Judgements are:

- Estimation of employee defined benefit obligations
- Estimation of current tax expenses
- Estimation of provisions and contingent liabilities

(D) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS:

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31st March, 2023. The Parent Company prepares and reports its consolidated financial statements in INR (R).

Subsidiaries:

Subsidiaries are all entities over which the group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary.

Consolidation procedure:

Subsidiaries:

- a) Combine, on line-by-line basis like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary and the parent's portion of equity of subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

(E) FOREIGN CURRENCY TRANSACTIONS:

In preparing the financial statements of individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

(F) FOR OTHER ACCOUNTING POLICIES - REFER MATERIAL ACCOUNTING POLICIES MENTIONED IN THE STANDALONE FINANCIAL STATEMENTS.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 2

PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

| Particulars | Land | | Buildings | | Freehold | Plant and Equipment | | Furniture and Fixtures | Vehicles | Office equipment | Moulds | Computers | Electric Installation | Total |
|---|-----------|----------|-----------|----------|-----------|---------------------|----------|------------------------|----------|------------------|---------|-----------|-----------------------|-------|
| | Leasehold | Freehold | Leasehold | Freehold | | Equipment | Freehold | | | | | | | |
| Gross carrying amount | | | | | | | | | | | | | | |
| Balance as at 1st April, 2023 | 125.22 | 58.82 | 432.22 | 1,569.63 | 9,006.58 | 284.47 | 254.56 | 147.17 | 707.21 | 258.02 | 330.15 | 13,174.05 | | |
| Additions | — | — | 2.15 | 162.09 | 1,319.38 | 103.23 | — | 24.07 | 87.92 | 30.73 | 252.22 | 1,981.79 | | |
| Deductions / Adjustment | — | — | — | (16.88) | (56.17) | (0.12) | — | — | — | (0.55) | (13.55) | (87.27) | | |
| Balance as at 31st March, 2024 | 125.22 | 58.82 | 434.37 | 1,714.84 | 10,269.79 | 387.58 | 254.56 | 171.24 | 795.13 | 288.20 | 568.82 | 15,068.57 | | |
| Accumulated Depreciation | | | | | | | | | | | | | | |
| Balance as at 1st April, 2023 | 16.75 | — | 7.82 | 652.68 | 6,230.97 | 215.46 | 135.63 | 119.78 | 610.80 | 210.89 | 223.38 | 8,424.16 | | |
| Additions | 1.20 | — | 51.04 | 62.46 | 494.87 | 17.11 | 22.25 | 12.71 | 20.45 | 24.21 | 31.46 | 737.76 | | |
| Deductions / Adjustment | — | — | — | (16.88) | (47.61) | (0.09) | — | — | — | (0.55) | (9.89) | (75.02) | | |
| Balance as at 31st March, 2024 | 17.95 | — | 58.86 | 698.26 | 6,678.23 | 232.48 | 157.88 | 132.49 | 631.25 | 234.55 | 244.95 | 9,086.90 | | |
| Net carrying amount as at 1st April, 2023 | 108.47 | 58.82 | 424.40 | 916.95 | 2,775.61 | 69.01 | 118.93 | 27.39 | 96.41 | 47.13 | 106.77 | 4,749.89 | | |
| Net carrying amount as at 31st March, 2024 | 107.27 | 58.82 | 375.51 | 1,016.58 | 3,591.56 | 155.10 | 96.68 | 38.75 | 163.88 | 53.65 | 323.87 | 5,981.67 | | |
| Gross carrying amount | | | | | | | | | | | | | | |
| Balance as at 1st April, 2022 | 125.22 | 58.82 | — | 1,551.67 | 8,459.72 | 247.57 | 318.46 | 138.63 | 698.00 | 215.97 | 250.49 | 12,064.55 | | |
| Additions | — | — | 432.22 | 17.96 | 552.59 | 36.90 | — | 8.54 | 9.21 | 42.05 | 79.66 | 1,179.13 | | |
| Deductions / Adjustment | — | — | — | — | (5.73) | — | (63.90) | — | — | — | — | (69.63) | | |
| Balance as at 31st March, 2023 | 125.22 | 58.82 | 432.22 | 1,569.63 | 9,006.58 | 284.47 | 254.56 | 147.17 | 707.21 | 258.02 | 330.15 | 13,174.05 | | |
| Accumulated Depreciation | | | | | | | | | | | | | | |
| Balance as at 1st April, 2022 | 15.55 | — | — | 597.21 | 5,805.38 | 207.80 | 168.21 | 108.03 | 591.14 | 198.44 | 216.27 | 7,908.03 | | |
| Additions | 1.20 | — | 7.82 | 55.47 | 426.87 | 7.66 | 27.11 | 11.75 | 19.66 | 12.45 | 7.11 | 577.10 | | |
| Deductions / Adjustment | — | — | — | — | (1.28) | — | (59.69) | — | — | — | — | (60.97) | | |
| Balance as at 31st March, 2023 | 16.75 | — | 7.82 | 652.68 | 6,230.97 | 215.46 | 135.63 | 119.78 | 610.80 | 210.89 | 223.38 | 8,424.16 | | |
| Net carrying amount as at 1st April, 2022 | 109.67 | 58.82 | — | 954.46 | 2,654.34 | 39.77 | 150.25 | 30.60 | 106.86 | 17.53 | 34.22 | 4,156.52 | | |
| Net carrying amount as at 31st March, 2023 | 108.47 | 58.82 | 424.40 | 916.95 | 2,775.61 | 69.01 | 118.93 | 27.39 | 96.41 | 47.13 | 106.77 | 4,749.89 | | |

The Property, Plant and Equipment mortgaged to the lenders is as per note no 45.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 3

(₹ in Lakhs)

CAPITAL WORK-IN-PROGRESS

| Particulars | 1st April, 2023 | Additions | Capitalized | 31st March, 2024 |
|---------------------------------------|-----------------|---------------|-----------------|------------------|
| Buildings | 21.49 | 142.75 | 164.24 | — |
| Plant and equipment | 500.96 | 65.21 | 543.43 | 22.74 |
| Furniture and fixtures | 15.94 | 55.44 | 71.38 | — |
| Electrical Installations | 137.03 | 79.21 | 216.24 | — |
| Other assets | 52.36 | — | 51.72 | 0.64 |
| Total Capital work-in-progress | 727.78 | 342.61 | 1,047.01 | 23.38 |

| Particulars | 1st April, 2022 | Additions | Capitalized | 31st March, 2023 |
|---------------------------------------|-----------------|---------------|-------------|------------------|
| Buildings | — | 21.49 | — | 21.49 |
| Plant and equipment | — | 500.96 | — | 500.96 |
| Furniture and fixtures | — | 15.94 | — | 15.94 |
| Electrical Installations | — | 137.03 | — | 137.03 |
| Other assets | — | 52.36 | — | 52.36 |
| Total Capital work-in-progress | — | 727.78 | — | 727.78 |

Capital work-in-progress Ageing Scheduled:

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---------------------------------------|------------------|-----------|-----------|-------------------|---------------|
| Balance as at 31st March, 2024 | | | | | |
| Projects in progress | 23.38 | — | — | — | 23.38 |
| Total | 23.38 | — | — | — | 23.38 |
| Balance as at 31st March, 2023 | | | | | |
| Projects in progress | 727.78 | — | — | — | 727.78 |
| Total | 727.78 | — | — | — | 727.78 |

Note - 4

OTHER INTANGIBLE ASSETS

| Particulars | Amount |
|---|--------------|
| Gross carrying amount | |
| Balance as at 1st April, 2023 | 21.96 |
| Additions | — |
| (On disposals/ Adjustments during the year) | — |
| Balance as at 31st March, 2024 | 21.96 |
| Accumulated Depreciation | |
| Balance as at 1st April, 2023 | 21.96 |
| Depreciation charge for the year | — |
| (On disposals/ Adjustments during the year) | — |
| Balance as at 31st March, 2024 | 21.96 |
| Net carrying amount as at 1st April, 2023 | — |
| Net carrying amount as at 31st March, 2024 | — |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 5 (₹ in Lakhs)
RIGHT OF USE ASSETS **Amount**

| Particulars | |
|---|-----------------|
| Gross carrying amount | |
| Balance as at 1st April, 2023 | 293.30 |
| Additions | 1,806.14 |
| Deductions/ Adjustment | — |
| Balance as at 31st March, 2024 | 2,099.44 |
| Accumulated Depreciation | |
| Balance as at 1st April, 2023 | 3.54 |
| Additions | 157.07 |
| Deductions/ Adjustment | — |
| Balance as at 31st March, 2024 | 160.61 |
| Net carrying amount as at 1st April, 2023 | 289.76 |
| Net carrying amount as at 31st March, 2024 | 1,938.83 |
| Gross carrying amount | |
| Balance as at 1st April, 2022 | — |
| Additions | 293.30 |
| Deductions/ Adjustment | — |
| Balance as at 31st March, 2023 | 293.30 |
| Accumulated Depreciation | |
| Balance as at 1st April, 2022 | — |
| Additions | 3.54 |
| Deductions/ Adjustment | — |
| Balance as at 31st March, 2023 | 3.54 |
| Net carrying amount as at 1st April, 2022 | — |
| Net carrying amount as at 31st March, 2023 | 289.76 |

* Refer Note 46 for details

Note - 6
OTHER INVESTMENTS - NON-CURRENT

| Name of the Body Corporate | Quantity | | Amount | |
|--|---------------------|---------------------|---------------------|---------------------|
| | 31st March, 2024 | 31st March, 2023 | 31st March, 2024 | 31st March, 2023 |
| Investment in equity instruments (at Fair Value through Profit or loss) -Unquoted | | | | |
| The Saraswat Co-op. Bank Ltd. (Share of ₹ 10/- each, fully paid up) | 1,000 | 1,000 | 0.10 | 0.10 |
| Shalimar Infotech Ltd. | 1,666 | 1,666 | 20.53 | 19.66 |
| | | | <u>20.63</u> | <u>19.76</u> |

** (Refer Note 43 & 44)

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| OTHER INVESTMENTS - NON-CURRENT | | |
| Particulars | | |
| Aggregate Cost of Quoted Investments | — | — |
| Aggregate value of Unquoted Investments | 20.63 | 19.76 |
| Aggregate market value of Quoted Investments | — | — |
| Aggregate amount of impairment | — | — |
| Note - 7 | | |
| OTHER FINANCIAL ASSETS | | |
| (Unsecured, considered good) | | |
| Security deposits | 282.47 | 298.89 |
| Bank deposits with more than twelve months maturity | 751.00 | 501.00 |
| Deposit against disputed stamp duty | 27.06 | 39.81 |
| Total | 1,060.53 | 839.70 |
| Refer Note 43 for classification of financial instruments by category and into fair value level of hierarchy | | |
| Note - 8 | | |
| INCOME TAX ASSETS (NET) | | |
| Income tax assets (net of provisions) | 84.13 | 76.65 |
| Total | 84.13 | 76.65 |
| Note - 9 | | |
| OTHER NON-CURRENT ASSETS | | |
| Gratuity Assets (Net)* | 80.68 | 40.92 |
| Balances with government authorities | 179.77 | 254.62 |
| Total | 260.45 | 295.54 |
| *(Refer note 45) | | |
| Note - 10 | | |
| INVENTORIES | | |
| (For mode of valuation-Refer to Note 1 (I)) | | |
| Raw materials | 735.07 | 690.88 |
| Finished goods/ work in progress - [including goods in transit ₹ 4.43 Lakhs (As at 31st March, 2023 -Nil)] | 593.54 | 550.54 |
| Stock-in-trade | 157.53 | 138.30 |
| Stores, spares and components | 368.70 | 384.45 |
| Packing materials | 106.14 | 104.06 |
| Total | 1,960.98 | 1,868.23 |
| Notes: | | |
| 1. Inventories which are pledged/hypothecated (Refer Note 52) | | |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 11

CURRENT INVESTMENTS

| Sr. No. | Name of the Body Corporate | (₹ in Lakhs) | | | |
|------------|--|---------------------|---------------------|---------------------|---------------------|
| | | Quantity | | Amount | |
| | | 31st March, 2024 | 31st March, 2023 | 31st March, 2024 | 31st March, 2023 |
| | Investments at Fair Value through Profit or Loss | | | | |
| (A) | Investment in equity instruments (quoted) | | | | |
| | (No. of equity shares of face value of ₹ 10 each fully paid-up unless otherwise specified) | | | | |
| | JSW Steel Ltd. (Face value of ₹ 1 each) | — | 1,266 | — | 8.71 |
| | Atul Ltd. | — | 225 | — | 15.66 |
| | Suven Life Sciences Ltd. (Face value of ₹ 1 each) | — | 3,898 | — | 1.89 |
| | TVS Srichakra Ltd. | — | 478 | — | 12.17 |
| | JSW Energy Ltd. | — | 2,582 | — | 6.22 |
| | Dishman Carbogen Amcis Ltd. (Face Value of ₹ 2 Each) | — | 5,949 | — | 7.42 |
| | Astrazeneca Pharma India Ltd.(Face Value of ₹ 2 Each) | — | 632 | — | 20.56 |
| | Supreme Petrochem Ltd. (Face Value of ₹ 4 Each) | — | 3,488 | — | 12.92 |
| | Grasim Industries Ltd. (Face Value of ₹ 2 Each) | — | 589 | — | 9.62 |
| | Bayer Cropsience Ltd. | — | 291 | — | 11.87 |
| | Heritage Foods Ltd. (Face Value of ₹ 5 Each) | — | 7,050 | — | 10.16 |
| | Thirumalai Chemicals Ltd. (Face Value of ₹ 1 Each) | — | 2,797 | — | 4.81 |
| | Ultramarine & Pigments Ltd. (Face Value of ₹ 2 Each) | — | 960 | — | 3.13 |
| | 3M India Ltd. | — | 24 | — | 5.51 |
| | Pfizer Ltd. | — | 149 | — | 5.17 |
| | D-Link India Ltd. (Face Value of ₹ 2 Each) | — | 3,356 | — | 7.83 |
| | Oil and Natural Gas Corp Ltd. (Face Value of ₹ 5 Each) | — | 3,635 | — | 5.49 |
| | Galaxy Surfactants Ltd | — | 44 | — | 1.02 |
| | Cholamandalam Investment And Finance Ltd.(Face Value of ₹ 2 Each) | — | 463 | — | 3.52 |
| | The Ramco Cements Ltd. (Face value of ₹ 1 each) | — | 693 | — | 5.24 |
| | Godrej Properties Ltd.(Face Value of ₹ 5 Each) | — | 1,126 | — | 11.61 |
| | Axis Bank Ltd. (Face Value of ₹ 2 Each) | — | 927 | — | 7.96 |
| | Gillette India | — | 13 | — | 0.24 |
| | PSP Projects Ltd | — | 36 | — | 0.55 |
| | (A) | | | — | 179.28 |
| (B) | Investments in Mutual Funds (quoted) | | | | |
| | HDFC Equity Savings Fund - Regular Plan - Growth | 123,415 | 123,415 | 73.79 | 62.17 |
| | HDFC Arbitrage Fund | — | 1,947,753 | — | 508.66 |
| | Kotak Equity Arbitrage Fund - Growth | 419,344 | 2,400,396 | 143.85 | 763.68 |
| | Kotak Liquid Regular Plan Growth | — | 4 | — | 0.18 |
| | Nippon India Money Market Fund | 3,412 | — | 128.95 | — |
| | (B) | | | 346.59 | 1,334.69 |
| | Total [A + B] | | | 346.59 | 1,513.97 |

* Current investments are stated at Market value

** (Refer note 43 & 44)

CURRENT INVESTMENTS

| Particulars | 31st March, 2024 | 31st March, 2023 |
|--|------------------|------------------|
| Aggregate Cost of Quoted Investments | 290.03 | 1,425.70 |
| Aggregate value of Unquoted Investments | — | — |
| Aggregate market value of Quoted Investments | 346.59 | 1,513.97 |
| Aggregate amount of impairment | — | — |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

As at
31st March, 2024 As at
31st March, 2023

Note - 12

TRADE RECEIVABLES

(Unsecured, Considered good)

| | | |
|--|-----------------|-----------------|
| Trade Receivables considered good - Unsecured | 6,722.91 | 5,427.02 |
| Trade Receivables which have significant increase in Credit Risk | — | |
| Trade Receivables - credit impaired | — | |
| | 6,722.91 | 5,427.02 |
| Less: Allowance for expected credit loss | (5.05) | — |
| Total | 6,717.86 | 5,427.02 |

Notes:

1. Receivables due by directors or other officers of the company or any of them either severally or jointly ₹ Nil Lakhs (Previous years ₹ Nil Lakhs) - (Refer note no. 51)
2. Carrying amounts of trade receivables, as at March 31, 2024 and 2023, approximate the fair value due to their nature.
3. Refer Note no. 44

TRADE RECEIVABLES AGEING SCHEDULE:

(₹ in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|--|-----------------------|---------------------|--------------|--------------|-------------------------|-----------------|
| | Not Due/ Unbilled | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Balance as at 31st March 2024 | | | | | | | |
| i) Undisputed Trade receivables – considered good | 6,274.58 | 377.53 | 4.18 | 66.62 | — | — | 6,722.91 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | — | — | — | — | — | — | — |
| 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 | — | — | — | — | — | — | — |
| Subtotal : | 6,274.58 | 377.53 | 4.18 | 66.62 | — | — | 6,722.91 |
| Less: Allowance for expected credit loss | | | | | | | (5.05) |
| | | | | | | Total | 6,717.86 |
| Balance as at 31st March 2023 | | | | | | | |
| i) Undisputed Trade receivables – considered good | 4,891.82 | 468.97 | 64.16 | 1.93 | — | 0.14 | 5,427.02 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | — | — | — | — | — | — | — |
| 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 | — | — | — | — | — | — | — |
| Subtotal : | 4,891.82 | 468.97 | 64.16 | 1.93 | — | 0.14 | 5,427.02 |
| Less: Allowance for expected credit loss | | | | | | | — |
| | | | | | | Total | 5,427.02 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 13 | | |
| CASH AND CASH EQUIVALENTS | | |
| Balances with banks - in current accounts | 1,074.24 | 278.07 |
| Cash on hand | 1.83 | 4.12 |
| Total | <u>1,076.07</u> | <u>282.19</u> |

Refer Note 43 for classification of financial instruments by category and into fair value level of hierarchy

| | | |
|--|--------------|--------------|
| Note - 14 | | |
| BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS | | |
| Earmarked deposits | 12.75 | 3.24 |
| Unpaid dividend accounts | 16.73 | 19.05 |
| Total | <u>29.48</u> | <u>22.29</u> |

These deposits includes items such as Balances with banks held as Unpaid dividend accounts and Earmarked deposits, etc.
Refer Note 43 for classification of financial instruments by category and into fair value level of hierarchy

| | | |
|-------------------------------|--------------|--------------|
| Note - 15 | | |
| OTHER FINANCIAL ASSETS | | |
| Interest Receivables | 50.00 | 9.37 |
| Discount Receivables | 10.14 | 11.32 |
| Other Receivables | 4.10 | 28.41 |
| Total | <u>64.24</u> | <u>49.10</u> |

Refer Note 43 for classification of financial instruments by category and into fair value level of hierarchy

| | | |
|---|---------------|---------------|
| Note - 16 | | |
| OTHER CURRENT ASSETS | | |
| (Unsecured, Considered good unless otherwise stated) | | |
| Capital Advances | | |
| Advances to vendors | 7.71 | 497.60 |
| Advances other than capital advances | | |
| Advances recoverable in cash or in kind or for value to be received | 4.71 | — |
| Advances to vendors | 219.87 | 56.66 |
| Loan and advances to employees | 8.54 | 6.93 |
| Others | | |
| Prepaid Expenses | 112.95 | 100.47 |
| Total | <u>353.78</u> | <u>661.66</u> |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Note - 17

EQUITY SHARE CAPITAL

| | As at 31st March, 2024 | | As at 31st March, 2023 | |
|--|---------------------------|------------------------|---------------------------|------------------------|
| | Number | Amount (₹ in Lakhs) | Number | Amount (₹ in Lakhs) |
| i Authorised Share Capital | | | | |
| Ordinary Shares of ₹ 10/- each | 7,000,000 | 700.00 | 7,000,000 | 700.00 |
| | | 700.00 | | 700.00 |
| Cumulative redeemable preference shares of ₹ 10/- each | 3,000,000 | 300.00 | 3,000,000 | 300.00 |
| | | 300.00 | | 300.00 |
| ii Issued, subscribed and fully paid up | | | | |
| Equity Share of ₹ 10/- each | 5,680,235 | 568.02 | 5,680,235 | 568.02 |
| Total | | 568.02 | | 568.02 |

iii Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

| Particulars | 2023-24 | | 2022-23 | |
|--------------------------------------|-----------|------------------------|-----------|------------------------|
| | Number | Amount (₹ in Lakhs) | Number | Amount (₹ in Lakhs) |
| Balance at the beginning of the year | 5,680,235 | 568.02 | 5,680,235 | 568.02 |
| Add: Shares issued | — | — | — | — |
| Balance at the end of the year | 5,680,235 | 568.02 | 5,680,235 | 568.02 |

iv Rights, preferences and restrictions attached to equity shares

The Company has one class of shares i.e. Ordinary shares having a par value of ₹ 10/- per share. Each holder of Equity shares is entitled to one vote per share.

Each Shareholder is eligible for one vote per share held. In the event of liquidation, Ordinary shareholders will be eligible to receive the assets of the company after distribution of all preferential amounts, in Proportion to the number of equity shares held by the shareholders.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in the case of Interim Dividend.

v Preference Shares:

The Company has the power to issue cumulative redeemable preference shares. In the event of liquidation, the Preference shareholders of the Company have the preference over equity shares when it comes to payment of dividend and return of capital.

vi Details of shareholders holding more than 5% of equity share capital*

| Particulars | 2023-24 | | 2022-23 | |
|---------------------------------------|------------------|-----------------|-----------------------|-----------------|
| | No. of Shares | % of Holding | No. of Shares held | % of Holding |
| Mr. Suresh Bhojwani (DIN: 00032966) | 1,653,728 | 29.12% | 1,283,418 | 22.59% |
| Smt. Hira T. Bhojwani (DIN: 00032997) | — | — | 370,310 | 6.52% |
| M/s. T. W. Bhojwani Leasing Pvt. Ltd | 1,089,094 | 19.17% | 1,089,094 | 19.17% |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

vii The details of Shares held by promoters at the end of the year

| Promoter name | As at 31st March, 2024 | | | As at 31st March, 2023 | | |
|---|------------------------|-----------------|--------------------------|------------------------|-----------------|--------------------------|
| | No. of Equity Shares | Equity Shares % | % Change during the year | No. of Equity Shares | Equity Shares % | % Change during the year |
| Mr. Suresh T Bhojwani | 1,653,728 | 29.12% | 28.85% | 1,283,418 | 22.59% | — |
| M/s. T W Bhojwani Leasing Private Limited | 1,089,094 | 19.17% | — | 1,089,094 | 19.17% | 1.44% |
| Smt. Hira Thakurdas Bhojwani | — | — | -100.00% | 370,310 | 6.52% | — |
| Thakurdas Wadhmal Bhojwani HUF | 240,430 | 4.23% | — | 240,430 | 4.23% | — |
| Mrs. Devika S Bhojwani | 41,300 | 0.73% | — | 41,300 | 0.73% | — |
| S T Bhojwani HUF | 20,000 | 0.35% | — | 20,000 | 0.35% | — |
| Mr. Karan Suresh Bhojwani | 17,500 | 0.31% | — | 17,500 | 0.31% | — |
| Ms. Ruchika S Bhojwani | 17,500 | 0.31% | — | 17,500 | 0.31% | — |
| Total | 3,079,552 | 54.22% | — | 3,079,552 | 54.22% | — |

(₹ in Lakhs)

As at
31st March, 2024

As at
31st March, 2023

Note - 18

OTHER EQUITY

Capital Reserve

| | | |
|------------------------------|---------------|---------------|
| Opening balance | 156.83 | 156.83 |
| Change during the year (net) | — | — |
| | <u>156.83</u> | <u>156.83</u> |

Securities Premium Reserve

| | | |
|------------------------------|---------------|---------------|
| Opening balance | 967.00 | 967.00 |
| Change during the year (net) | — | — |
| | <u>967.00</u> | <u>967.00</u> |

Capital Redemption Reserve

| | | |
|------------------------------|---------------|---------------|
| Opening balance | 229.53 | 229.53 |
| Change during the year (net) | — | — |
| | <u>229.53</u> | <u>229.53</u> |

General Reserve

| | | |
|------------------------------|-----------------|-----------------|
| Opening balance | 1,933.17 | 1,933.17 |
| Change during the year (net) | — | — |
| | <u>1,933.17</u> | <u>1,933.17</u> |

Amalgamation Reserve

| | | |
|------------------------------|---------------|---------------|
| Opening balance | 139.00 | 139.00 |
| Change during the year (net) | — | — |
| | <u>139.00</u> | <u>139.00</u> |

Retained Earnings

| | | |
|-----------------------------|-----------------|-----------------|
| Opening balance | 3,315.58 | 3,977.65 |
| Profit for the year | (476.60) | (378.06) |
| Less: Appropriations | | |
| Dividend on equity shares | (56.81) | (284.01) |
| | <u>2,782.17</u> | <u>3,315.58</u> |

Actuarial gains/ (losses)

| | | |
|------------------------------|---------|---------|
| Opening balance | (45.49) | (45.69) |
| Change during the year (net) | 36.33 | 0.20 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 18 | | |
| | (9.16) | (45.49) |
| Foreign Exchange Translation Reserve | | |
| Opening balance | (1.19) | — |
| Change during the year (net) | (0.60) | (1.19) |
| | (1.79) | (1.19) |
| Total | 6,196.75 | 6,694.43 |

Nature & Purpose of the Reserve:

- Capital reserve** : Capital reserve created at the time of acquisition. The reserve will be utilised in accordance with the provisions of the Act.
- Securities Premium Reserve** : Securities premium reserve is credited when shares are issued at premium. The reserve will be utilised in accordance with the provisions of the Act.
- Capital Redemption Reserve** : Capital redemption reserve is being created by transfer from Retained earnings at the time of buy back of equity shares in accordance with the Act. The reserve will be utilised in accordance with the provisions of the Act.
- General Reserve** : The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Act.
- Amalgamation Reserve** : The Amalgamation reserve is created for amalgamation of Brite Automotive and Plastics Limited with Bright Brothers Limited pursuant to the Scheme of amalgamation being sanctioned by the High Court. This reserve is utilised in accordance with the provisions of the Act.
- 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.

Note - 19

NON-CURRENT BORROWINGS

Secured

Term loans from banks

| | | |
|--|-----------------|-----------------|
| Borrowings - Car Loan | 37.99 | 69.33 |
| Borrowings -Banks | 2,134.11 | 1,492.53 |
| | 2,172.10 | 1,561.86 |
| Less : Current maturity of long term borrowing (Refer Note 52 and 54) | 558.11 | 357.71 |
| Total | 1,613.99 | 1,204.15 |

Note - 20

NON-CURRENT LEASE LIABILITIES

| | | |
|-----------------------------------|-----------------|---------------|
| Lease liabilities (Refer Note 46) | 1,829.03 | 240.70 |
| Total | 1,829.03 | 240.70 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| Note - 21 | | |
| NON-CURRENT LOAN | | |
| Unsecured | | |
| Related parties | 40.00 | 18.00 |
| Total | <u>40.00</u> | <u>18.00</u> |
| Note - 22 | | |
| NON-CURRENT PROVISIONS | | |
| Leave Encashment | 69.15 | 68.58 |
| Total | <u>69.15</u> | <u>68.58</u> |
| Note - 23 | | |
| DEFERRED TAX LIABILITIES (NET) | | |
| (A) Deferred Tax Liabilities | | |
| (i) Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting. | 237.30 | 198.79 |
| Gross deferred tax liability (A) | <u>237.30</u> | <u>198.79</u> |
| (B) Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis | | |
| (i) Other item giving rise to timing difference / Unabsorbed business loss | 202.29 | 185.57 |
| Gross deferred tax assets (B) | <u>202.29</u> | <u>185.57</u> |
| Net deferred tax liabilities (A-B) | <u>35.01</u> | <u>13.22</u> |
| Note - 24 | | |
| CURRENT BORROWINGS | | |
| Secured | | |
| Term loans from banks | | |
| Borrowings - Car Loan | 29.04 | 31.34 |
| Borrowings - Banks (Refer Note 52 and 54) | 529.07 | 326.37 |
| Total | <u>558.11</u> | <u>357.71</u> |
| Note - 25 | | |
| CURRENT LEASE LIABILITIES | | |
| Lease liabilities (Refer Note 46) | 106.18 | 19.35 |
| Total | <u>106.18</u> | <u>19.35</u> |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| | As at 31st March, 2024 | As at 31st March, 2023 |
|-------------------------------|---------------------------|---------------------------|
| Note - 26 | | |
| CURRENT LOAN | | |
| RELATED PARTIES | | |
| (i) Loans repayable on demand | 100.00 | — |
| (ii) Other loans | 18.00 | 143.16 |
| Total | 118.00 | 143.16 |

Note - 27

TRADE PAYABLES

Trade Payable

| | | |
|--|-----------------|-----------------|
| – Total outstanding dues of micro enterprises and small enterprises; and | 354.85 | 147.55 |
| – Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,683.35 | 3,390.52 |
| Total | 4,038.20 | 3,538.07 |

Dues to micro, small and medium enterprises

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro, small and medium enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). According to such identification, the disclosure in respect to Micro and Small Enterprises as per MSMED Act, 2006 is as follows:

| | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | — | — |
| – Principal amount remaining unpaid | 354.85 | 147.55 |
| – Interest amount remaining unpaid | — | — |
| (ii) Interest paid by the Group 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 | — | — |
| (iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | — | — |
| (iv) Interest accrued and remaining unpaid | — | — |
| (v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | — | — |

Further, the Company generally makes payment to all its suppliers within the agreed credit period (less than 45 days) and thus, the management is confident that no liability of interest under this Act, is expected to arise.

Based on the information available with the Company, there are no dues outstanding in respect of Micro, Small and Medium enterprises at the balance sheet date under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

TRADE PAYABLES AGEING SCHEDULE:

(₹ in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|---------------------|--------------|--------------|----------------------|-----------------|
| | Not Due/ Unbilled | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2024 & 31st March 2023 is as follows: | | | | | | |
| Balance as at 31st March, 2024 | | | | | | |
| i) Micro, small and medium enterprises | 253.62 | 101.23 | - | - | - | 354.85 |
| ii) Creditors other than micro, small and medium enterprises | 2,399.26 | 1,232.68 | 33.44 | 5.27 | 12.72 | 3,683.35 |
| iii) Disputed dues – Micro, small and medium enterprises | — | — | — | — | — | — |
| iv) Disputed dues other than micro, small and medium enterprises | — | — | — | — | — | — |
| Total : | 2,652.87 | 1,333.91 | 33.44 | 5.27 | 12.72 | 4,038.20 |
| Balance as at 31st March, 2023 | | | | | | |
| i) Micro, small and medium enterprises | 89.64 | 57.91 | - | - | - | 147.55 |
| ii) Creditors other than micro, small and medium enterprises | 2,360.82 | 998.78 | 16.93 | 2.68 | 11.31 | 3,390.52 |
| iii) Disputed dues – Micro, small and medium enterprises | — | — | — | — | — | — |
| iv) Disputed dues other than micro, small and medium enterprises | — | — | — | — | — | — |
| Total : | 2,450.46 | 1,056.69 | 16.93 | 2.68 | 11.31 | 3,538.07 |

(₹ in Lakhs)

As at
31st March, 2024 As at
31st March, 2023

Note - 28

OTHER FINANCIAL LIABILITIES

| | | |
|--|-----------------|-----------------|
| Unpaid dividends* | 16.73 | 19.05 |
| Sales Invoice Finance (Refer Note 52 and 54) | 4,060.04 | 3,131.41 |
| Other financial liabilities | — | 1.20 |
| Total | 4,076.77 | 3,151.66 |

* Investor Education and Protection Fund (IEPF) credited when due. As at March 31st, 2024, no balances were due to be transferred to IEPF. (Refer note 56)

Note - 29

OTHER CURRENT LIABILITIES

| | | |
|--------------------------------|---------------|---------------|
| Statutory dues | 50.32 | 49.28 |
| Employee payables | 172.80 | 150.01 |
| Advance from Customers | 40.02 | 241.60 |
| Security Deposit (Liabilities) | 2.56 | 2.56 |
| Other liabilities | 379.28 | 336.51 |
| Total | 644.98 | 779.96 |

Note - 30

CURRENT PROVISIONS

| | | |
|------------------|--------------|--------------|
| Leave Encashment | 24.43 | 26.53 |
| Total | 24.43 | 26.53 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

| | (₹ in Lakhs) | |
|---|--------------------------------|--------------------------------|
| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
| Note - 31 | | |
| Particulars | | |
| REVENUE FROM OPERATIONS | | |
| Sale of Goods | | |
| Sale of Plastic Components | 22,417.46 | 18,927.47 |
| Hair Care and Beauty Products | 366.39 | 455.53 |
| Sale of Moulds | 373.17 | 229.15 |
| | <u>23,157.02</u> | <u>19,612.15</u> |
| Sale of services | | |
| Job Work | 1,309.76 | 1,061.45 |
| Total | <u><u>24,466.78</u></u> | <u><u>20,673.60</u></u> |
| Note - 32 | | |
| OTHER INCOME | | |
| Interest | 60.95 | 13.44 |
| Dividend | 0.96 | 2.72 |
| Fair valuation of securities designated at FVTPL | (30.84) | 18.20 |
| Net (gain)/loss on sale of security | 110.27 | 77.32 |
| Profit/(loss) sale of property, plant and equipment | 4.99 | 2.41 |
| Other non-operating income | 10.01 | 38.37 |
| Provision written back | — | 30.00 |
| Total | <u><u>156.34</u></u> | <u><u>182.46</u></u> |
| Note - 33 | | |
| COST OF MATERIALS CONSUMED | | |
| Cost of Raw Materials Consumed | | |
| Opening stock of raw materials | 690.88 | 840.28 |
| Add : Purchases | 13,368.67 | 12,632.12 |
| Less : Closing Stock of raw materials | 735.07 | 690.88 |
| (A) | <u><u>13,324.48</u></u> | <u><u>12,781.52</u></u> |
| Cost of components, packing, paints and plating charges consumed | | |
| Consumption of components | 2,247.15 | 945.05 |
| Consumption of packing | 469.95 | 627.22 |
| Consumption of paints and Plating charges | 407.88 | 136.81 |
| (B) | <u><u>3,124.98</u></u> | <u><u>1,709.08</u></u> |
| Total (A+B) | <u><u>16,449.46</u></u> | <u><u>14,490.60</u></u> |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|--|--------------------------------|--------------------------------|
| Note - 34 | | |
| PURCHASE OF STOCK-IN-TRADE | | |
| Hair Care and Beauty products | 196.41 | 266.03 |
| Total | 196.41 | 266.03 |
| Note - 35 | | |
| CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS | | |
| Inventories at the beginning of the year | | |
| Finished goods/work-in-process | 550.54 | 556.88 |
| Stock-in-trade | 138.30 | 97.06 |
| Inventories at the end of the year | | |
| Finished goods/work-in-process | 590.88 | 550.54 |
| Stock-in-trade | 157.53 | 138.30 |
| Total | (59.57) | (34.90) |
| Note - 36 | | |
| OTHER OPERATING EXPENSES | | |
| Consumption of stores and spare parts | 118.17 | 146.32 |
| Power and fuel | 1,146.78 | 930.23 |
| Contract labour and sub-contract charges | 1,392.45 | 1,023.18 |
| Repairs to machinery | 207.21 | 195.62 |
| Repairs to mould | 49.56 | 38.13 |
| Total | 2,914.17 | 2,333.48 |
| Note - 37 | | |
| EMPLOYEE BENEFITS EXPENSES | | |
| Salaries and Wages | 2,256.77 | 1,980.28 |
| Contribution to Provident fund and other fund | 160.98 | 137.73 |
| Staff welfare expenses | 166.50 | 124.17 |
| Total | 2,584.25 | 2,242.18 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|----------------------------------|--------------------------------|--------------------------------|
| Note - 38 | | |
| FINANCE COSTS | | |
| Interest and discounting charges | 391.23 | 298.13 |
| Interest on lease liabilities | 122.57 | 1.81 |
| Interest on term loan | 143.86 | 78.90 |
| Total | <u><u>657.66</u></u> | <u><u>378.84</u></u> |

Note - 39

OTHER EXPENSES

| | | |
|--|------------------------|------------------------|
| Security charges and other contract charges | 130.43 | 108.29 |
| Rent | 211.65 | 209.21 |
| Rates and taxes | 20.33 | 9.09 |
| Printing and stationery | 30.60 | 18.05 |
| Communication expenses | 14.62 | 13.49 |
| Insurance | 69.26 | 54.21 |
| Repairs and maintenance - building | 18.59 | 11.85 |
| Repairs and maintenance - others | 69.35 | 67.77 |
| Legal and professional fees | 156.20 | 118.94 |
| Directors sitting fees and commission | 5.04 | 3.88 |
| Payment to Auditors (Refer note 42) | 10.89 | 9.88 |
| Travelling and conveyance | 178.39 | 177.16 |
| Donations to Political Party | — | 2.00 |
| Expenditure towards corporate social responsibility (CSR) (Refer to note 57) | 1.36 | 13.86 |
| Sales promotion and commission | 30.31 | 37.07 |
| Freight and forwarding charges | 363.68 | 339.97 |
| Advertisement and sales promotions | 8.86 | 16.70 |
| Miscellaneous expenses | 136.08 | 76.93 |
| Total | <u><u>1,455.64</u></u> | <u><u>1,288.35</u></u> |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

40. Contingent Liabilities not provided for: Contingent Liabilities in respect of the following

| Particulars | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| i. Claims against the company not acknowledged as debt | 618.02 | 612.09 |
| Sales Tax, VAT and CST (including Interest and Penalty wherever applicable) | 443.91 | 446.25 |
| Service Tax | — | — |
| Stamp Duty | 36.75 | 36.75 |
| Excise Duty | 89.78 | 89.78 |
| Employees Provident Fund | 8.66 | 8.66 |
| GST | 38.92 | 30.65 |
| ii. Guarantees excluding financial guarantees | | |
| Guarantee given by the banks to the third parties on behalf of the company | — | — |
| iii. Other money for which the company is contingently liable | | |
| Letters of credit opened by the bankers of the Company in favour of the third parties | — | — |
| Claims not acknowledged by the company | — | — |

Notes:

- It is not possible to estimate the timings of outflow of the contingent liabilities.
- The Company do not expect any reimbursement in respect of the contingent liabilities.
- Most of the issues of litigation pertaining to Central Excise/Service Tax/Income Tax are based on interpretation of the respective Law & Rules thereunder. Management has been opined by its counsel that many of the issues raised by revenue will not be sustainable in law as they are covered by judgments of respective judicial authorities which supports its contention. As such no material impact on the financials of the Company is envisaged.
- Sales Tax and Entry Tax related litigation/demand primarily pertains to non-submission of required declaration forms in time due to non-receipt of the same from customers and/or some interpretation related issues. However in most of the cases, required documents are being filed and minor impact if any, shall be given in the year of final outcome of respective matter in appeal.
- Other issues are either in ordinary course of business or not of substantial nature and management is reasonably confident of their positive outcome. Management shall deal with them judiciously and provide for appropriately, if any such need arises.

41. Commitments:

Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is ₹ 27.34 lakhs (Previous year ₹ 265.15 lakhs)

42. Payments to Auditors:

| Particulars | ₹ in Lakhs | |
|----------------------------------|--------------|-------------|
| | 2023-24 | 2022-23 |
| Audit fees | 9.00 | 9.00 |
| Others | 1.00 | 0.55 |
| Reimbursement of expenses | 0.89 | 0.33 |
| Total Payment To Auditors | 10.89 | 9.88 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

43. Financial Instruments:

The details of significant accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in the respective Notes to Financial Statements.

Financial assets and liabilities

The accounting classification of each category of financial instruments, and their carrying amounts are set out as below:

(a) Financial assets

Instruments carried at fair value

(₹ in Lakhs)

| Particulars | FVOCI (Equity instruments) | FVOCI (Other instruments) | Fair value through profit and loss | Instruments carried at amortized cost | Total carrying value | Total fair value |
|-------------------------------|----------------------------------|---------------------------------|---|--|----------------------------|------------------------|
| As at 31st March, 2024 | | | | | | |
| Investments | — | — | 367.22 | 83.08 | 450.30 | 450.30 |
| Trade receivables | — | — | — | 6,717.86 | 6,717.86 | 6,717.86 |
| Cash and cash equivalents | — | — | — | 1,076.07 | 1,076.07 | 1,076.07 |
| Other bank balances | — | — | — | 29.48 | 29.48 | 29.48 |
| Other financial assets | — | — | — | 1,124.77 | 1,124.77 | 1,124.77 |
| Total | — | — | 367.22 | 9,031.26 | 9,398.48 | 9,398.48 |
| As at 31st March, 2023 | | | | | | |
| Investments | — | — | 1,533.73 | 62.61 | 1,596.34 | 1,596.34 |
| Trade receivables | — | — | — | 5,427.02 | 5,427.02 | 5,427.02 |
| Cash and cash equivalents | — | — | — | 282.19 | 282.19 | 282.19 |
| Other bank balances | — | — | — | 22.29 | 22.29 | 22.29 |
| Other financial assets | — | — | — | 888.80 | 888.80 | 888.80 |
| Total | — | — | 1,533.73 | 6,682.91 | 8,216.64 | 8,216.64 |

(b) Financial liabilities

(₹ in Lakhs)

| Particulars | Fair value through profit and loss | At amortized cost | Total carrying value | Total fair value |
|-------------------------------|---------------------------------------|----------------------|-------------------------|---------------------|
| As at 31st March, 2024 | | | | |
| Borrowings | — | 2,172.10 | 2,172.10 | 2,172.10 |
| Lease liabilities | — | 1,935.21 | 1,935.21 | 1,935.21 |
| Loan | — | 158.00 | 158.00 | 158.00 |
| Trade payables | — | 4,038.20 | 4,038.20 | 4,038.20 |
| Other financial liabilities | — | 4,076.77 | 4,076.77 | 4,076.77 |
| Total | — | 12,380.28 | 12,380.28 | 12,380.28 |
| As at 31st March, 2023 | | | | |
| Borrowings | — | 1,561.86 | 1,561.86 | 1,561.86 |
| Lease liabilities | — | 260.05 | 260.05 | 260.05 |
| Loan | — | 161.16 | 161.16 | 161.16 |
| Trade payables | — | 3,538.07 | 3,538.07 | 3,538.07 |
| Other financial liabilities | — | 3,151.66 | 3,151.66 | 3,151.66 |
| Total | — | 8,672.80 | 8,672.80 | 8,672.80 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(c) Fair value hierarchy

The below table summarises the categories of financial assets and liabilities as at 31st March, 2024, and 31st March, 2023 measured at fair value.

(₹ in Lakhs)

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------|-----------------|----------|--------------|-----------------|
| As at 31st March, 2024 | | | | |
| Equities | | | | |
| Equity Instruments | — | — | 20.63 | 20.63 |
| Debt | | | | |
| Real Estate Fund | — | — | — | — |
| Structured Products | — | — | — | — |
| Liquid Mutual Funds | 346.59 | — | — | 346.59 |
| FMP Mutual fund | — | — | — | — |
| Preference Shares | — | — | — | — |
| Government Bonds | — | — | — | — |
| Bonds | — | — | — | — |
| Non-Convertible Debentures | — | — | — | — |
| Total | 346.59 | — | 20.63 | 367.22 |
| As at 31st March, 2023 | | | | |
| Equities | | | | |
| Equity Instruments | 179.28 | — | 19.76 | 199.04 |
| Debt | | | | |
| Real Estate Fund | — | — | — | — |
| Structured Products | — | — | — | — |
| Liquid Mutual Funds | 1,334.69 | — | — | 1,334.69 |
| FMP Mutual fund | — | — | — | — |
| Preference Shares | — | — | — | — |
| Government Bonds | — | — | — | — |
| Bonds | — | — | — | — |
| Non-Convertible Debentures | — | — | — | — |
| Total | 1,513.97 | — | 19.76 | 1,533.73 |

Fair value of financial assets and liabilities measured at amortised cost:-

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|------------------------------|------------------------|------------------|------------------------|-----------------|
| | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets | | | | |
| Trade receivables | 6,717.86 | 6,717.86 | 5,427.02 | 5,427.02 |
| Cash and cash equivalents | 1,076.07 | 1,076.07 | 282.19 | 282.19 |
| Other bank balances | 29.48 | 29.48 | 22.29 | 22.29 |
| Other financial assets | 1,124.77 | 1,124.77 | 888.80 | 888.80 |
| Total | 8,948.18 | 8,948.18 | 6,620.30 | 6,620.30 |
| Financial liabilities | | | | |
| Borrowings | 2,172.10 | 2,172.10 | 1,561.86 | 1,561.86 |
| Lease liabilities | 1,935.21 | 1,935.21 | 260.05 | 260.05 |
| Loan | 158.00 | 158.00 | 161.16 | 161.16 |
| Trade payables | 4,038.20 | 4,038.20 | 3,538.07 | 3,538.07 |
| Other financial liabilities | 4,076.77 | 4,076.77 | 3,151.66 | 3,151.66 |
| Total | 12,380.28 | 12,380.28 | 8,672.80 | 8,672.80 |

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments, if any), trade payables, and other financial liabilities (except derivative financial instruments, if any) is considered to be equal to the carrying amount of these items due to their short-term nature. There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

44. Risk Management:

Financial risk management objective and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The risk management policies aim to mitigate the following risks arising from the financial instruments: (a) Liquidity risk; (b) Market risk and (c) Credit risk.

(A) Financial risk factors

The Company's principal financial liabilities comprise borrowings, deposits from dealers and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to the following risk arising from the financial instruments: (a) Liquidity risk; (b) Market risk and (c) Credit risk.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|--|--|---|
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities; working capital management |
| Market Risk - Foreign exchange | Financial assets and liabilities denominated in Foreign Currencies. | Cash flow forecasting; Sensitivity analysis | Hedging Forex planning |
| Market Risk - Interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Interest rate swaps |
| Market Risk - Price risk | Investments in Equities, Bonds, debentures, Mutual Funds | Sensitivity analysis; market fluctuations; credit rating | Continuous monitoring, Diversification |
| Credit risk | Cash and cash equivalents, trade receivables, investments, loans and other financial assets measured at fair/amortised cost. | Ageing analysis/Credit ratings/ Assets Coverage | Diversification in various class of assets, credit limits |

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintaining sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows, undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements of the Company.

(i) Financing arrangements

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|------------------------|------------------------|
| Secured working capital credit facility from Banks | 1,439.96 | 2,368.59 |

(ii) The following is the contractual maturities of the financial liabilities:

(₹ in Lakhs)

| Particulars | Total Liability (undiscounted) | Less than 1 year | 1-3 years | more than 3 years | Carrying amount as per Books |
|-----------------------------------|--------------------------------|------------------|-----------|-------------------|------------------------------|
| As at 31st March, 2024 | | | | | |
| Non-derivative liabilities | | | | | |
| Borrowings | 2,172.10 | 558.11 | 1,209.98 | 404.00 | 2,172.10 |
| Lease liabilities | 2,874.90 | 276.75 | 1,244.09 | 1,354.06 | 1,935.22 |
| Loan | 158.00 | 118.00 | 40.00 | — | 158.00 |
| Trade payables | 4,038.20 | 3,986.77 | 38.71 | 12.72 | 4,038.20 |
| Other financial liabilities | 4,076.77 | 4,076.77 | — | — | 4,076.77 |
| As at 31st March, 2023 | | | | | |
| Non-derivative liabilities | | | | | |
| Borrowings | 1,561.85 | 357.70 | 760.32 | 443.83 | 1,561.85 |
| Lease liabilities | 370.19 | 42.13 | 181.54 | 146.52 | 260.05 |
| Loan | 161.16 | 143.16 | 18.00 | — | 161.16 |
| Trade payables | 3,538.07 | 3,507.15 | 30.92 | — | 3,538.07 |
| Other financial liabilities | 3,151.66 | 3,151.66 | — | — | 3,151.66 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investment, deposits, foreign currency receivables and payables. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company has not entered into any transaction, in currency other than functional currency, for purchase of raw material or capital assets nor availed any foreign currency loans, which remains outstanding as at year end. Similarly, the Company does not have any assets/liabilities receivable/payable in foreign currency as at year end date. The Company is not exposed to any foreign currency.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's entire borrowings, Long term as well as short term, have fixed rate of interest and carried at amortized costs. The Company did not have any borrowings bearing variable rate of interest.

Exposure to Interest rate risk - Financial liabilities

(₹ in Lakhs)

| Particulars | As at | |
|--|------------------|------------------|
| | 31st March, 2024 | 31st March, 2023 |
| Total borrowings | 6,390.14 | 4,854.42 |
| % of borrowings out of above bearing variable rate of interest | | |
| 1. Short term in nature | 74.12% | 74.82% |
| 2. Long term in nature | 25.88% | 25.18% |

Hence, the Company is not exposed to any interest rate risk.

(iii) Price risk

The Company's exposure to price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from its investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company in accordance with the guidelines provided by the Board of directors of the Company.

Exposure

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|--|------------------------|----------------|------------------------|----------------|
| | Amount | % | Amount | % |
| Equities | | | | |
| Quoted Equity Instruments | — | 0.00% | 179.28 | 11.69% |
| Other Equity Instruments | 20.63 | 5.62% | 19.76 | 1.29% |
| Mutual Funds | | | | |
| Savings, Liquid & Other Fund Instruments | 346.59 | 94.38% | 1,334.69 | 87.02% |
| Total | 367.22 | 100.00% | 1,533.73 | 100.00% |

Investments in Equity Instruments and Mutual funds (including investment through Venture funds)

The Company's quoted equity instruments and in mutual funds are subject to the market price risk arising from the fluctuation in the market price of those instruments. This risk arises from instruments which are classified as Fair value through P&L wherein the price fluctuations, based on the historical trends, are not very significant.

(c) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of counter party, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an on-going basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as;

- Actual or expected significant adverse changes in business
- Actual or expected significant changes in the operating results of the counterparty.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty

The company categorises financial assets based on the assumptions, inputs and factors specific to the class of financial assets into High-quality assets, negligible credit risk; Quality assets, low credit risk; Standard assets, moderate credit risk; Substandard assets, relatively high credit risk; Low quality assets, very high credit risk; Doubtful assets, credit-impaired.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than one year past due. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

Provision for expected credit losses:

| Description of category | Category | Basis for recognition of expected credit loss provision | | |
|---|---|---|----------------------------------|--|
| | | Investments | Loans and deposits | Trade Receivables |
| Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil | High-quality assets, negligible credit risk | 12 month expected credit losses | 12 month expected credit losses | Life time expected credit losses (simplified approach) |
| Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past | Quality assets, low credit risk | | | |
| Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong | Standard assets, moderate credit risk | | | |
| Assets where there has been a significant increase in credit risk since initial recognition. Assets where the payments are more than 180 days past due | Substandard assets, relatively high credit risk | Life-time expected credit losses | Life-time expected credit losses | Life time expected credit losses (simplified approach) |
| Assets where there is a high probability of default. In general, assets where contractual payments are more than 180 days past due are categorised as low quality assets. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due | Low quality assets, very high credit risk | | | |
| Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the company. The company categorises a loan or receivable for write off when a debtor fails to make Contractual payments greater than 365 days past due. Where loans or receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss. | Doubtful assets, credit-impaired | Asset is written off | | |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

Expected credit loss for loans, security deposits and investments:

As at 31st March, 2024

| Particulars | | Asset group | Estimated gross carrying amount at default | Expected probability of default | Expected credit losses | Carrying amount net of impairment provision |
|---|---|-----------------------------|--|---------------------------------|------------------------|---|
| Loss allowance measured at 12 month expected credit losses | Financial assets for which credit risk has not increased significantly since initial recognition | Loans | — | — | — | — |
| | | Security and other deposits | — | — | — | — |
| Loss allowance measured at life-time expected credit losses | Financial assets for which credit risk has increased significantly and not credit-impaired or credit impaired | NA | — | — | — | — |

As at 31st March, 2023

| Particulars | | Asset group | Estimated gross carrying amount at default | Expected probability of default | Expected credit losses | Carrying amount net of impairment provision |
|---|---|-----------------------------|--|---------------------------------|------------------------|---|
| Loss allowance measured at 12 month expected credit losses | Financial assets for which credit risk has not increased significantly since initial recognition | Loans | — | — | — | — |
| | | Security and other deposits | — | — | — | — |
| Loss allowance measured at life-time expected credit losses | Financial assets for which credit risk has increased significantly and not credit-impaired or credit impaired | NA | — | — | — | — |

a. Expected credit loss for trade receivables under simplified approach (Refer Note 12 for ageing of Trade Receivables)

b. Reconciliation of loss allowance provision - Trade receivables

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|-----------------------------|------------------------|------------------------|
| Opening Provision | — | — |
| Additional provision made | 5.05 | — |
| Utilisation during the year | — | — |
| Closing provisions | — | — |
| Total | 5.05 | — |

The Company maintains exposure in cash and cash equivalents, investments in liquid mutual funds and Corporate deposits. Investments in liquid mutual funds and corporate deposits are fair valued on Level 1 or Level 2 inputs.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(B) Commodity Risk

The Company is exposed to the risk of price fluctuation of raw materials proactively managed through forward booking, inventory management and proactive vendor development practices.

(C) Capital risk management

(a) The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which includes capital and other strategic investments. The Company's intention is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| Total equity | 6,764.77 | 7,262.45 |
| Net Debt | 7,249.28 | 4,832.29 |
| Total Capital (Borrowings and Equity) | 14,014.05 | 12,094.74 |
| Gearing Ratio | 51.73% | 39.95% |

(i) Net debt represents total borrowings (non-current & current) as reduced by cash and cash equivalents.

(ii) Equity comprises of all components including other comprehensive income.

(b) Dividend:

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| Equity Shares: | | |
| Final dividend for the year ended March 31, 2023 of ₹ 1.00 per shares (31st March, 2022 of ₹ 5.00 per shares) fully paid share | 56.81 | 284.02 |
| Interim dividend for the year ended March 31, 2023 of ₹ NIL per shares (31st March, 2022 of ₹ NIL per shares) fully paid share | — | — |

The Board of Directors have recommended a payment of final dividend of ₹ 1.00 per equity share of the face value of ₹ 10 each for the financial year ended 31st March, 2024. Final dividend is subject to approval of Shareholders

45. Disclosure Pursuant to Ind AS – 19 "Employee Benefits":

(a) Defined contribution plan

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary and other allowances as per regulations. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expenses recognised during the year towards defined contribution plan is ₹ 107.04 lakhs (31st March, 2023 ₹ 104.81 lakhs).

(b) Defined benefit plan

(i) Gratuity:

In accordance with applicable laws, the company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employee on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under their respective Group Gratuity Schemes.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Present Value of Obligation | Fair Value of plan assets |
|--|-----------------------------|---------------------------|
| As at 31st March, 2022 | 343.84 | 375.87 |
| Adjustment to Opening Fair Value of Plan Asset | — | 24.46 |
| Current service cost | 27.97 | — |
| Interest expense/(income) | 23.12 | 27.41 |
| Total amount recognised in profit or loss | 51.09 | 51.87 |
| Remeasurements | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | — | (0.69) |
| Net actuarial (gain)/loss | — | — |
| Adjustment to Opening Fair Value of Plan Asset | — | — |
| Change in experience | 4.17 | — |
| Change in demographic assumptions | — | — |
| Change in financial assumptions | (5.14) | — |
| Total amount recognised in other comprehensive income | (0.97) | (0.69) |
| Employer Contribution | — | 7.84 |
| Benefits payment | (36.38) | (36.38) |
| As at 31st March, 2023 | 357.58 | 398.50 |
| The net plan assets as at 31st March, 2023 | 40.92 | |
| As at 31st March, 2023 | 357.58 | 398.50 |
| Adjustment to Opening Fair Value of Plan Asset | — | — |
| Current service cost | 30.15 | — |
| Interest expense/(income) | 25.51 | 29.05 |
| Total amount recognised in profit or loss | 55.66 | 29.05 |
| Remeasurements | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | — | 0.48 |
| Net actuarial (gain)/loss | — | — |
| Change in experience | (55.50) | — |
| Change in demographic assumptions | — | — |
| Change in financial assumptions | 4.74 | — |
| Total amount recognised in other comprehensive income | (50.76) | 0.48 |
| Employer Contribution | — | 15.13 |
| Benefits payment | (15.17) | (15.17) |
| As at 31st March, 2024 | 347.31 | 427.99 |
| The net plan assets as at 31st March, 2024 | 80.68 | |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

The net liability disclosed above relates to funded/unfunded plans are as follows:

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| Present value of funded obligations | (347.31) | (357.58) |
| Fair value of plan assets | 427.99 | 398.50 |
| (Deficit)/Surplus of funded plan | 80.68 | 40.92 |
| Significant estimates: actuarial assumptions and sensitivity | | |
| Financial assumption: | | |
| Discount rate | 7.09% | 7.29% |
| Salary escalation rate | 4.00% | 4.00% |
| Demographic assumption: | | |
| Mortality rate | IALM (2012-14) Ult. | IALM (2012-14) Ult. |
| Employee Attrition rate | | |
| 0 to 40 Years | 3.00% | 3.00% |
| 41 to 50 Years | 2.00% | 2.00% |
| 51 to 58 Years | 1.00% | 1.00% |
| Retirement age | 58 Years | 58 Years |
| Sensitivity analysis | | |
| The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: | | |
| Discount rate | | |
| (a) Discount rate - 100 basis points | 372.82 | 368.99 |
| (b) Discount rate + 100 basis points | 324.72 | 318.68 |
| Salary escalation rate | | |
| (a) Rate - 100 basis points | 325.04 | 318.93 |
| (b) Rate + 100 basis points | 372.07 | 368.32 |

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| The major categories of plan asset are as follows: | | |
| Equities | 0.00% | 0.00% |
| Bonds | 0.00% | 0.00% |
| Gilts | 0.00% | 0.00% |
| Pooled assets with an insurance company | 100.00% | 100.00% |
| Other | 0.00% | 0.00% |
| Total | 100.00% | 100.00% |

The defined benefit obligations shall mature after year end 31st March, 2024 as follows:

| | | |
|-----------|--------|--------|
| Year 1 | 30.58 | 9.18 |
| Year 2 | 26.04 | 38.49 |
| Year 3 | 28.14 | 24.82 |
| Year 4 | 31.34 | 37.19 |
| Year 5 | 42.08 | 23.27 |
| Year 6-10 | 173.53 | 178.22 |

The weighted average duration of the defined benefit obligation is 7.64 years (Previous Year: 8.35 years).

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(ii) Compensated Absences:

The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as at the balance sheet date performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

Risk exposure:

Through its defined benefit plans, Company is exposed to a number of risks, the most significant of which are detailed below:

| | |
|------------------------------------|--|
| Investment risk/ Interest risk: | The Company is exposed to Investment/Interest risk if the return on the invested fund falls below the discount rate used to arrive at present value of the benefit. |
| Longevity risk: | The Company is not exposed to risk of the employees living longer as the benefit under the scheme ceases on the employee separating from the employer for any reason |
| Salary risk: | The Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation |

46. Leases :

Under Ind AS 116 the nature of expenses in respect of operating lease has changed from "lease rent" to "depreciation cost" and "finance Cost" for the right-to use assets and for interest accrued on lease liability is 9% p.a.

The Weighted Average lessee's incremental borrowing rate applied to lease liabilities is 9% p.a.

(A) Lease liabilities are presented in the balance sheet as follows:

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--------------|---------------------------|---------------------------|
| Current | 106.18 | 19.35 |
| Non-current | 1,829.03 | 240.70 |
| Total | 1,935.21 | 260.06 |

The movement in lease liabilities during the year ended 31st March, 2024 and 31st March, 2023 is as follows :

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| Balance at the beginning | 260.06 | — |
| Additions | 1,738.06 | 265.15 |
| Finance cost accrued during the period | 122.57 | 1.81 |
| Deletions | — | — |
| Payment of lease liabilities | (185.48) | (6.90) |
| Translation difference | — | — |
| Balance at the end | 1,935.21 | 260.06 |

(B) Right-of-use assets pertaining to the above:

(₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| Right-of-use assets | | |
| Opening balance | 289.76 | — |
| Add: Additions on account of new leases entered during the year | 1,806.13 | 293.30 |
| Less: Depreciation charged on the right-of-use assets | 157.07 | 3.54 |
| Closing balance | 1,938.83 | 289.76 |

(C) The following are amounts recognised in statement of profit and loss:

(₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Depreciation expense of right-of-use assets | 157.07 | 3.54 |
| Interest expense on lease liabilities | 122.57 | 1.81 |
| Total | 279.64 | 5.35 |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(D) Break-up of the Contractual Maturities of lease liabilities on an undiscounted basis :

(₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|-------------------|--|--|
| Within 1 year | 276.75 | 42.13 |
| 1 to 5 years | 1,244.09 | 181.54 |
| More than 5 years | 1,354.06 | 146.52 |
| Total | 2,874.90 | 370.19 |

(E) Amounts recognised in the statement of cash flows :

(₹ in Lakhs)

| Particulars | 31st March, 2024 | 31st March, 2023 |
|-------------------------------|------------------|------------------|
| Total cash outflow for leases | 185.48 | 34.00 |

(F) Short term lease rentals:

Rental expense recorded for short-term leases was ₹ 164.83 Lakhs for the year ended 31st March, 2024 (Previous Year ₹ 205.81 Lakhs)

47. Income Taxes:

(A) Components of Income Tax Expense.

(₹ in Lakhs)

| Particulars | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| (a) Tax expense recognised in the Statement of Profit and Loss | | |
| i) Current tax | | |
| Current year | — | — |
| Tax provision of earlier years | — | (111.13) |
| Total current tax | — | (111.13) |
| ii) Deferred tax | | |
| Relating to origination and reversal of temporary difference | 6.87 | (199.97) |
| Total deferred income tax expense/(credit) | 6.87 | (199.97) |
| Total i) + ii) | 6.87 | (311.10) |
| (b) Tax on Other Comprehensive Income | | |
| i) Tax relating to items that will not be reclassified to profit or loss | | |
| Tax on realized gain of equity instruments | — | — |
| Tax on re-measurements of net defined benefit plans | — | — |
| Tax on equity instrument through other comprehensive income | — | — |
| ii) Income tax on items that will be reclassified to profit or loss | | |
| Tax on debt instrument through other comprehensive income | — | — |
| Total i) + ii) | — | — |

(B) Reconciliation of tax expenses and the accounting profit for the year.

(₹ in Lakhs)

| Particulars | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
|---|--------------------------------|--------------------------------|
| A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows : | | |
| Profit before tax | (469.73) | (689.16) |
| Enacted income tax rate in India | 27.82% | 27.82% |
| Expected income tax expense during the year at statutory rate | — | — |
| Differences due to: | | |
| Expenses not deductible for tax purposes | — | — |
| Exempt Income | — | — |
| Tax of earlier years reversed | — | — |
| Impact of Minimum alternate tax | — | — |
| Adjustment of C/F Losses/Difference in Tax Rate etc.. | — | — |
| Effective tax expenses | — | — |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(C) The movement in deferred tax assets and liabilities.

(₹ in Lakhs)

| Movement during the year ended 31st March, 2024 | Year Ended 31st March, 2023 | Credit/(charge) in statement of Profit and Loss | Credit/(charge) in Other Comprehensive Income | Year Ended 31st March, 2024 |
|--|-----------------------------|---|---|-----------------------------|
| Deferred tax assets/(liabilities) | | | | |
| On expenses allowable for tax purposes when paid | 185.57 | 16.72 | (14.92) | 187.37 |
| On depreciation | (198.79) | (23.59) | — | (222.38) |
| On fair valuation of financial assets | — | — | — | — |
| Total | (13.22) | (6.87) | (14.92) | (35.01) |

| Movement during the year ended March 31, 2023 | Year Ended 31st March, 2022 | Credit/(charge) in statement of Profit and Loss | Credit/(charge) in Other Comprehensive Income | Year Ended 31st March, 2023 |
|--|-----------------------------|---|---|-----------------------------|
| Deferred tax assets/(liabilities) | | | | |
| On expenses allowable for tax purposes when paid | — | 185.57 | — | 185.57 |
| On depreciation | (213.11) | 14.32 | — | (198.79) |
| On fair valuation of financial assets | — | — | — | — |
| Total | (213.11) | 199.89 | — | (13.22) |

48. Other Comprehensive Income

Amounts recognised in Other Comprehensive Income i.e. Items that will not be reclassified to profit and loss in subsequent year includes Actuarial Gains/(Loss) on post-employment defined benefit plan (net of deferred tax)

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|---|----------------------|----------------------|
| Amounts recognised in Other Comprehensive Income i.e. Items that will not be reclassified to profit and loss in subsequent year includes Actuarial Gains/(Loss) on post-employment defined benefit plan (net of deferred tax) | 51.25 | 0.28 |
| Tax on above | (14.92) | (0.08) |
| Exchange differences in translating the financial statements of foreign operations | (0.60) | (1.18) |
| Net Other Comprehensive Income/(Loss) | 35.73 | (0.98) |

49. Income Tax Expenses Recognized in Other Comprehensive Income

(₹ in Lakhs)

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------------------|----------------------|
| Tax on Other Comprehensive Income/(Loss) | (14.92) | (0.08) |
| Total | (14.92) | (0.08) |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

50. The Company is engaged in the activities relating to manufacture and sale of process plastics and the Chief Operating Decision Maker (Board of Directors) review the operating results as a whole for the purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single business segment, namely process plastics. The geographical segments considered for disclosure are India and Rest of the World. All the manufacturing facilities are located in India.

- (i) The Product wise break up – Please refer Note 31
(ii) Geographical information.

(₹ in Lakhs)

| Particulars | Revenue from external Customers | | Non-Current Assets* | |
|---------------|---------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 | Year Ended 31st March, 2024 | Year Ended 31st March, 2023 |
| India | 24,466.78 | 20,673.60 | 5,981.67 | 4,749.89 |
| Rest of World | — | — | — | — |
| Total | 24,466.78 | 20,673.60 | 5,981.67 | 4,749.89 |

* Non-Current Assets are used in the operations of the Company to generate revenues both in India and outside India

(iii) Information about major customers

Revenue from sale of products to largest customers (greater than 10% of total sales) is ₹ 20,140.05 lakhs (31st March, 2023 ₹ 15,806.45 lakhs)

51. The disclosure as required by Ind AS 24 “Related Parties Disclosures” is as follows:

Names of related parties are as under:

(a) **Subsidiaries where control exists:**

Bright Brothers LLC, Wholly-owned Subsidiary

(b) **Entities in which key managerial personnel are interested:**

M/s. Quality Plastics

M/s. T.W. Bhojwani Leasing Pvt. Ltd.

(c) **Key Managerial Personnel:**

Mr. Suresh Bhojwani - Chairman & Managing Director DIN: 00032966

Mrs. Devika Bhojwani - Whole Time Director DIN: 08355381

Mr. Karan Bhojwani - Whole-time Director DIN: 06423542

Mr. Chirag Shah - Chief Financial Officer

Mrs. Sonali Pednekar - Company Secretary & Compliance Officer

(d) **Relatives of Key Managerial Personnel:**

Smt. Hira Bhojwani

Ms. Ruchika Bhojwani - Chief Operating Officer

M/s. T.W. Bhojwani HUF

M/s. S. T. Bhojwani HUF

(e) **Other Related Parties:**

Mr. K. P. Rao - Independent Director DIN : 00027577 (upto 7th April, 2022)

Dr. T. S. Sethurathnam - Independent Director DIN : 00042704 (upto 10th January, 2024)

Mr. Anil Kumar Bhandari DIN: 00031194

Mr. K. Viswanath – Independent Director DIN: 00547132

Mr. Indru Advani – Independent Director DIN: 02036028 w.e.f. 1st April, 2023

(₹ in Lakhs)

| Name of the Wholly-owned Subsidiary | As on 31.03.24 | As on 31.03.23 |
|-------------------------------------|-------------------|-------------------|
| Bright Brothers LLC | | |
| Transactions during the year | | |
| i) Investments made | 20.47 | 62.61 |
| ii) Loan given | 129.23 | — |
| iii) Interest Income | 5.83 | — |
| Year End Balances | | |
| i) Investment in subsidiary | 83.08 | 62.61 |
| ii) Loan to subsidiary | 135.06 | — |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Entities in which key managerial personnel are interested | | Key Management Personnel | | Relatives of Key Management Personnel | | Other Related Parties | |
|---|---|--------------|--------------------------|---------------|---------------------------------------|-----------------|-----------------------|----------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| (a) Remuneration | | | | | | | | |
| i) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 91.91 | 91.91 | — | — | — | — |
| ii) Mrs. Devika Bhojwani DIN : 08355381 | — | — | 15.58 | 12.91 | — | — | — | — |
| iii) Mr. Karan Bhojwani DIN : 06423542 | — | — | 57.50 | 57.50 | — | — | — | — |
| iv) Ms. Ruchika Bhojwani | — | — | — | — | 29.87 | 29.87 | — | — |
| v) Mr. Chirag Shah | — | — | 69.46 | 72.46 | — | — | — | — |
| vi) Mrs. Sonali Pednekar | — | — | 8.37 | 8.37 | — | — | — | — |
| | — | — | 242.82 | 243.15 | 29.87 | 29.87 | — | — |
| (b) Warehousing Charges | | | | | | | | |
| i) Quality Plastics | 14.40 | 14.40 | — | — | — | — | — | — |
| | 14.40 | 14.40 | — | — | — | — | — | — |
| (c) Royalty | | | | | | | | |
| i) Quality Plastics | 4.15 | 3.81 | — | — | — | — | — | — |
| | 4.15 | 3.81 | — | — | — | — | — | — |
| (d) Purchase | | | | | | | | |
| i) Quality Plastics | 3.59 | 10.34 | — | — | — | — | — | — |
| | 3.59 | 10.34 | — | — | — | — | — | — |
| (e) Loans Accepted/(Repaid) | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | (100.00) | (100.00) | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 100.00 | — | — | — | — | — |
| iii) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | (45.00) |
| | — | — | 100.00 | — | (100.00) | (100.00) | — | (45.00) |
| (f) Interest Paid | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | 0.64 | 12.48 | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 4.79 | 1.62 | — | — | — | — |
| iii) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 3.60 | 3.60 | — | — | — | — |
| iv) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | 3.83 |
| | — | — | 8.39 | 5.22 | 0.64 | 12.48 | — | 3.83 |
| (g) Dividend Paid | | | | | | | | |
| i) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | 3.70 | 18.52 | — | — |
| ii) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 12.83 | 64.17 | — | — | — | — |
| iii) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 0.41 | 2.07 | — | — | — | — |
| iv) Mr. Karan Bhojwani DIN : 06423542 | — | — | 0.18 | 0.88 | — | — | — | — |
| v) Ms. Ruchika Bhojwani | — | — | — | — | 0.18 | 0.88 | — | — |
| vi) Mr. K. P. Rao DIN : 00027577 | — | — | — | — | — | — | — | 0.03 |
| vii) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | 0.01 | 0.05 |
| viii) Mr. Chirag Shah | — | — | 0.13 | 0.66 | — | — | — | — |

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Lakhs)

| Particulars | Entities in which key managerial personnel are interested | | Key Management Personnel | | Relatives of Key Management Personnel | | Other Related Parties | |
|--|---|--------------|--------------------------|--------------|---------------------------------------|---------------|-----------------------|-------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| ix) M/s. T.W. Bhojwani Leasing Pvt. Ltd. | 10.89 | 54.02 | — | — | — | — | — | — |
| x) M/s. T.W. Bhojwani HUF | — | — | — | — | 2.41 | 12.02 | — | — |
| xi) M/s. S. T. Bhojwani HUF | — | — | — | — | 0.20 | 1.00 | — | — |
| xii) Mr. Indru Advani DIN : 02036028 | — | — | — | — | — | — | 0.04 | — |
| | 10.89 | 54.02 | 13.55 | 67.78 | 6.49 | 32.42 | 0.05 | 0.08 |
| (h) Sitting Fees & Commission | | | | | | | | |
| i) Dr. T. S. Sethurathnam DIN : 00042704 | — | — | — | — | — | — | 0.94 | 1.14 |
| ii) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | 1.25 | 1.43 |
| iii) Mr. K. Viswanath DIN : 00547132 | — | — | — | — | — | — | 1.42 | 1.31 |
| iv) Mr. Indru Advani DIN : 02036028 | — | — | — | — | — | — | 1.43 | — |
| | — | — | — | — | — | — | 5.04 | 3.88 |
| (i) Year End Balances | | | | | | | | |
| i) Receivable | | | | | | | | |
| 1) Quality Plastics | 8.32 | 4.11 | — | — | — | — | — | — |
| | 8.32 | 4.11 | — | — | — | — | — | — |
| ii) Trade Payable | | | | | | | | |
| 1) Quality Plastics | 3.48 | 10.05 | — | — | — | — | — | — |
| | 3.48 | 10.05 | — | — | — | — | — | — |
| iii) Unsecured Loans Payable | | | | | | | | |
| 1) Smt. Hira T. Bhojwani DIN : 00032997 | — | — | — | — | — | 102.00 | — | — |
| 2) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 120.15 | 18.36 | — | — | — | — |
| 3) Mrs. Devika S. Bhojwani DIN: 08355381 | — | — | 40.80 | 40.80 | — | — | — | — |
| | — | — | 160.95 | 59.16 | — | 102.00 | — | — |
| iv) Sitting Fees & Commission Payable | | | | | | | | |
| 1) Dr. T. S. Sethurathnam DIN : 00042704 | — | — | — | — | — | — | — | 0.20 |
| 2) Mr. Anil Kumar Bhandari DIN: 00031194 | — | — | — | — | — | — | — | 0.20 |
| 3) Mr. K. Viswanath DIN : 00547132 | — | — | — | — | — | — | — | 0.20 |
| | — | — | — | — | — | — | — | 0.60 |
| v) Remuneration Payable | | | | | | | | |
| 1) Mr. Suresh Bhojwani DIN : 00032966 | — | — | 4.32 | 4.32 | — | — | — | — |
| 2) Mrs. Devika Bhojwani DIN: 08355381 | — | — | 1.01 | 0.93 | — | — | — | — |
| 3) Mr. Karan Bhojwani DIN : 06423542 | — | — | 2.82 | 2.75 | — | — | — | — |
| 4) Ms. Ruchika Bhojwani | — | — | — | — | 1.65 | 1.55 | — | — |
| 5) Mr. Chirag Shah | — | — | 2.93 | 3.81 | — | — | — | — |
| 6) Mrs. Sonali Pednekar | — | — | 0.60 | 0.60 | — | — | — | — |
| | — | — | 11.68 | 12.41 | 1.65 | 1.55 | — | — |
| (j) Gratuity | | | | | | | | |
| i) Mr. Karan Bhojwani DIN : 06423542 | — | — | 9.54 | 8.93 | — | — | — | — |
| ii) Ms. Ruchika Bhojwani | — | — | — | — | 8.10 | 6.34 | — | — |
| iii) Mr. Chirag Shah | — | — | 9.97 | 9.36 | — | — | — | — |
| iv) Mrs. Sonali Pednekar | — | — | 0.75 | 0.61 | — | — | — | — |
| | — | — | 20.26 | 18.90 | 8.10 | 6.34 | — | — |

(i) No amount pertaining to related parties has been provided for as doubtful debts. Also no amount has been written off/back

(ii) The related parties are as identified by the Company and relied upon by the Auditors.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

52. Assets provided as security

- (a) Vehicle loans are taken from the banks against hypothecation of the vehicles purchased, repayable in 60 monthly instalments with interest rates ranging from 7.40% to 8.40%.
- (b) (i) Working Capital Term Loan from Kotak Mahindra Bank are secured against charge on all existing and future receivables/current assets/movable assets/movable fixed assets/Fixed Deposits lien marked in favour of Kotak Mahindra bank with the Working Capital Term Loan of 7.45 Cr carry interest rate shall be floating for the entire loan tenor. Applicable floating ROI as on date of offer is 7.50% p.a. with moratorium of 12 months. The monthly instalment payable @ 23.17 lakhs, first instalment due in February 2022 last instalment due in January 2025.
- (ii) Sales Invoice Financing from Kotak Mahindra Bank are secured against on all existing and future receivables/current assets/movable assets/movable fixed assets with the Sales Invoice Financing of ₹ 55.00 Cr carry interest at 0.45% p.a. over and above the 3 months MCLR.
- (iii) Term loan from Yes Bank are secured against on all existing and future receivables/current assets/movable assets/movable fixed assets/Fixed Deposit lien marked in favour of YBL with the term loan of ₹ 19.39 Cr carry EBLR + 2.50% P.A. payable in monthly basis. The term loan tenor 72 month(s) (6 Years including 12 months moratorium), last instalment due in January 2029.
- (c) The collateral security (Applicable for all facilities) secured by way of mortgage over Puducherry and Bhimtal Immovable Properties.

53. Earnings Per Share (EPS):

| Particulars | ₹ in Lakhs | |
|--|------------|-----------|
| | 2023-2024 | 2022-2023 |
| Profit/(Loss) after tax (PAT) available for equity shareholders (before exceptional items) | (476.60) | (378.06) |
| Profit/(Loss) after tax (PAT) available for equity shareholders (after exceptional items) | (476.60) | (378.06) |
| Weighted average number of equity Shares (In nos.) | 5680235 | 5680235 |
| Nominal value of equity Shares (In ₹) | 10.00 | 10.00 |
| Basic earning per share (Before exceptional Income/Loss) (In ₹) | (8.39) | (6.66) |
| Diluted earning per share (Before exceptional Income/Loss) (In ₹) | (8.39) | (6.66) |
| Basic earning per share (After exceptional Income/Loss) (₹) | (8.39) | (6.66) |
| Diluted earning per share (After exceptional Income/Loss) (₹) | (8.39) | (6.66) |

54. Borrowings:

- i) The Company has not defaulted in repayment of any borrowings from any lenders and interest as on the balance sheet date.
- ii) Borrowings are not guaranteed by personal guarantee of any of the director.
- iii) Statement of current assets filed by the Company with banks vis a vis the books of account.

| Quarter | ₹ in Lakhs | | | |
|---------|--|--|----------------------|--|
| | Inventories and Trade receivables as per the books of accounts (Rs.) | Inventories and Trade receivables as per the Stock statement (Rs.) | (Short)/Excess (Rs.) | Reason |
| Jun-23 | 8,136.77 | 7,850.31 | 286.46 | Receivables were reported net of advances from customer in stock statement |
| Sep-23 | 7,575.83 | 7,570.18 | 5.65 | Not Material |
| Dec-23 | 7,634.03 | 7,634.03 | — | Not Material |
| Mar-24 | 8,676.18 | 8,664.79 | 11.39 | Not Material |

- iv) Borrowings from banks used for the specific purpose for which it was taken as at the balance sheet date.

55. Particulars in respect of loans and advances in the nature of loans to related parties as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

The Company has not given loans and advances in the nature of loans.

56. The unpaid dividend of ₹ 298,154 for the year 2015-16 has been transferred to Investor Education & Protection Fund and there is no amount due as on 31st March, 2024 to be transferred to Investor Education & Protection Fund.

Notes of the Consolidated Financial Statements for the year ended 31st March, 2024

57. Details of Corporate Social Responsibility:

| (a) Sr. No. | Particulars | 2023-24 (₹ in Lakh) | 2022-23 (₹ in Lakh) |
|-------------|--|--|---|
| 1 | Amount required to be spent as per Section 135 of Companies Act 2013 | — | 10.64 |
| 2 | Amount spent during the year | | |
| | (a) Construction/Acquisition of Assets | — | — |
| | (b) On purpose other than above | 3.13 | 10.72 |
| 3 | Excess amount spent under Section 135 (5) | | |
| | (a) Carried forward opening balance Excess/Short | 0.08 | — |
| | (b) Amount required to be spent during the year | — | 10.64 |
| | (c) Actual amount spent/incurred during the year | 3.13 | 10.72 |
| | (d) The excess amount spent at the end of the year out of the amount required to be spent by the Company during the year | 3.13 | 0.08 |
| 4 | Nature of CSR activities | Programmes for welfare & sustainable development of the community at large | |
| 5 | Details of related party transactions, e.g.,contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard | No CSR transaction has been entered into with a related party | No CSR transaction has been entered into with a related party |
| (b) Sr. No. | Particulars | 2023-24 (₹ in Lakh) | 2022-23 (₹ in Lakh) |
| 1 | Health care | 1.00 | 4.00 |
| 2 | Setting up homes and hostels for orphans | 0.38 | 1.12 |
| 3 | Animal welfare | 0.50 | 2.00 |
| 4 | Education | — | 1.10 |
| 5 | Eradicating malnutrition | — | 1.50 |
| 6 | Training to promote sports activity | 1.25 | 1.00 |
| 7 | Empowering women | — | — |
| | Total | 3.13 | 10.72 |

58. Other Statutory Information :

- The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.
- During the year ended March 31, 2024, the company has not revalued any property, plant and equipment and intangible assets.
- There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.
- The Company do not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

- vi) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) 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
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - a) 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
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- ix) Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- xi) The Company have not declared willful defaulter by any banks or any other financial institution at any time during the financial year.
- xii) The title deeds of the freehold & leasehold lands, Buildings are registered in the name of the Company. No deeds are pending for registration in this regard.

59. Information about subsidiary:

- i) The consolidated financial statements includes information of the below mentioned subsidiary:

(₹ in lakhs)

| Name | Country of incorporation | Controlling interest | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|---------------------|--------------------------|----------------------|-----------------------------|-----------------------------|
| Bright Brothers LLC | United States of America | 100% | 83.08 | 62.61 |

- ii) The financial statements of each of the subsidiary are drawn up to the same reporting date i.e. year ended 31st March, 2024, for the purpose of consolidation.

- 60. There is only one foreign subsidiary company with insignificant transactions.

61. Additional Information to be given as required under Schedule III of the Companies Act, 2013.

| Sr. No. | Name of the Entity | 31st March, 2024 | | | | | | 31st March, 2023 | | | | | | | | | |
|---------|-----------------------------|---|-----------------|-------------------------------------|-----------------|-------------------------------------|--------------|---|--------------------------|---|---------------------------------|-----------------|-------------------------------------|-------------------------------------|--------------------------|-------------------------------------|---|
| | | Net Assets i.e Total Assets Minus Total Liabilities | | Share in Profit | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | | Net Assets i.e Total Assets Minus Total Liabilities | | Share in Profit | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
| | | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated Comprehensive income | As % of consolidated OCI | Amount | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated Comprehensive income |
| | Parent | | | | | | | | | | | | | | | | |
| 1 | Bright Brothers Limited | 103.02% | 6,969.34 | 64.97% | (309.66) | 101.68% | 36.33 | 62.00% | (273.33) | 100.51% | 7,299.48 | 90.52% | (342.21) | (20.41%) | 0.20 | 90.23% | (342.01) |
| | Foreign Subsidiaries | | | | | | | | | | | | | | | | |
| 1 | Bright Brothers LLC | (3.02%) | (204.57) | 35.03% | (166.94) | (1.68%) | (0.60) | 38.00% | (167.54) | (0.51%) | (37.02) | 9.48% | (35.85) | 120.41% | (1.18) | 9.77% | (37.03) |
| | | 100.00% | 6,764.77 | 100.00% | (476.60) | 100.00% | 35.73 | 100.00% | (440.87) | 100.00% | 7,262.46 | 100.00% | (378.06) | 100.00% | (0.98) | 100.00% | (379.04) |

62. The previous period's figures have been re-grouped/re-classified wherever required to conform to current year's classification. All figures of financials have been rounded off to nearest lakhs rupees.

The accompanying notes referred to herein form an integral part of the financial statements

As per our Report annexed
For GMJ & Co
Firm Registration No.: 103429W
Chartered Accountants

CA Madhu Jain
Partner
Membership No. 155537
UDIN : 241555 37BKCR PY5160

Mumbai, 13th May 2024

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
*Company Secretary &
Compliance Officer*

For and on behalf of the Board of Directors

Mr. Suresh Bhojwani
DIN: 00032966
*Chairman &
Managing Director*

Mr. Karan Bhojwani
DIN: 06423542
Mrs. Devika Bhojwani
DIN: 08355381
} *Whole Time Director*

Mr. K.Viswanath
DIN: 00547132
Mr. Anil Kumar Bhandari
DIN: 00031194
} *Independent Directors*

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New manufacturing unit at Hosur, Tamil Nadu