# ASSCHER ENTERPRISES LIMITED

## (FORMERLY INDIAN SEAMLESS ENTERPRISES LIMITED)

## Annual Report

## 2023-24

# COMPANY INFORMATION

| | | |
|---|---|---|
| **BOARD OF DIRECTORS** | : | Mr. B.R Taneja- Managing Director<br>Mr. N.V. Karbhase -Whole-time Director (up to June 30, 2024)<br>Mr. N.V. Karbhase - Director (w.e.f July 01, 2024)<br>Mr. Vilas C Raut- Whole-time Director designated as CEO (w.e.f. August 16, 2024)<br>Mr. V. Ravetkar-Director<br>Mr. Rajesh S Shah- Director<br>Mr. Dhananjay Prabhune-Director |
| **CHIEF FINANCIAL OFFICER** | : | Mr. Rajendra K Mangrulkar |
| **COMPANY SECRETARY** | : | Ms. Anchal Jaiswal |
| **AUDITORS** | : | M/s.V.K.Paradkar & Co.<br>Chartered Accountants |
| **BANKERS** | : | Bank of India<br>IDBI Bank Ltd. |
| **SHARE TRANSFER AGENTS** | : | **Link Intime India Private Limited**<br>(Formerly Known as Sharex Dynamic (India) Pvt. Ltd.)<br>C-101, 247 Park, LBS Marg,<br>Vikhroli West, Mumbai - 400 083 |
| **REGISTERED OFFICE** | : | 503, 5th Floor, Lunkad Sky Station Co-op<br>Premises Society Ltd, Viman Nagar,<br>Pune - 411 014<br>Phone:020 41255662 |
| **CIN** | : | U29000PN1995PLC090946 |
| **ISIN** | : | (i) Fully Paid-up Shares INE390E01019<br>(ii) Partly Paid-up Shares IN9390E01017 |
| **WEBSITE** | : | www.asscherent.com |
| **E-MAIL** | : | rnt.helpdesk@linkintime.co.in |

## BOARDS' REPORT

To,
The Members,
**Asscher Enterprises Limited**
(Formerly Indian Seamless Enterprises Limited)

Your directors present herewith the Twenty-Eighth Annual Report together with the Audited Accounts for the financial year ended on March 31, 2024.

**1. Financial Results:**

(₹ in Lakhs)
**Standalone**

| Particulars | Financial Year 2023-24 | Financial Year 2022-23 |
|---|---|---|
| **Gross Income** | **803.95** | 6297.21 |
| **Profit before Finance expenses and Depreciation** | **632.77** | 6020.65 |
| **Finance Expenses** | **8.75** | 84.30 |
| **Depreciation** | **44.10** | 43.85 |
| **Profit/(Loss) before exceptional item and tax** | **224.02** | 5892.50 |
| **Profit/(Loss) before tax** | **224.02** | 25928.06 |
| **Profit/(Loss) after Tax** | **164.68** | 22281.42 |

There is no amount proposed to be transferred to reserves.

**2. Dividend:**

Your directors do not recommend any dividend for the year ended on March 31, 2024.

**3. Directors and Key Managerial Personnel:**

As on March 31, 2024, the Company has five Directors with an optimum combination of Executive and Non-Executive Directors including two independent directors.

The Board approved the following appointment/ re-appointment/change in designation of Directors & Key Managerial Personnel of your Company since the last Annual General Meeting:

a. re- appointment of Mr. B R Taneja (DIN 00328615) as Managing Director of the Company for a period of one (1) year with effect from April 01, 2024 to March 31, 2025, liable to retire by rotation, subject to approval of Members.

b. re-appointment of Mr. N V Karbhase (DIN 00228836) as Whole-time Director for a period of three (3) months with effect from April 01, 2024 to June 30, 2024, subject to approval of the Members.

c. change in designation of Mr. N V Karbhase (DIN:00228836) from Whole-time Director to Non-executive Director (Non-Independent) with effect from July 01, 2024, liable to retire by rotation, subject to approval of the Members.

d. appointment of Mr. Vilas C Raut (DIN 00449061) as Additional Director designated as Whole-time Director designated as Chief Executive Officer ("CEO") of the Company w.e.f August 16, 2024, liable to retire by rotation, upon recommendation of Nomination & Remuneration Committee, subject to approval of the Members.

In accordance with the provisions of the Companies Act, 2013 ('Act') and Articles of Association of the Company, Mr. B R Taneja (DIN 00328615) retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking Shareholders' approval for his re-appointment along with other required details forms part of the AGM Notice.

Pursuant to the provisions of Section 149 of the Act, the Company has received declarations from Independent Directors confirming that they meet the criteria of independence as prescribed under the Act. The Board is assured that the Independent Directors of the Company possess adequate proficiency, experience, expertise and integrity.

**4. Board Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act.

The performance of the board & committees was evaluated by the Board after seeking inputs from all the directors based on criteria such as the composition and structure, effectiveness of board/ committee processes, information and functioning, etc.

At the board meeting, the performance of the Board, its committee and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board.

**5. Board Meetings and Independent Directors Meeting:**

The Board met 5 (Five) times during the year – June 30, 2023, September 20, 2023, December 14, 2023, February 12, 2024 & March 28, 2024. The intervening gap between the Meetings is within the period prescribed under the Act.

The Independent Directors met on March 28, 2024 in conformity to the stipulations provided in Schedule IV to the Act.

**6. Statutory Auditors:**

Pursuant to Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the Members of the Company at the Annual General Meeting held on September 30, 2022, approved the re-appointment of M/s. V. K. Paradkar & Co, Chartered Accountants (Firm Registration No.120527W) as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years i.e., from the conclusion of that AGM till the conclusion of the 31st AGM to be held in the year 2027.

As per the provisions of Section 139 of the Act, they have confirmed that the appointment is in accordance with the conditions as prescribed under the Act and applicable Rules and that they are not disqualified in terms of Section 141 of the Act.

The Auditor's Report does not contain any qualification or adverse remarks.

**7. Subsidiary and Associate Companies:**

On March 31, 2024, the Company has 2 (two) Indian subsidiaries. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached to the financial statements of the Company.

There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Effective from April 01, 2024, M/s. "Laurus Tradecon Private Limited" ceased to be a subsidiary of your company.

**8. Buyback of Equity Shares:**

The Board of Directors at its meeting held on January 09, 2023, approved a proposal to buy-back upto 10,62,000 equity shares of the Company (fully paid-up shares only) for an aggregate amount not exceeding INR 30,05,46,000 /- (Indian Rupees Thirty Crore Five Lakhs & Forty-Six Thousand Only) ("Maximum Buy-back Offer Size") at a price of INR 283/- (Indian Rupees Two Hundred Eighty-Three Only) per equity share ("Maximum Buy-Back Offer Price"). The shareholders approved the same on February 16, 2023, by way of a special resolution through postal ballot. A Letter of Offer was made to all eligible shareholders and subsequently Company bought back 10,62,000 fully paid-up shares at a price of INR 283/-.

The Offer size of the Buyback was less than 25% of the total paid-up equity share capital and free reserves of the Company as per latest audited standalone accounts of the Company for the period ended November 30, 2022. The Buyback represented 9.50% of the total fully issued and paid-up Equity Share capital of the Company, as on November 30, 2022. The payment of buyback consideration was made on April 06, 2023 and the shares were extinguished on April 17, 2023.

The Shareholders' payout with respect to buyback including tax on buyback (including transaction costs, other incidental and related expenses) of Rs.3585.99 Lakhs were offset from Securities Premium Account of the Company.

**9. Transfer to Capital Redemption Reserves Account:**

Pursuant to the provisions of Section 69 of the Companies Act, 2013, a sum equal to the nominal value of the shares so purchased on account of Buyback has been transferred to Capital Redemption Reserve account and details of such transfer have been disclosed in the balance sheet.

**10. Deposits from Public**

The Company has not accepted or invited any deposits from the public under Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

**11. Directors' Responsibility Statement:**

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors make the following statement:

i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

ii) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 2024 and of the profit of the Company for that year;

iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) that the Directors have prepared the annual accounts on a going concern basis;

v) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**12. Extract of Annual Return:**

As required under the provisions of the Companies Act, 2013, latest Annual Return is hosted on the Company's website and can be accessed from the link www.asscherent.com.

**13. Conservation of Energy, Technology Absorption:**

There is no information to be provided in terms of Section 134(3)(m) of the Act and rules made thereunder.

**14. Foreign Exchange Earnings and Outgo:**

There are no transactions in Foreign Exchange to report.

**15. Policy on Directors Appointment and Criteria:**

The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters is available on the website of the Company www.asscherent.com.

**16. Particulars of Loans, Guarantees and Investments:**

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been mentioned in Notes to the enclosed Financial Statements.

**17. Risk Management:**

The company financial risk activities are governed by appropriate policies and procedures and that financial risk are identified, measured, and managed in accordance with the companies' policies and risk objectives.

The Board has put in place suitable risk measures to mitigate risks affecting the existence of the Company.

**18. Internal Financial Controls System & their adequacy:**

The company has established adequate Internal Financial Controls by laying down policies and procedures to ensure the efficient conduct of its business, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information commensurate with the operations of the Company.

**19. Audit Committee:**

Pursuant to Section 177 of the Companies Act, 2013, an Audit Committee constituted by the Board of Directors consists of 3 (three) directors with independent Director forming a majority. The Audit Committee met 2 times during the period under review.

**20. Details of Frauds reported by Auditors:**

There are no frauds against the Company reported by the Auditors for the period under review.

**21. Registrar and Share Transfer Agent:**

Link Intime India Private Limited (Formerly Known as Sharex Dynamic (India) Private Limited (Sharex) continue to act as Registrar and Share Transfer Agent (RTA) to handle queries/ correspondences related to dematerialization of shares, transfer of shares as well as other share related activities of the Company.

The shareholders may contact the RTA at following address:

**Link Intime India Pvt. Ltd.**
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai - 400033
T: 022-49186000/7506054546
F: 49186060 Web: http://www.linkintime.co.in

**22. Corporate Social Responsibility:**

CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. A brief outline of the CSR policy of the Company and the expenditure incurred by the Company on CSR activities during the year are set out in Annexure A of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**23. Contracts and Arrangements with Related Parties:**

During the financial year, the Company has not entered into any material transaction with any of its related parties, which have potential conflict with the interest of the Company at large. All the contracts / arrangements / transactions entered into with related parties were in the ordinary course of business and on arm's length basis. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is enclosed herewith as Annexure B.

In accordance with the requirements prescribed under Companies Act, 2013 and Accounting Standard -24 on Related Party disclosures, the details of transactions with related parties are disclosed in Notes to Financial Statements for the year ended 31st March 2024.

**24. Compliance With Secretarial Standard:**

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/ AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

**25. General:**

i. There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

ii. There is no change in the nature of the business of the Company.

iii. During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

iv. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

v. Your directors further state that the Company has complied with the applicable Secretarial Standards.

vi. The Company is not required to maintain Cost records under Section 148(1) of the Companies Act, 2013.

**26. Acknowledgement:**

The Directors thank the bankers, customers, vendors, investors, stakeholders, and academic partners for their continuous support.

The Directors appreciate and value the contribution made by every member of the Asscher family.

**For and on behalf of Board of Directors**

| | |
|---|---|
| **B. R. Taneja** | **N. V. Karbhase** |
| Managing Director | Director |

Place: Pune
Date: 16th August, 2024

## Annexure A

## Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year Ended March 31, 2024

1. **Brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

   The Corporate Social Responsibility Policy of the Company has been developed in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

   As per the CSR Policy, Company can undertake any of the programme or activities as mentioned in Schedule VII of the Companies Act, 2013 and which will include any modification or amendment thereof. The web-link to the CSR policy http://www.asscherent.com/CSR_Policy.pdf.

2. **The Composition of the CSR Committee.**

   Section 135 (9) of the Act as introduced by the Companies (Amendment) Act, 2020 provides for an exemption from the requirement to constitute a CSR Committee to certain companies.

   Accordingly, CSR Committee has been dissolved on February 04, 2021 & expenditure and other activities regarding CSR shall be discharged by the Board of Directors.

3. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not applicable

4. Details of CSR amount required to be spent for the Financial Year 2023-24

| | | |
|---|---|---|
| a. | Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013 | Rs. 184,151,282/- |
| b | Two percent of average net profit of the Company as per sub-section (5) of section 135 | Rs. 3,683,026/- |
| c | Surplus arising out of CSR projects or programme/ activities of previous financial years | Nil |
| d | Amount required to be set off for the financial year, if any Nil | Nil |
| e | Total CSR obligation for the financial year (4b+4c-4d) | Rs. 3,683,026/- |

5. **Details of CSR amount spent for the Financial Year 2023-24**

| | | |
|---|---|---|
| a | Amount spent on CSR (both Ongoing Project and other than Ongoing Project) | Rs. 3,684,000/-* |
| b | Amount spent in Administrative Overheads. | Nil |
| c | Amount spent on Impact Assessment, if applicable. | Nil |
| d | Total amount spent for the Financial Year [(a)+(b)+(c)]. | Rs. 3,684,000/-* |

* CSR Amount of Rs. 3,683,026/- has been rounded off to the nearest thousand.

6. **Manner in which the CSR amount spent for the Financial Year 2023-24**

| (1) | (2) | (3) | (4) | (5) | (6) |
|---|---|---|---|---|---|
| **S. No.** | **CSR activities identified under Schedule VII as per second proviso to section 135(5)** | **Sector under which the activities/project is covered** | **Projects or programs or Activities undertaken within:**<br>**1. Local area or other**<br>**2. Specify the state and the district where projects or programs are undertaken** | **Total CSR Amount Spent for the Financial Year 2023-24** | **Amount spent direct/through implementing agency** |
| 1 | Donation to Medical Foundation | Government Sector | Local Area | Rs. 30,00,000/- | Direct |
| 2 | Donation to School | Government Sector | Local Area | Rs. 6,84,000/- | Direct |
| **TOTAL AMOUNT** | | | | **Rs. 36,84,000/-** | |

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.** N.A.

7. **A responsibility statement of the CSR Committee/Board that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.**

The implementation and monitoring of the CSR Policy is in compliance with CSR objectives and policy of the Company.

8. **Details of Unspent CSR amount for the preceding three financial years:**

| S. No | Preceding Financial Year | Amount transferred to Unspent CSR Account under Section 135 (6) | Amount in Unspent CSR Account under Section 135 (6) | Amount spent in the reporting Financial Year | Amount transferred to a Fund as specified under Schedule VII as per second proviso Section 135(5), if any | | Amount remaining to be spent in succeeding financial years | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount | Date of transfer | | |
| - | - | - | - | - | - | - | - | |

9. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Yes No

**If yes, enter the number of Capital assets created/ acquired:** Not Applicable

10. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135 (5) –** Not Applicable

For and on behalf of Board of Directors

**B. R. Taneja**
Managing Director

**N. V. Karbhase**
Director

Place: Pune
Date: 16th August, 2024

## Annexure B

## FORM NO. AOC -2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2024, which were not at arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis:**

| | | |
|---|---|---|
| a. | Name of related party & nature of relationship | Taneja Aerospace & Aviation Limited ("TAAL")-Subsidiary Company |
| b. | Nature of contracts/ arrangements/ transactions | Inter Corporate Deposit |
| c | Duration of contracts/ arrangements/ transactions | 6 Months (Further Extended by 3 Months) |
| d | Salient terms of contracts/ arrangements/ transactions including the value, if any | a. Total ICD Approved- Rs. 3 Crores<br>b. ICD Given to (**"TAAL"**) – Rs. 75 Lakhs On 09.01.2024<br>c. ICD Repaid by (**"TAAL"**) – Rs. 75 Lakhs On 27.02.2024<br>d. Balance - NIL |
| e | Date of approval by the Board, if any | 14.12.2023 |
| f | Amount paid as advances, if any | None |

For and on behalf of Board of Directors

**B. R. Taneja**
Managing Director

**N. V. Karbhase**
Director

Place: Pune
Date: 16th August, 2024

# INDEPENDENT AUDITOR'S REPORT

To the Members of Asscher Enterprises Limited

(Formerly Indian Seamless Enterprises Limited)

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

1. We have audited the accompanying Standalone Financial Statements of Asscher Enterprises Limited (Formerly Indian Seamless Enterprises Limited) ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of material accounting policy information and other explanatory information ('the Standalone Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('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 31 March 2024, and its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs 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 Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

5. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

6. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

7. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the State of Affairs, Profit and Other Comprehensive Income, Changes in Equity and Cash Flows of the Company in accordance with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the Standalone Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    12.1 Identify and assess the risks of material misstatement of the 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.

    12.2 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 with reference to standalone financial statement in place and the operating effectiveness of such controls.

    12.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    12.4 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 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.

    12.5 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

16. As required by The Companies (Auditor's Report) Order, 2016 issued by the Central Government of India (Ministry of Corporate Affairs) in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

17. As required by section 143 (3) of the Act, we report, to the extent applicable, that:

    17.1 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;

    17.2 In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 18.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    17.3 The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

17.4 In our opinion, the aforesaid Standalone Financial Statements comply with the AS specified under Section 133 of the Act read with the relevant rules thereunder.

17.5 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 is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164 (2) of the Act.

17.6 The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 17.2 above on reporting under Section 143(3)(b) and paragraph 18.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

17.7 With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

17.8 In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

18. 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:

18.1 The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its Standalone Financial Statements – Refer Note 4.1 to the Standalone Financial Statements;

18.2 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

18.3 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

18.4 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;

18.5 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;

18.6 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 para 18.4 and 18.5, contain any material misstatement

18.7 In our opinion and according to information and explanation given to us, the Company has not declared or paid dividend during the year, accordingly compliance with section 123 of the Act by the Company is not applicable.

18.8 Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account that have a feature of recording audit trail (edit log) facility and the audit trail feature has operated throughout the year for all relevant transactions recorded in the software.

In case of database level administrative and direct data changes in the accounting software, we are unable to comment on whether the audit trail feature has been enabled and operated throughout the year due to unavailability of appropriate audit evidences. Based on our procedures performed for the accounting software, other than audit trail at the aforementioned databases level where we are unable to comment, we did not notice any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

**For V.K. Paradkar & CO**
**Chartered Accountants**
**Firm's registration No.: 120527W**

**V.K. Paradkar**
**Proprietor**
**Membership No.: 17151**
**UDIN No : 24017151BKAMFH5649**

**Place : Pune**
**Date : 16 August, 2024**

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 16 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited) on the Standalone financial statements as of and for the year ended 31st March, 2024]

i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ("PPE") and relevant details of right-of-use assets.

b) The Company does not hold any intangible assets.

c) The Company has physically verified all the items of PPE and right-of-use at regular dintervals considering the size of the company and nature of asset. As informed to us, no material discrepancies have been noticed on such verification.

d) According to the information and explanation furnished to us and on the basis of our examination of the records of the Company Title Deeds of Immovable Properties (Other than Immovable Properties where the Company is the lessee and Lease Agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements are held in the name of Company. In respect of immovable properties taken on lease and disclosed as Right of Use Asset ("ROU") in the Standalone Financial Statements, the Lease Agreements are registered in the name of the Company.

e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

f) According to the information and explanations given to us, the records examined by us, 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 Company does not hold any inventory at the year end and hence reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties except Inter Corporate Deposit to subsidiary company, in respect of which the requisite information are as below:

a. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company during the year has not provided any loan to its Subsidiary Company except loans granted in earlier years and remaining outstanding during the year the details are given below:

**(₹ in Lakhs)**

| Particulars | Loan to Subsidiary |
|---|---|
| Aggregate amount during the year | |
| - Inter Corporate Deposit to Subsidiary Company | 150.00 |
| Balance outstanding as at balance sheet date | |
| - Inter Corporate Deposit to Subsidiary Company | 150.00 |

b. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the Inter Corporate Deposit granted loan during the year are prima facie, not prejudicial to the interest of the company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of Inter Corporate Deposit, in our opinion the repayment of principal has been stipulated and repayments have been generally regular.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of Inter Corporate Deposit given. Further, we are unable to comment on the overdue amounts in respect of loans where terms of repayment have not been stipulated.

e. In our opinion and on the basis of information and explanations given to us, no loans have fallen due during the year. Hence, reporting under clause 3 (iii) (e) is not applicable.

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence the provisions stated in paragraph 3 (v) of the order are not applicable to the Company.

vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the order are not applicable to the Company.

vii. a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Wealth Tax, Sales Tax, Value added Tax, Value Added tax, Cess and all other statutory dues with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts in respect of such statutory dues which have remained outstanding as at March 31, 2024 for a period of more than six months from the day they become payable.

b) According to information and explanation given to us, there are no disputed dues with statutory authorities which have not been deposited on account of disputes.

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) In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holder, as applicable to the company.

b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) The Company has not taken any term loan during the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable

x. The Company did not raise any money by way of initial public offer, further public offer (including debt instruments), preferential allotment/ private placement of shares or convertible debentures and hence reporting on clause 3 (x) of the Order is not applicable.

xi. Based upon the audit procedures performed by us and according to the information and explanations given to us

a) No fraud on or by the Company has been noticed or reported during the year.

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) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

xiv. a) The Company has an internal audit system in place. In our opinion and based on our examination, we are of the opinion that the internal audit system is required to be strengthened in certain areas 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. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

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) and (b) of the Order is not applicable.

b) According to the information and explanation given to us, the Company is not a Core Investment Company (CIC) and there is no CIC within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (c) and (d) of the Order is not applicable

xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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. According to the information and explanation given to us, the Company has complied with the provision of CSR Activities as specified under Section 135(5) of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable for the year.

**For V.K. Paradkar & CO**
**Chartered Accountants**
**Firm's registration No.: 120527W**

**V.K. Paradkar**
**Proprietor**
**Membership No.: 17151**
**UDIN No : 24017151BKAMFH5649**

**Place : Pune**
**Date : 16 August, 2024**

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 17.7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited) on the Standalone financial statements for the year ended March 31, 2024])

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the standalone financial statements of the company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to standalone financial statements of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited) as of that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Company's internal financial controls with reference to standalone financial statements 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") issued by the ICAI and the Standards on Auditing 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 with reference to standalone financial statements were 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statement included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to standalone financial statements.

**Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V.K. Paradkar & CO**
**Chartered Accountants**
**Firm's registration No.: 120527W**

**V.K. Paradkar**
**Proprietor**
**Membership No.: 17151**
**UDIN No : 24017151BKAMFH5649**

**Place : Pune**
**Date : 16 August, 2024**

**Balance Sheet as at March 31, 2024**

**(₹ in Lakhs)**

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| (a) Property, Plant and Equipments | 1.1 | **1,319.73** | 1,330.09 |
| (b) Capital Work in Progress | 1.1 | **4,298.60** | - |
| (b) Financial Assets | | | |
| i) Investments | 1.2 | **38,599.55** | 41,855.28 |
| ii) Loans | 1.3 | **1,425.00** | 725.00 |
| | | **45,642.88** | 43,910.37 |
| **CURRENT ASSETS** | | | |
| (a) Financial Assets | | | |
| i) Investments | 1.4 | **4,897.50** | 1,730.83 |
| ii) Cash and Cash equivalents | 1.5 | **350.45** | 3,455.43 |
| iii) Other Financial Assets | 1.6 | **44.89** | 20.73 |
| b) Current Tax Assets (Net) | 1.7 | **43.77** | 36.63 |
| c) Other Current Assets | 1.8 | **102.38** | 50.83 |
| | | **5,438.98** | 5,294.45 |
| **TOTAL** | | **51,081.86** | 49,204.82 |
| **EQUITY AND LIABLITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share Capital | 1.9 | **1,022.56** | 1,128.76 |
| (b) Other Equity | 1.10 | **45,418.95** | 43,119.13 |
| | | **46,441.51** | 44,247.89 |
| **LIABLITIES** | | | |
| **NON CURRENT LIABILITIES** | | | |
| (a) Financial Liabilities | | | |
| i) Lease Liabilities | 1.11 | **44.99** | 32.49 |
| (b) Provisions | 1.12 | **7.14** | 15.43 |
| (c) Deferred Tax Liabilities (Net) | 1.13 | **3,386.32** | 3,737.89 |
| | | **3,438.45** | 3,785.81 |
| **CURRENT LIABILTIES** | | | |
| (a) Financial Liabilities | | | |
| i) Lease Liabilities | 1.14 | **14.16** | 31.81 |
| ii) Trade Payables | 1.15 | | |
| Dues of Micro and Small Enterprises | | **-** | - |
| Dues of Creditors other than Micro and Small Enterprises | | **1,057.24** | 1,057.24 |
| iii) Other Financial Liabilities | 1.16 | **37.88** | 21.63 |
| (c) Other Current Liabilities | 1.17 | **41.17** | 16.73 |
| (b) Provisions | 1.18 | **51.46** | 43.71 |
| | | **1,201.90** | 1,171.12 |
| **TOTAL** | | **51,081.86** | 49,204.82 |
| Significant Accounting Policies | 3 | | |
| Notes to Accounts | 4 | | |

As per our report of even date
**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
PROPRIETOR
M. No.17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : Pune
Date : 16 August, 2024
UDIN - 24017151BKAMFH5649

Place : Pune
Date : 16 August, 2024

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024**

**(₹ in Lakhs)**

| | **Particulars** | **Note No.** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|---|---|
| I | Revenue from operations | 1.19 | **-** | - |
| II | Other Income | 1.20 | **803.95** | 6,297.21 |
| III | **TOTAL INCOME (I+II)** | | **803.95** | 6,297.21 |
| IV | **EXPENSES** | | | |
| | Employee Benefits Expense | 1.21 | **180.57** | 185.42 |
| | Finance Costs | 1.22 | **8.75** | 84.30 |
| | Depreciation and Amortisation expenses | 1.1 | **44.10** | 43.85 |
| | Other Expenses | 1.23 | **309.67** | 91.14 |
| | CSR Expenses | | **36.84** | - |
| | **TOTAL EXPENSES (IV)** | | **579.93** | 404.71 |
| V | **PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEM AND TAX (III - IV)** | | **224.02** | 5,892.50 |
| VI | **EXCEPTIONAL ITEM** | | | |
| | Gain on reclassification of Investment in Associate (Refer Note No. 4.2 ) | | **-** | 20,035.56 |
| VII | **PROFIT/(LOSS) BEFORE TAX (V + VI)** | | **224.02** | 25,928.06 |
| VIII | **TAX EXPENSES** | | - | |
| | Current Year Tax | | **1,150.00** | 691.79 |
| | Deferred Tax Expenses | | **(1,090.66)** | 2,954.85 |
| | **Total Tax Expenses** | | **59.34** | 3,646.64 |
| IX | **PROFIT/(LOSS) FOR THE YEAR (VII - VIII)** | | **164.68** | 22,281.42 |
| X | **OTHER COMPREHENSIVE INCOME** | | | |
| | **a) Items that will not be reclassified to profit and loss** | | | |
| | i) Net Gain / (Loss) on Fair Valuation of Equity Instruments through OCI | | **6,458.14** | 12,038.27 |
| | ii) Remeasurement of Defined benefit plan | | **2.07** | 1.99 |
| | iii) Income tax effect on above | | **(739.08)** | (1,402.74) |
| | **Total Other Comprehensive Income** | | **5,721.13** | 10,637.52 |
| XI | **TOTAL COMPREHENSIVE INCOME (IX + X)** | | **5,885.81** | 32,918.94 |
| XII | Earning Per Equity Share (Face Value of Rs 10/- each) (Refer Note No. 4.10 ) | | **1.59** | 195.46 |
| | Significant Accounting Policies | 3 | | |
| | Notes to Accounts | 4 | | |

As per our report of even date
**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
PROPRIETOR
M. No.17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : Pune
Date : 16 August, 2024
UDIN - 24017151BKAMFH5649

Place : Pune
Date : 16 August, 2024

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**

**(₹ in Lakhs)**

| | Particulars | 2023-24 | | 2022-23 | |
|---|---|---|---|---|---|
| i | **CASH FLOW FROM OPERATING ACTIVITIES** | | | | |
| | **Net Profit/ (Loss) Before Tax** | | **224.02** | | 25,928.06 |
| | Adjustments For: | | | | |
| | Depreciation and Amortisation expenses | **44.10** | | 43.85 | |
| | Profit on Sale of Investments | **-** | | (5,764.98) | |
| | Gain on reclassification of Investment in Associates | **-** | | (20,035.56) | |
| | Fair Valuation of Investments | **(66.54)** | | | |
| | Interest Income | **(33.43)** | | (25.85) | |
| | Advance written off | **0.55** | | - | |
| | Finance Costs | **8.75** | | 84.30 | |
| | Dividend received | **(703.93)** | **(750.50)** | (506.38) | (26,204.62) |
| | **Operating profit / (loss) before working capital changes** | | **(526.48)** | | (276.56) |
| | Adjustments for: | | | | |
| | Trade and Other Receivables | **(777.19)** | | 168.50 | |
| | Trade Payables and Other Liabilities | **42.21** | **(734.98)** | (712.84) | (544.34) |
| | **Cash generated from/(used in) operations** | | **(1,261.46)** | | (820.90) |
| | Direct taxes paid (Net of refunds) | | **(1,157.13)** | | (678.45) |
| | **Net cash flow from/(used in) operating activity (A)** | | **(2,418.59)** | | (1,499.34) |
| ii | **CASH FLOW FROM INVESTING ACTIVITIES:** | | | | |
| | Purchase of Property,Plant and Equipments (including Capital Work In Progress) | **(4,300.98)** | | (1,251.32) | |
| | Purchase of Investment | **(15,764.71)** | | (6,500.08) | |
| | Interest Received | **33.43** | | 25.85 | |
| | Proceeds from sale of Investment | **22,378.46** | | 12,691.30 | |
| | Amount paid on buyback of shares | **(3,005.46)** | | - | |
| | Taxes paid on buyback of shares (Including expenses) | **(686.73)** | | - | |
| | **Net Cash Used in Investing Activities** | | **(1,345.99)** | | 4,965.75 |
| iii | **CASH FLOW FROM FINANCING ACTIVITIES:** | | | | |
| | Interest Paid | **(2.13)** | | (106.84) | |
| | Payment of Lease Rent | **(35.58)** | | (35.32) | |
| | Payment of interest on Lease Liabilities | **(6.62)** | | (4.38) | |
| | Dividend Income | **703.93** | | 506.38 | |
| | Proceeds/ (Repayment) from/of borrowing (net) | **-** | | (424.00) | |
| | **Net Cash from Financing Activities** | | **659.60** | | (64.16) |
| | **Net Increase/ (Decrease) in Cash and Cash Equivalents** | | **(3,104.98)** | | 3,402.24 |
| | Cash and Cash Equivalents at the beginning of the year ( Refer Note No 1.6 ) | | **3,455.43** | | 53.19 |
| | Cash and Cash Equivalents at the end of the year ( Refer Note No 1.6 ) | | **350.45** | | 3,455.43 |
| | **Net Increase/( Decrease) in Cash & Cash Equivalents** | | **(3,104.98)** | | 3,402.24 |

As per our report of even date

**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
PROPRIETOR
M. No.17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : Pune
Date : 16 August, 2024
UDIN - 24017151BKAMFH5649

Place : Pune
Date : 16 August, 2024

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Note No - 1.1 - PROPERTY, PLANTS AND EQUIPMENTS AND CAPITAL WORK IN PROGRESS**

**A) PROPERTY, PLANTS AND EQUIPMENTS**

**(₹ in Lakhs)**

| Particulars | Owned assets (Land) | Office Equipments | Vehicles | @ Right to Use of Assets - Office Premises | Total |
|---|---|---|---|---|---|
| **Gross Block** | | | | | |
| **As at March 31, 2022** | | **2.41** | **165.76** | **18.65** | **186.82** |
| Additions | 1,250.59 | 0.73 | - | 94.67 | 1,345.99 |
| Disposals | - | - | - | 18.65 | 18.65 |
| **As at March 31, 2023** | 1,250.59 | **3.14** | **165.76** | **94.67** | **1,514.16** |
| Additions | **-** | **0.83** | **1.55** | **31.36** | **33.74** |
| Disposals | **-** | **-** | **-** | **-** | **-** |
| **As at March 31, 2024** | **1,250.59** | **3.97** | **167.31** | **126.03** | **1,547.90** |
| **Accumulated Depreciation** | | | | | |
| **As at March 31, 2022** | **-** | **2.03** | **143.37** | **13.47** | **158.87** |
| Charge for the year | - | 0.34 | 6.50 | 37.01 | 43.85 |
| Disposals | - | - | - | 18.65 | 18.65 |
| **As at March 31, 2023** | **-** | **2.37** | **149.87** | **31.83** | **184.07** |
| Charge for the year | - | 0.34 | 4.78 | 38.98 | 44.10 |
| Disposals | - | | | | - |
| **As at March 31, 2024** | **-** | **2.71** | **154.65** | **70.81** | **228.17** |
| **Net Block** | | | | | |
| **As at March 31, 2024** | **1,250.59** | **1.26** | **12.66** | **55.22** | **1,319.73** |
| **As at March 31, 2023** | **1,250.59** | **0.77** | **15.89** | **62.84** | **1,330.09** |

@ Title deeds of lease agreements for the leased premises are held in the name of the Company.

**B) CAPITAL WORK IN PROGRESS**

**(₹ in Lakhs)**

| Particulars | As at April 1,2023 | Additions | Transfer | As at March 31,2024 | As at April 1,2022 | Additions | Transfer | As at March 31,2023 |
|---|---|---|---|---|---|---|---|---|
| Capital Work In Progress | **-** | **4,298.60** | **-** | **4,298.60** | **-** | **-** | **-** | **-** |

Capital Work in Progress is a under construction of office premises

Note: Capital Work in Progress ageing as at March 31, 2024 is less than one year (previous year - Nil)

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Note No. 1.2 NON-CURRENT ASSETS - FINANCIAL ASSETS - INVESTMENTS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Investment in Equity Instruments** | | |
| **a) In Subsidiary Companies - Unquoted (At Cost)** | | |
| Laurus Tradecon Private Ltd | **29.42** | 29.42 |
| 2,80,741 ( March 31, 2023 : 2,80,741) Equity shares of Rs 10 each fully paid | | |
| **b) In Subsidiary Companies - Quoted (At Cost)** | | |
| **Taneja Aerospace & Aviation Ltd.** | **4,185.71** | 2,185.71 |
| 1,32,23,099 (March 31, 2023 :1,26,53,299 ) Equity Shares of Rs 5 each fully paid. | | |
| **c) In Associate Companies - Quoted (At Cost)** | | |
| **TAAL Enterprises Limited** | **0.16** | 0.16 |
| 582 (March 31, 2023 : 577) Equity Shares of Rs 10 each fully paid. | | |
| **d) In Other Companies - Quoted (At fair value through Other Comprehensive Income)** | | |
| **ISMT Limited (Refer Note No. 4.7)** | | |
| 3,95,53,958 (March 31, 2023 : 5,40,20,151) Equity Shares of Rs 5 each fully paid. | **34,384.26** | 39,639.99 |
| **Total** | **38,599.55** | 41,855.28 |
| Aggregate amount of unquoted investments | **29.42** | 29.42 |
| Aggregate amount of quoted investments - At Cost | **9,755.77** | 9,792.92 |
| Aggregate amount of quoted investments - At Market Value | **85,433.99** | 56,162.19 |

**Note No. 1.3 NON-CURRENT ASSETS - FINANCIAL ASSETS -LOANS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Unsecured Loans** | | |
| to Subsidiary Company | **150.00** | 150.00 |
| to Others | **1,275.00** | 575.00 |
| **Total** | **1,425.00** | 725.00 |

**NOTE NO. 1.4 CURRENT FINANCIAL ASSETS - INVESTMENTS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **a) Investments in Mutual Funds - Quoted (Fair value through OCI)** | | |
| i) SBI Liquid Fund Reqular Growth | **1,248.11** | 762.24 |
| (Units 33,321.322 , Previous Value : 21,802.647) | | |
| ii) Kotak Liquid Fund Reqular Growth | **1,248.13** | 968.59 |
| (Units 25,788.408 , Previous Value : 21,441.523 ) | | |

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **b) Investments in Commercial Paper- Unquoted (Fair value through Profit and Loss)** | | |
| i) Avendus Finance Pvt Ltd | **2,401.25** | - |
| ( Units 500 , Previous Value : Nil ) | | |
| **Total** | **4,897.49** | 1,730.83 |
| Aggregate amount of quoted investments - At Cost | **2,425.83** | 1,692.51 |
| Aggregate amount of unquoted investments - At Cost | **2,334.72** | - |
| Aggregate amount of quoted investments - At Market Value | **2,496.24** | 1,730.83 |
| Aggregate amount of unquoted investments - At Market Value | **2,401.25** | - |

**Note No. 1.5 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| i) Balances with Banks | **285.44** | 3,283.71 |
| ii) Cash on Hand | **0.67** | 0.13 |
| iii) Deposits With Banks (maturity less than 3 months) | **64.34** | 171.59 |
| **Total** | **350.45** | 3,455.43 |

**Note No. 1.6 CURRENT FINANCIAL ASSETS - OTHERS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Secutiry Deposits | **9.50** | 9.91 |
| Other Advances recoverable | **35.39** | 10.82 |
| **Total** | **44.89** | 20.73 |

**Note No. 1.7 CURRENT TAX ASSETS (NET)**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Taxes Paid | **1,885.88** | 728.74 |
| Less : Provision for Tax | **1,842.11** | 692.11 |
| **Total** | **43.77** | 36.63 |

**Note No. 1.8 OTHER CURRENT ASSETS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balance with Government Authorities | **102.30** | 40.69 |
| Prepaid expenses | **0.08** | 10.14 |
| **Total** | **102.38** | 50.83 |

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Note No. 1.9 EQUITY SHARE CAPITAL**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Authorised :-** | | |
| 1,20,00,000 ( 31 March, 2023 : 1,20,00,000) Equity shares of Rs. 10/- each | **1,200.00** | 1,200.00 |
| | **1,200.00** | 1,200.00 |
| **Issued , Subscribed and Paid up** | | |
| 1,13,99,606 (31 March, 2023 : 1,13,99,606) Equity share of 10/- Each fully paid | **1,139.96** | 1,139.96 |
| Less : Buy back of Shares | **106.20** | - |
| Less:- Calls in arrears | **11.20** | 11.20 |
| | **1,022.56** | 1,128.76 |

The company has only one class of issued shares having par value of Rs. 10 /- each. Holders of equity shares is entitled to one Vote per Share

Calls Unpaid by Directors & Officers- NIL

**The reconciliation of number of shares outstanding and the amount of share capital is set-out below**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Equity Shares in Numbers | Amount in Lakhs | Equity Shares in Numbers | Amount in Lakhs |
| Shares outstanding at the beginning of the year | **1,11,75,668** | **1,128.76** | 1,11,75,668 | 1,128.76 |
| Amount received on unpaid call during the year | **-** | **-** | - | - |
| Less : Shares bought back during the year | **10,62,000** | **106.20** | - | - |
| Calls unpaid | **2,23,938** | **11.20** | 2,23,938 | 11.20 |
| **Shares outstanding at the end of the year** | **1,03,37,606** | **1,033.76** | 1,13,99,606 | 1,139.96 |

**The Details of shareholders holding more than 5% Equity Shares (fully paid up) in the Company**

| Name of Share Holders (Equity) | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares held | % holding | No. of Shares held | % holding |
| Vishkul Enterprises Pvt Ltd | **74,85,725** | **72.41%** | 74,85,725 | 65.67% |

**The details of Shares held by its Holding Company**

| Name of Share Holders (Equity) | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares held | % holding | No. of Shares held | % holding |
| Vishkul Enterprises Pvt Ltd | **74,85,725** | **72.41%** | 74,85,725 | 65.67% |

During the period of five years immediately preceding the balance sheet date , there are no shares issued without payment being received in cash and issued as bonus shares by the Company.

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Shareholding Pattern of Promoters :**

**PROMOTERS SHAREHOLDING AS ON MARCH 31, 2024 & MARCH 31, 2023**

| Shareholder's Name | Shareholding at the end of the year(March 31, 2024) | | | | | Shareholding at the end of the year(March 31, 2023) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | No. of Shares | | | % of total Shares of the company | % change in share holding during the year | No. of Shares | | | % of total Shares of the company | % change in share holding during the year |
| | Fully Paid Up | Partly Paid Up | Total | | | Fully Paid Up | Partly Paid Up | Total | | |
| Vishkul Enterprises Private Limited | 74,85,149 | - | 74,85,149 | 72.41% | 6.74% | 74,85,725 | - | 74,85,725 | 65.67% | 0.00 |
| Misrilall Mines Private Limited | 24949 | - | 24949 | 0.24% | -1.90% | 243588 | 0 | 243588 | 2.14% | 0.00 |
| Misrilall Properties Private Limited | 550 | - | 550 | 0.01% | -0.04% | 5367 | 0 | 5367 | 0.05% | 0.00 |
| Savitri Devi Sureka | 1,39,963 | - | 1,39,963 | 1.35% | -0.35% | 1,93,929 | 0 | 1,93,929 | 1.70% | 0.00 |
| Ramesh Sureka | 77,545 | - | 77,545 | 0.75% | -0.20% | 1,07,972 | 0 | 1,07,972 | 0.95% | 0.00 |
| A K Jain (HUF) | 9,914 | 344 | 10,258 | 0.10% | -0.75% | 96,806 | 344 | 97,150 | 0.85% | 0.00 |
| Salil Taneja | 93,342 | - | 93,342 | 0.90% | 0.08% | 93,342 | 0 | 93,342 | 0.82% | 0.00 |
| Tara Jain | 9,368 | - | 9,368 | 0.09% | -0.71% | 91,481 | 0 | 91,481 | 0.80% | 0.00 |
| Mini Sureka | 76,774 | - | 76,774 | 0.74% | -0.20% | 1,07,192 | 0 | 1,07,192 | 0.94% | 0.00 |
| Shiv Kumar Jain | 2,953 | - | 2,953 | 0.029% | -0.22% | 28,834 | 0 | 28,834 | 0.25% | 0.00 |
| Ashok Kumar Jain | - | - | - | - | -0.002% | 186 | 0 | 186 | 0.002% | 0.00 |
| Akshay Jain | 9,166 | 15,809 | 24,975 | 0.24% | -0.68% | 89,510 | 15,809 | 1,05,319 | 0.92% | 0.00 |
| Shashi Taneja | - | - | - | 0.00% | 0.00% | 46 | - | 46 | 0.00% | 0.00 |
| Rohin Sureka | 1,13,520 | - | 1,13,520 | 1.10% | -0.20% | 1,47,901 | 0 | 1,47,901 | 1.30% | 1.17% |
| Raghav Banka | 522 | - | 522 | 0.01% | -0.04% | 5,095 | 0 | 5,095 | 0.04% | 0.00 |
| Rahul Banka | 531 | - | 531 | 0.01% | -0.04% | 5,188 | 0 | 5,188 | 0.05% | 0.00 |
| Aayushi Jain | 560 | - | 560 | 0.01% | -0.04% | 5,464 | 0 | 5,464 | 0.05% | 0.00 |
| Renu Jain | 2,735 | - | 2,735 | 0.03% | -0.21% | 26,710 | 0 | 26,710 | 0.23% | 0.00 |
| Siddharth Banka | 512 | - | 512 | 0.00% | -0.04% | 5,000 | 0 | 5,000 | 0.04% | 0.00 |
| Manju Banka | 12,992 | - | 12,992 | 0.13% | -0.08% | 22,952 | 0 | 22,952 | 0.20% | 0.11% |
| **Total** | 80,61,045 | 16,153 | 80,77,198 | 78.13% | 1.13% | 87,62,288 | 16,153 | 87,78,441 | 77.01% | 0.20% |

The Board of Directors of Company, at its meeting held on January 9, 2023, approved a proposal to buy-back its fully paid-up equity shares of face value of Rs 10/- each from the eligible equity shareholders of the Company for an aggregate amount not exceeding Rs. 3005.46 Lakhs, being 9.5% of the total paid up equity share capital at Rs. 283 per equity share. The Shareholders approved the same on February 16,2023 by way of special resolution through postal ballot. A letter of offier was made to all eligible shareholders. The Company bought back 10,62,000 fully paid-up equity shares out of the Shares that were tendered by eligible shareholders and extinguished the equity share on April 17, 2023. Capital redemption reserve was created to the extent of share capital extinguished (i.e. Rs.106.20 Lakhs) The excess cost of buy-back of Rs. 2899.26 Lakhs (Including Rs.11.31 Lakhs towards transaction cost of buy-back) over par value of shares and corresponding tax on buy-back of Rs. 686.73 Lakhs were offset from security premium.

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**NOTE NO. 1.10 OTHER EQUITY**

(₹ in Lakhs)

| Particulars | Reserve and Surplus | | | | Items of Other Comprehensive Income (OCI) | | Total |
|---|---|---|---|---|---|---|---|
| | Security Premium | General Reserve | Retained Earnings | Capital Redemption Reserve | Equity Instruments through OCI | Remeasure-ment of Defined benefit Plan | |
| **As at April 1, 2022** | **5,017.12** | **1,869.14** | **3,313.95** | **-** | **(0.02)** | **-** | **10,200.19** |
| Adjustments: | | | | | | | |
| Add : Fair Valuation of Investment through OCI | - | - | - | | 10,636.04 | 1.48 | 10,637.52 |
| Add: Profit / (Loss) for the year | - | - | 22,281.42 | | | | 22,281.42 |
| Add /(Less) :Derecognition of equity instruments through OCI | - | - | 2.25 | | (2.25) | - | - |
| **As at March 31, 2023** | **5,017.12** | **1,869.14** | **25,597.62** | **-** | **10,633.77** | **1.48** | **43,119.13** |
| Adjustments: | | | | | | | |
| Add/(Less) : Reclasification adjustments | | | (31.63) | | 31.63 | | - |
| Add : Fair Valuation of Investment through OCI | - | - | - | | 5,719.06 | 2.07 | 5,721.13 |
| Add: Profit / (Loss) for the year | - | - | 164.68 | | - | | 164.68 |
| Less :Amount paid on buyback of shares (Refer Note No-4.21) | (2,899.26) | - | - | - | - | - | (2,899.26) |
| Less : Taxes paid on buyback of shares (Including expenses) | (686.73) | - | - | - | - | - | (686.73) |
| Add / (Less) : Transferred to Capital Redemption Reserve | (106.20) | - | - | 106.20 | - | - | - |
| Add /(Less) :Derecognition of equity instruments through OCI | - | - | 3,805.92 | - | (3,805.92) | - | - |
| **As at March 31,2024** | **1,324.93** | **1,869.14** | **29,536.59** | **106.20** | **12,578.55** | **3.55** | **45,418.95** |

**NATURE AND PURPOSE OF RESERVES**

**A Security Premium**

The amount received in excess of face value of the equity shares is recognized in Securities Premium Reserve.

**B General Reserve**

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders.

**C Retained Earnings**

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

**D Capital Redemption Reserve**

Capital Redemption Reserve is creteted in terms of Section 69 of the Company's Act 2013 on account of Buyback of Equity shares during the Financial Year 2023-24

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Note No. 1.11 NON CURRENT LIABILITIES - FINANCIAL LIABILITIES - LEASE LIABILITIES**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| Lease Liability (Refer Note No 4.15(c)) | **44.99** | 32.49 |
| **Total** | **44.99** | 32.49 |

**Note No. 1.12 - NON CURRENT PROVISIONS**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| **Provision For Employee Benefits** | | |
| i) Gratuity (Refer Note No 4.9) | **4.81** | 12.64 |
| ii) Leave Encashment | **2.33** | 2.79 |
| **Total** | **7.14** | 15.43 |

**Note No. 1.13 DEFERRED TAX LIABILITIES (NET)**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| **Deferred Tax Liability** | | |
| Fair valuation of Investment designated as FVTOCI | **3,386.32** | 3,737.89 |
| **Total** | **3,386.32** | 3,737.89 |

**Note No. 1.14 CURRENT LIABILTIES - FINANCIAL LIABILITIES - LEASE LIABILITIES**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| Lease Liabilities (Refer Note No 4.15(c)) | **14.16** | 31.81 |
| **Total** | **14.16** | 31.81 |

**Note No. 1.15 CURRENT LIABILTIES - FINANCIAL LIABILITIES - TRADE PAYABLES**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| i) Dues of Micro and Small Enterprises (Refer Note No 4.5) | **-** | - |
| ii) Dues of Creditors other than Micro and Small Enterprises | **1,057.24** | 1,057.24 |
| **Total** | **1,057.24** | 1,057.24 |

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**Outstanding for following periods Particulars from due date of payment**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| Unbilled Dues | - | - |
| Not Due | - | - |
| Less than 1 year | - | 1,057.24 |
| 1-2 years | - | - |
| 2-3 years | **1,057.24** | - |
| More than 3 years | - | - |
| **Total** | **1,057.24** | 1,057.24 |

**Note No. 1.16 CURRENT LIABILTIES - FINANCIAL LIABILITIES - OTHER FINANCIAL LIABILITIES**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| Other Liabilities | **37.88** | 21.63 |
| **Total** | **37.88** | 21.63 |

**Note No. 1.17 CURRENT LIABILITIES - OTHER CURRENT LIABILITIES**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| Other Liabilities | **41.17** | 16.73 |
| **Total** | **41.17** | 16.73 |

**Note No. 1.18 CURRENT PROVISIONS**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| **Provision For Employee Benefits** | | |
| i) Gratuity (Refer Note No 4.9) | **21.08** | 12.52 |
| ii) Leave Encashment | **30.37** | 31.19 |
| **Total** | **51.45** | 43.71 |

**NOTE NO. 1.19 REVENUE FROM OPERATIONS**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| Sales - Trading | - | - |
| **Total** | - | - |

# NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

## NOTE NO. 1.20 OTHER INCOME

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| Dividend received | **703.93** | 506.38 |
| Interest on others | **32.91** | 24.83 |
| Interest on Income Tax Refund | **-** | 0.56 |
| Interest Income for financial assets measured at amortized cost | **0.52** | 0.46 |
| Miscellaneous Income | **0.05** | - |
| Profit on Sale of Investments | **-** | 5,764.98 |
| Fair Valuation of Investments | **66.54** | - |
| **Total** | **803.95** | 6,297.21 |

## Note No. 1.21 EMPLOYEE BENEFITS EXPENSE

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| i) Salaries, wages Bonus and Allowances | **174.54** | 178.12 |
| ii) Contribution to Provident Fund and Other Funds | **4.29** | 5.79 |
| iii) Staff Welfare Expenses | **1.74** | 1.51 |
| **Total** | **180.57** | 185.42 |

## Note No. 1.22 FINANCE COSTS

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| Interest Expenses | **2.13** | 79.92 |
| Interest on Lease Liability | **6.62** | 4.38 |
| **Total** | **8.75** | 84.30 |

## Note No. 1.23 OTHER EXPENSES

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| Audit Fees | **2.25** | 2.25 |
| Advertisment Expenses | **0.29** | - |
| Lease Rent | **0.60** | 1.80 |
| Insurance | **3.96** | 4.04 |
| Electricity Charges | **2.90** | 2.27 |
| Travelling expense | **5.75** | 14.00 |
| Professional & Legal fees | **269.85** | 27.96 |
| Membership Fees | **-** | 1.50 |
| GST Expenses | **-** | 0.09 |
| Miscellaneous expenses | **24.07** | 37.23 |
| **Total** | **309.67** | 91.14 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**2. Corporate Information**

ASSCHER ENTERPRISES LIMITED (Formerly known as INDIAN SEAMLESS ENTERPRISES LTD) (“the Company”) is a Public Limited Company incorporated in India (CIN: U29000PN1995PLC090946) having its registered office in Pune. The Company is mainly engaged in Trading of Tubes, Investments and consultancy services.

These Standalone Financial statements for the year ended March 31, 2024 were approved for the issue by the Board of Directors vide their Board meeting dated August 16, 2024.

**3. Significant Accounting Policies**

**3.1 Basis of Preparation:**

The Financial Statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the of the Companies Act 2013 (“Act”) read with Companies (Indian Accounting Standards) Rules, 2016 and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities (including financial instruments) which have been measured at fair value at the end of each reporting period as explained in the accounting policies stated below.

**3.2 Functional and presentation currency and Rounding off of the amounts:**

The functional and presentation currency of the company is Indian Rupees. These standalone Financial Statements are presented in Indian Rupees and all values are stated in Rupees except otherwise indicated.

**3.3 Current versus Non-current classification**

The Company has classified all its assets and liabilities under Current and Non-current as required by Ind AS 1- Presentation of Financial Statements. The Asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for purpose of trading;
- Expected to be realized 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

All liabilities are current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

All other Liabilities are classified as Non-current.

**3.4 Revenue Recognition:**

The Company derives revenue primarily from Trading of Tubes, Investments and Consultancy Services

The Company follows specific recognition criteria as described below before the revenue is recognized.

**i Sales**

**a) Sales of Goods:**

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by delivering a promised goods or service to customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment but excluding taxes or duties collected on behalf of the government and net of returns and allowances, trade discounts and volume rebates.

**b) Professional fees:**

Revenue from professional fees is recognized upon by reference to the stage of completion of service and the amount of revenue can be measured reliably.

**ii Other Operating Revenue**

Other Operating Revenue comprises of following items:

- Dividend Income
- Operating Lease Income

Dividend Income are recognized on receipt basis.

Revenue from Operating Lease is recognized on a straight line basis.

**3.5 Property, Plant and Equipment’s:**

i Property, Plant and Equipment are stated at their original cost of acquisition including taxes, duties, freight, other incidental expenses related to acquisition and installation of the concerned assets and excludes refundable taxes and duties.

ii 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 entity and the cost can be measured reliably. 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. All other repairs and maintenance costs are recognized as expense in Statement of Profit and Loss as and when incurred.

iii All incidental expenses incurred during project implementation, for the project as well as trial run expenses are treated as expenditure during construction and are capitalized.

**3.6 Depreciation:**

i Depreciation on Plant & Machinery is provided as per the useful life specified in Part 'C' of Schedule II of the Companies Act, 2013 on Straight Line Method.

ii Deprecation on Vehicle is provided as per the useful life specified Part 'C' of Schedule II of the Companies Act, 2013 on Written Down Value Method.

iii In case of additions to and deletion from Fixed Assets, depreciation is charged on a pro-rata basis from the date of addition/till the date of deletion.

**3.7 Inventories:**

Closing Stock of Finished Goods is valued at cost or net realisable value whichever is less.

**3.8 Employee Benefits:**

**i. Defined Contribution Plan**

The Company makes defined contribution to Provident Fund and Superannuation Schemes, which are recognized in the statement of profit and loss on accrual basis.

**ii. Defined Benefit Plan**

- **Leave Encashment:**

  The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

- **Unfunded Gratuity:**

  The Company provides for gratuity obligations through a Defined Benefits Retirement plan ('The Gratuity Plan') covering all employees. The present value of the obligation under such Defined benefits plan is determined based on actuarial valuation using the Project Unit Credit method with actuarial valuations being carried out at the end of each reporting period.

Re-measurements, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

**3.9 Foreign Currency Transactions:**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities at the Balance Sheet date are translated at the exchange rate prevailing on the date of Balance Sheet.

Exchange rate differences resulting from foreign currency transactions settled during the period including year-end translation of assets and liabilities are recognized in the Statement of Profit and Loss.

Non-monetary assets, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the initial 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. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in Other Comprehensive Income (OCI) or Statement of Profit and Loss are also recognized in OCI or Statement of Profit and Loss, respectively).

**3.10 Cash and cash equivalents:**

Cash and cash equivalents comprise Cash on Hand and at Bank and demand deposits with banks which are short-term, highly liquid investments with original maturities of three months or less, that are readily convertible into a known amount of cash and which are subject to an insignificant risk of changes in value.

**3.11 Leases :**

**As a Lessee**

The Company Leased Assets consist of leases for Office Premises. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. 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 the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and (iii) the Company has the right to direct the use of the asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received..

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company’s estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of Profit and Loss if the carrying amount of the right-of-use asset has been reduced to zero.

**3.12 Fair Value Measurement: -**

The Company measures certain financial instruments at fair value at each balance sheet date. Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values and the valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. as derived from prices)

Level 3 — inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**3.13 Financial instruments:**

A Company recognizes financial assets and financial liabilities when it becomes party to the contractual provision of the instrument.

**I. Financial Assets:**

**a) Initial recognition and measurement:**

Financial assets are initially measured at its fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the concerned financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair through profit or loss are recognized immediately in profit or loss. However, trade receivable that do not contain a significant financing component are measured at transaction price.

b) **Subsequent measurement:**

For subsequent measurement, the company classifies financial asset in following broad categories:

i. **Financial asset carried at amortized cost (net of any write down for impairment, if any):**

Financial Assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized costs using Effective Interest Rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the Statement of Profit and Loss. Cash and bank balances, trade receivables, loans and other Financial Asset of the company are covered under this category.

ii. **Financial Asset carried at FVTOCI:**

Financial asset under this category are measured initially as well as at each reporting date at fair value, when asset is held with a business model whose objective is to hold asset for both collecting contractual cash flows and selling Financial Assets. Fair value movements are recognized in the other comprehensive income.

iii. **Financial asset carried at FVTPL:**

Financial asset under this category are measured initially as well as at each reporting date at fair value. Changes in fair value are recognized in the Statement of Profit and Loss.

c) **Investment in Subsidiaries:**

Investments in Subsidiaries are recorded at cost and reviewed for impairment at each reporting date

d) **Other Equity Instruments:**

All other equity instruments are measured as fair value, with value changes recognized in Statement of Profit and Loss, except for those equity instrument for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

e) **Derecognition:**

A Financial Asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Company has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the Financial Asset.

f) **Impairment of Financial Asset:**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through Statement of Profit and Loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Company 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.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

For Trade Receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the Receivables. The Company uses historical default rates to determine impairment loss on the portfolio of Trade Receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other Assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'

**II. Financial Liabilities:**

**a) Initial recognition and measurement:**

The Company recognizes a Financial Liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. Company classifies all Financial Liabilities as subsequently measured at amortised cost or FVTPL.

All Financial Liabilities are recognized initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial Liabilities include trade and other payables, loans and borrowings including bank overdrafts.

**b) Subsequent measurement:**

Financial Liabilities are carried at amortized cost using the Effective Interest Rate (EIR) method. For trade and other payable maturing within one year from balance sheet date, the carrying amount approximate fair value due to short maturity of these instruments

**c) Derecognition of Financial Liabilities:**

A Financial Liability is derecognized 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 recognized in the Statement of Profit and Loss.

**III. 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 an intention to settle on a net basis, or to realise the Assets and settle the Liabilities simultaneously.

**3.14 Segment accounting:**

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Executive Committee, the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

**3.15 Earnings per Share**

Basic Earnings per Share is calculated by dividing the net profit for the year attributable to the Shareholders of the Company and weighted average number of shares outstanding during the year.

Diluted Earnings per Share is calculated by dividing the net profit for the year attributable to the shareholders of the Company and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference Shares and Debentures, except where the result would be anti-dilutive. Potential equity Shares that are converted during the year are included in the calculation of diluted Earnings per share, from the beginning of the year or date of issuance of such potential Equity Shares, to the date of conversion.

**3.16 Provision for Current and Deferred Tax: -**

The tax expense for the period comprises Current and Deferred tax. Taxes are recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised in the Comprehensive Income or in Equity. In which case, the tax is also recognised in the comprehensive income or in Equity

**Current tax:**

Provision for Current tax is made on the basis of relevant provision of The Income Tax Act, 1961 as applicable to the Financial Year.

**Deferred tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary timing difference. Deferred tax assets are recognized for deductible temporary differences. to the extent that they are probable that taxable profit will be available against which the deductible temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the reporting date.

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**3.17 Impairment of non-financial Assets:**

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, Asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an Asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the Assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**3.18 Provision, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when the company has present obligation (legal or constructive) as a result of past event and it is probable that 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. The expense related to a provision is presented in the statement of Profit and Loss net of any reimbursement/contribution towards provision made.

If the effect of the time value of money is material, estimate for the provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the Provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

**Contingent Liability:**

Contingent Liabilities are not provided and are disclosed in Notes on Accounts. A disclosure for a Contingent Liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**3.19 Events occurring after the Balance Sheet Date**

Events occurring after the Balance Sheet date and till the date on which the Financial Statements are approved, which are material in the nature and indicate the need for adjustments in the Financial Statements have been considered

**3.20 Standards issued but not yet effective:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would have been applicable to the Company from April 1, 2023.

**3.21 Key accounting judgments', estimates and assumptions:**

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of Assets or Liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

In particular, information about significant areas of estimates and judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements are as below:

a. Assessment of functional currency (Refer Note No 3.2);

b. Financial instruments (Refer Note No 3.13);

c. Estimates of useful lives and residual value of PPE (Refer Note No 3.5);

d. Impairment of financial and non-financial assets (Refer Note No 3.13 and 3.17);

e. Valuation of Inventories (Refer Note No 3.7);

f. Allowances for uncollected Trade Receivable and Advances (Refer Note No 3.13);

h. Evaluation of recoverability of deferred tax assets (Refer Note No 3.16); and

i. Contingencies and Provisions (Refer Note No 3.18).

Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**4.1 CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Contingent Liabilities** | | |
| Corporate guarantees for Banking facilities / Term Loan granted to Subsidiary | **Nil** | Nil |
| **Commitments** | | |
| Capital Commitments - (Under construction of office premises) | **487.89** | Nil |

**4.2** The Company was holding 47.11% equity Shares in ISMT Limited (ISMT)and classified the said investment as 'Investment in Associates' in financial statement at cost. On March 10, 2022 Kirloskar Ferrous Industries Limited (KFIL) has acquired majority stake in ISMT (i.e. 51.25% of the post issue paid- up share capital) and accordingly became a holding company. This resulted into reduction of Company's shareholdings in ISMT from 47.11% to 22.97%.

In the financial year 2022-23, the Company has sold 1,50,00,000 equity shares of ISMT to Kirloskar Industries Ltd which has reduced its holdings from 22.97% to 15.97% in ISMT. Accordingly, ISMT ceased to be Associate Company and on the date of ceasing as Associate of ISMT, Gain/(Loss) on reclassification of the Investment in ISMT is recognized as exceptional item in the statement of profit and loss account and further the Company has opted to recognize balance investment holdings in ISMT at fair value through Other Comprehensive Income w.e.f. March 31,2023.

Also, during the financial year 2023-24, the Company has sold 1,44,66,193 equity shares of ISMT to Kirloskar Industries Ltd, which has further reduced its investment from 15.97% to 13.16%.

**4.3** In the opinion of the Board of Directors the Current Assets, Loans and Advances are approximately of the value stated, if realised in ordinary course of business.

**4.4 Segment Reporting :**

Company's operating Segments are established on the basis of those components of the Company that are evaluated regularly by the Management as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

The Company has two segments - Trading and Investment,

Revenue and Expenses have been identified to a Segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on the reasonable basis have been disclosed as unallocable.

Segment Assets and Segment Liabilities represent assets and liabilities in respective Segments. Investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis have been included under "Unallocable Assets / Liabilities".

**For the Financial Year 2023-24**

**(₹ in Lakhs)**

| Particulars | Trading | Investment | Unallocable | Total |
|---|---|---|---|---|
| Segment Revenue | - | 770.47 | 33.48 | 803.95 |
| Segment Result after exceptional item and before Finance Costs & Tax | - | 770.47 | (537.70) | 232.77 |
| Less: Finance Costs | - | - | - | 8.75 |
| Profit/(Loss) before Tax | - | - | - | 224.02 |
| Less: Tax Expenses | - | - | - | 59.34 |
| Profit/ (Loss) After Tax | - | - | - | 164.68 |
| Other Information | | | | |
| Segment Assets | - | 43,497.04 | 7,584.82 | 51,081.86 |
| Segment Liabilities | 1,057.24 | - | 3,583.11 | 4,640.35 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**For the Financial Year 2022-23**

(₹ in Lakhs)

| Particulars | Trading | Investment | Unallocable | Total |
|---|---|---|---|---|
| Segment Revenue (Including Exceptional Item) | - | 26,306.92 | 25.85 | 26,332.77 |
| Segment Result before Finance Costs & Tax | - | 26,306.92 | (294.57) | 26,012.36 |
| Less: Finance Costs | | | | 84.30 |
| Profit/(Loss) before Tax | | | | 25,928.06 |
| Less: Tax Expenses | | | | 3,646.64 |
| Profit/ (Loss) After Tax | | | | 22,281.42 |
| Other Information | | | | |
| Segment Assets | - | 43,586.11 | 5,618.71 | 49,204.82 |
| Segment Liabilities | 1,057.24 | - | 3,899.70 | 4,956.93 |

**4.5 Dues to Micro and Small Enterprises**

There are no Micro, Small and Medium Enterprise suppliers as defined under the provisions of "Micro, Small, Medium Enterprises Development Act, 2006". There are no dues to such suppliers as on March 31, 2024.

**4.6 Related Party Transactions.**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during the reporting periods, are:

**Name and Relationships of the Related Parties:**

**I Key Management Personnel(KMP)**

| Name of the Related Party | Designation |
|---|---|
| B.R. Taneja | Managing Director |
| N. V. Karbhase | Whole Time Director (upto June 30, 2024) and Director w.e.f. July 01, 2024 |

**II Entities where control exists**

**Holding Company**
Vishkul Enterprises Private Limited.

**Subsidiary Companies**
Laurus Tradecon Private Limited (Ceased w.e.f. 01-April-2024)
Taneja Aerospace & Aviation Ltd

**Associate Companies**
ISMT Ltd. (Up to 24-November 2022)
TAAL Enterprises Ltd
Sarod Realty Pvt Ltd

**i Details of Transaction with Key Management Personnel:**

(₹ in Lakhs)

| Particulars | | 2023-24 | 2022-23 |
|---|---|---|---|
| 1. | Managerial Remuneration | **126.00** | 126.00 |
| 2. | Sitting Fees | **3.90** | 5.40 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**ii Details of transactions with Subsidiary and Associate Companies:**

**(₹ in Lakhs)**

| Nature of Transactions / Relationship | Subsidiary Company | | Associate Company | |
|---|---|---|---|---|
| | **2023-24** | 2022-23 | **2023-24** | 2022-23 |
| **Transactions** | | | | |
| Interest Income on Inter Corporate Deposits | **16.00** | 12.02 | | |
| Inter Corporate Deposit Repaid | **-** | 424.00 | **-** | - |
| Inter Corporate Deposit given | **75.00** | 150.00 | **-** | - |
| Inter Corporate Deposit received back | **75.00** | - | **-** | - |
| Repaid Promoter Contribution - ISMT Ltd. | **-** | 200.00 | **-** | - |
| **Outstanding as on Balance Sheet Date** | | | | |
| Inter Corporate Deposit Receivable | **150.00** | 150.00 | **-** | - |
| Interest Receivable | **24.32** | 10.82 | **-** | - |

**Transactions entered with Associate Company and Subsidiary Company**

1 **Taneja Aerospace & Aviation Ltd**

Inter Corporate Deposit given of Rs.75.00 Lakhs (Previous Year Rs.Nil) and the same has been repaid during the year. Interest received of Rs.1.00 Lakhs (Previous Year Rs.Nil)

2 **Sarod Realty Pvt Ltd**

Inter Corporate Deposit repaid- Rs. Nil ( Previous Year Rs 424.00 Lakhs)

3 **Laurus Tradecon Pvt Ltd**

Inter Corporate Deposit Given- Rs. Nil ( Previous Year Rs 150.00 Lakhs)
Interest Income received of Rs.15.00 Lakhs (Previous Year Rs.12.02 Lakhs)

**4.7** As required under section 186(4) of the Companies Act, 2013, the particulars of loans and guarantees given and investments made during the year are as follows

**(₹ in Lakhs)**

| Name of Entity | Nature of transaction and material terms | Purpose for which loan / guarantee proposed to be utilized by the recipient | Balance as on March 31, 2024 | Balance as on March 31, 2023 |
|---|---|---|---|---|
| Laurus Tradecon Pvt Ltd - Subsidiary Company | Inter Corporate Deposit | Inter Corporate Deposit provided and carry interest. | **150.00** | 150.00 |

**4.8 Income tax expense**

**A The major components of Income Tax expenses for the year are as under:**

**(₹ in Lakhs)**

| Particulars | **2023-24** | 2022-23 |
|---|---|---|
| **I) Income Tax recognised in the statement of profit and loss** | | |
| Current tax | **1,150.00** | 691.79 |
| Deferred Tax | **(1,090.66)** | 2,954.85 |
| Previous Year tax | **-** | - |
| **Total Income Tax recognised in the statement of profit and loss** | **59.34** | **3,646.64** |
| **II) Income Tax recognised in Other Comprehensive Income** | | |
| Income Tax | **-** | 0.31 |
| Deferred Tax | **(739.08)** | 1,402.43 |
| **Total Income Tax recognised in Other Comprehensive Income** | **(739.08)** | **1,402.43** |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**B Reconciliation of tax expense and the accounting profit for the year is under:**

**(₹ in Lakhs)**

| Particulars | 2023-24 | 2022-23 |
|---|---|---|
| **Accounting Profit before Income Tax expenses** | **224.02** | 25,928.06 |
| Enacted tax rates in India (%) | **25.17%** | 25.63% |
| Expected income tax expenses | **56.38** | 6,645.36 |
| **Tax Effect of :** | | |
| Expenses not deductible | **(13.61)** | 5.17 |
| Differential tax rate | **7.11** | (3,624.27) |
| Accelerated capital allowances | **9.47** | 9.31 |
| Carried forward loss adjusted | **-** | (8.32) |
| **Income tax expense recognised in Statement of Profit and Loss** | **59.34** | 3,027.26 |
| Adjustments recognised in current year in relation to the current tax of earlier years (MAT Credit Entitlement) | **-** | 619.38 |
| **Income Tax Expenses** | **59.34** | 3,646.64 |
| **Effective Tax Rate (%)** | **26.49%** | 11.68% |

**C Deferred Tax Assets / Liabilities**

The Company has recognised / not recognised Deferred Tax Assets in the absence of the virtual certainty with convincing evidence that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised.

**Significant components of Deferred Tax Assets & Liabilities recognized in Financial Statements**

**As at March 31, 2024**

**(₹ in Lakhs)**

| **Particulars** | As at April 1, 2023 | **Charged / (credited) to Statement of income** | **Charged / (credited) to OCI** | **As at March 31, 2024** |
|---|---|---|---|---|
| **Tax effect of item constituting deferred tax liabilities** | | | | |
| Fair valuation of Investment designated as FVTOCI | 3,737.89 | (1,090.66) | 739.08 | **3,386.32** |
| | 3,737.89 | (1,090.66) | 739.08 | **3,386.32** |
| **Tax effect of item constituting deferred tax assets** | | | | |
| **i) MAT Credit Entitlement** | - | - | - | **-** |
| | - | - | - | **-** |
| **Net deferred tax asset/ (liability)** | 3,737.89 | (1,090.66) | 739.08 | **(3,386.32)** |

**As at March 31, 2023**

**(₹ in Lakhs)**

| Particulars | As at April 1, 2022 | Charged / (credited) to Statement of income | Charged / (credited) to OCI | As at March 31, 2023 |
|---|---|---|---|---|
| Tax effect of item constituting deferred tax liabilities | | | | |
| Fair valuation of Investment designated as FVTOCI | - | 2,335.97 | 1,401.92 | 3,737.89 |
| | - | 2,335.97 | 1,401.92 | 3,737.89 |
| Tax effect of item constituting deferred tax assets | | | | |
| i) MAT Credit Entitlement | 619.38 | 619.38 | - | - |
| | 619.38 | 619.38 | - | - |
| Net deferred tax asset/ (liability) | 619.38 | 2,955.36 | 1,401.92 | (3,737.89) |

**4.9 Retirement benefit obligations**

**Defined benefit plan - Unfunded Gratuity**

**Gratuity**

The Company during the year, has provided for gratuity liability on actuarial valuation basis as prescribed under Ind AS19 "Employee Benefits". Accordingly, the Company offers its employees, defined benefit plans in the form of gratuity. Commitments are actuarially determined at the year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of Other Comprehensive Income as remeasurement of defined benefit plan. Company maintains gratuity scheme through unfunded plan.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss, remeasurement expenses in Other Comprehensive Income and amounts recognized in the balance sheet.

**i) Changes in Present Value of defined Benefit Obligation during the year**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Present value of Defined Benefit Obligation at the beginning of the year** | **4.81** | 12.64 |
| Opening addition of liability on adoption of actuarial valuation | **20.36** | 11.83 |
| Interest cost | **1.86** | 1.69 |
| Current service cost | **0.94** | 0.99 |
| Benefits paid from the fund | **-** | - |
| Actuarial (Gains)/Losses on Obligations | | |
| Due to Change in Financial Assumptions | **0.04** | (0.37) |
| Due to Experience | **(2.11)** | (1.62) |
| **Present value of Defined Benefit Obligation at the end of the year** | **25.89** | 25.17 |

**ii. Net (asset)/liability recognized in the balance sheet**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Present Value of Benefit Obligation at the end of the year | **25.89** | 25.17 |
| Fair Value of Plan Assets at the end of the year | **-** | - |
| **Net (asset)/liability recognized in the balance sheet** | **25.89** | 25.17 |

**iii) Expenses recognized in the statement of profit and loss for the year**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Current Service Cost | **0.94** | 0.99 |
| Opening addition of liability on adoption of actuarial valuation | **20.36** | 11.83 |
| Past Service Cost | **-** | - |
| Net Interest Cost | **1.86** | 1.69 |
| Expenses recognized in statement of Profit and Loss | **23.16** | 14.51 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**iv) Recognized in other comprehensive income (OCI) for the year**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Actuarial (Gains)/Losses on Obligations** | | |
| Due to Change in Demographic Assumptions | **-** | - |
| Due to Change in Financial Assumptions | **0.04** | (0.37) |
| Due to Experience | **(2.11)** | (1.62) |
| Return on Plan assets, excluding interest income | **-** | - |
| **Net (Income)/Expense For the year recognized in OCI** | **(2.07)** | (1.99) |

**v) Actuarial assumptions**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Rate of Discounting | **7.20%** | 7.40% |
| Rate of Salary Increase | **9.00%** | 9.00% |
| Rate of Employee Turnover | **3.00%** | 2.00% |

**vi) Maturity profile of defined benefit obligation**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Within 1 year | **30.27** | 12.52 |
| 1-2 Year | **0.05** | 10.47 |
| 2-3 Year | **0.05** | 0.11 |
| 3-4 Year | **0.06** | 0.12 |
| 4-5 Year | **0.06** | 0.14 |
| 5-10 Year | **0.37** | 0.29 |

**vii) Sensitivity analysis for significant assumptions is as below**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting year, while holding all other assumptions constant. The results of sensitivity analysis is given below:

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Projected Benefit Obligation on Current Assumptions | | |
| Delta Effect of +1% Change in Rate of Discounting | **32.45** | 24.51 |
| Delta Effect of -1% Change in Rate of Discounting | **33.00** | 25.93 |
| Delta Effect of +1% Change in Rate of Salary Increase | **32.95** | 25.78 |
| Delta Effect of -1% Change in Rate of Salary Increase | **32.48** | 24.62 |
| Delta Effect of +1% Change in Rate of Employee Turnover | **32.98** | 25.08 |
| Delta Effect of -1% Change in Rate of Employee Turnover | **32.38** | 25.27 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

**Leave Encashment:**

The Company's employees are entitled for compensated absences which are allowed to be accumulated and encashed as per the Company's policies. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using "Projected Unit Credit Method". Accordingly, Rs. 32.70 lakhs (Previous Year Rs. 33.98 lakhs on actual basis) being liability as at the year-end for compensated absences as per actuarial valuation has been provided in the accounts.

**4.10 Earnings per Share**

Net Profit available to Equity holders of the Company used in the basic and diluted Earnings Per Share was determined as follows:

**(₹ in Lakhs)**

| **Particulars** | **2023-24** | 2022-23 |
|---|---|---|
| Net Profit / (Loss) for the year attributable to Equity Shareholders | **164.68** | 22,281.42 |
| Weighted Average Number of Equity Shares outstanding for basic and diluted | **1,03,37,606** | 1,13,99,606 |
| Nominal Value of Equity Shares (Rs.) | **10.00** | 10.00 |
| Earnings Per Share (Rs.) (Basic and Diluted) | **1.59** | 195.46 |

**4.11 Miscellaneous Expenses includes:**

**(₹ in Lakhs)**

| **Particulars** | **2023-24** | 2022-23 |
|---|---|---|
| Printing & Stationery | **0.27** | 0.83 |
| Profession Tax | **0.03** | 0.03 |
| Repairs Maintenance – Others | **7.82** | 9.20 |
| Postage and Telephone expenses | **0.64** | 0.35 |
| Office and General Expenses | **2.85** | 3.74 |
| Subscription | **0.90** | 1.19 |
| Books & Periodicals | **0.15** | 0.31 |
| E Voting Charges | **0.25** | 0.12 |
| TDS Written Off | **0.55** | 0.44 |
| RTA and Depository Expenses | **3.41** | - |
| Security Charges | **7.20** | - |
| Brokerage | **-** | 0.87 |
| Supervision Charges | **-** | 19.59 |
| Processing Charges | **-** | 0.56 |
| **Total** | **24.07** | 37.23 |

**4.12 Financial risk management**

The Company's Financial Liabilities comprise mainly of Borrowings, Trade Payables and other payables. The Company's Financial Assets comprise mainly of Investments, Cash and Cash equivalents, other balances with banks and other receivables.

Company has exposure to following risks arising from financial instruments:

a) Credit risk

b) Liquidity risk

c) Market risk

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**Risk management framework**

Company's Board of Directors has overall responsibility for establishment of Company's risk management framework. Management is responsible for developing and monitoring Company's risk management policies, under the guidance of Audit Committee. Management identifies, evaluate and analyses the risks to which the company is exposed to and sets appropriate risk limits and controls to monitor risks and adherence to limits.

Management periodically reviews its risk policy and systems to assess need for changes in the policies to adapt to the changes in market conditions and align the same to the business of the Company. Management through its interaction and training to concerned employees aims to maintain a disciplined and constructive control environment in which concerned employees understand their roles and obligations.

**a) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from amount due from Associate Company, Trade Receivable and other receivables. For other Financial Assets, the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

**b) Liquidity risk.**

Liquidity risk is the risk that Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Company closely monitors its liquidity position and deploys a robust cash management system.

**c) 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 two types of risks;

a) Interest rate risk

b) Currency risk and;

Financial instruments affected by market risk includes investments, trade payables, loans and other financial instruments.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of the Non-Financial Assets and Liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks.

**d) Interest rate risk and sensitivity**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is very low. The Company has not used any interest rate derivatives.

**Foreign currency risk and sensitivity**

The Company is not exposed to currency risk on account of its borrowings and other payables. The functional currency of the Company is Indian Rupees.

The Company does not use derivative financial instruments for trading or speculative purposes.

**4.13 Capital Management**

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all other Equity Reserves attributable to the Equity Holders of the Company. The primary objective of the Company's Capital Management is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to Shareholders through continuing growth.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of Equity and internal accruals and long term borrowings.

**(₹ in Lakhs)**

| Particulars | | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Total Equity | (i) | **46,441.52** | 44,247.89 |
| Total Debt | (ii) | **-** | - |
| Overall financing | (iii) = (i) + (ii) | **46,441.52** | 44,247.89 |
| Gearing ratio | (ii)/ (iii) | **-** | - |

**4.14 Fair value measurement**

**Fair valuation techniques**

The Fair Values of the Financial Assets and Liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair Value of Cash and short-term Deposits, Trade and other short term Receivables, Trade Payables, Other Current Liabilities, short term Loans from Banks and other Financial Institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.

Financial Instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical Assets or Liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded Fair Value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded Fair Value that are not based on observable market data

**A) The carrying value and Fair value of Financial Assets and Liabilities by categories are as follows :**

**(₹ in Lakhs)**

| | Carrying value of the Financial Assets/Liabilities | | Fair value of the Financial Assets/Liabilities | |
|---|---|---|---|---|
| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 | **As at March 31, 2024** | As at March 31, 2023 |
| **Financial Assets at cost (Non current)** | | | | |
| Investment in Equity Shares | **4,215.29** | 2,215.30 | **4,215.29** | 2,215.30 |
| **Financial Assets at Fair Value Through OCI (Non current)** | | | | |
| Investment in Equity Shares | **34,384.26** | 39,639.99 | **34,384.26** | 39,639.99 |
| **Financial Assets at amortised cost (non-current)** | | | | |
| Loans | **1,425.00** | 725.00 | **1,425.00** | 725.00 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

| | Carrying value of the Financial Assets/Liabilities | | Fair value of the Financial Assets/Liabilities | |
|---|---|---|---|---|
| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 | **As at March 31, 2024** | As at March 31, 2023 |
| **Financial Assets at Fair Value Through OCI (current)** | | | | |
| Investment in Mutual Fund | **2,496.24** | 1,730.83 | **2,496.24** | 1,730.83 |
| **Financial Assets at Fair Value Through Profit and Loss (current)** | | | | |
| Investments in Commercial Paper | **2,401.25** | - | **2,401.25** | - |
| **Financial Assets at amortised cost (current)** | | | | |
| Cash and Cash Equivalents | **350.45** | 3,455.43 | **350.45** | 3,455.43 |
| Other Financial Assets | **44.89** | 20.73 | **44.89** | 20.73 |
| **Financial Liabilities at amortised cost (Non- current)** | | | | |
| Lease Liabilities | **44.99** | 32.49 | **44.99** | 32.49 |
| **Financial Liabilities at amortised cost (current)** | | | | |
| Lease Liabilities | **14.16** | 31.81 | **14.16** | 31.81 |
| Trade Payables | **1,057.24** | 1,057.24 | **1,057.24** | 1,057.24 |
| Other Financial Liabilities | **37.88** | 21.63 | **37.88** | 21.63 |

**B) Level wise disclosures of financial assets and liabilities by categories are as follows :**

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 | **Level** | **Valuation Techniques and key Inputs** |
|---|---|---|---|---|
| **Financial Assets at Fair Value Through OCI (noncurrent)** | | | | |
| Investment in Equity Shares | **34,384.26** | 39,639.99 | 1 | Quoted rate in active markets |
| **Financial Assets at Fair Value Through OCI (current)** | | | | |
| Investment in Mutual Fund | **2,496.24** | 1,730.83 | 1 | NAV rate in active markets |
| **Financial Assets at Fair Value Through Profit and Loss (current)** | | | | |
| Investments in Commercial Paper | **2,401.25** | - | 3 | Using expected Cash flow using an appropriate discount rate |

Fair value of Cash and Cash equivalents, Trade Payables, Trade Receivables and other Financial Assets/Liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. Methods and assumptions used to estimate the Fair Values are consistent with those used for the year ended March 31, 2023.

During the reporting year ended March 31, 2024 and March 31, 2023 there were no transfers between level 1, level 2 and level 3 fair value measurements

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**4.15 Leases**

The Company has taken premises under Operating Lease. These Leases are renewable by mutual consent on mutually agreeable terms. There are no restrictions imposed by these lease arrangements and there are no sub leases. There are no contingent rents.

**A) Following are the changes in the carrying amount of Right-of-Use Assets for the year ended March 31, 2024.**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023-24** | 2022-2023 |
| **Balance as on April 1,** | **62.84** | 5.18 |
| Addition during the year | **31.36** | 94.67 |
| Deletion on cancellation of lease / adjustment | **-** | - |
| Depreciation on ROU of Assets | **38.98** | 37.01 |
| Depreciation on Deletion | **-** | - |
| **Balance as on March 31,** | **55.23** | 62.84 |

**B) The following is the movement in Lease Liabilities for the year ended March 31, 2024**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023-24** | 2022-2023 |
| **Balance as on April 1,** | **64.29** | 6.18 |
| Additions during the year | **30.44** | 93.43 |
| Finance Cost incurred during the year | **6.62** | 4.38 |
| Deletion on Cancellation of Lease / adjustment | **-** | - |
| Payment of Lease liabilities | **(42.20)** | (39.70) |
| **Balance as on March 31,** | **59.15** | 64.29 |

**C) The table below provides details regarding the contractual maturities of Lease Liabilities as at March 31, 2024 on an undiscounted basis:**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023-24** | 2022-2023 |
| Due within one year | **13.22** | 34.40 |
| Due within one year to five years | **54.40** | 35.29 |
| Due for more than five years | **-** | - |
| **Total Undiscounted Lease Liabilities** | **67.62** | 69.69 |
| **Lease Liabilities included in the Statement of standalone financial position** | | |
| Non- current Liabilities | **44.99** | 32.49 |
| Current Liabilities | **14.16** | 31.81 |

The Company does not face a liquidity risk with regard to its Lease Liabilities as the Current Assets are sufficient to meet the obligations related to Lease Liabilities as and when they fall due.

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**D) The following amounts are recognized in the Standalone Statement of Profit and Loss for the year ended March 31, 2024:**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023-24** | 2022-2023 |
| Interest Expenses on Financial Liabilities | **6.62** | 4.38 |
| Depreciation on ROU Assets | **38.98** | 37.01 |
| Expenses relating to Short Term Lease | **-** | - |
| Expenses relating to Leases of Low Value Assets | **-** | - |
| **Total** | **45.60** | 41.39 |

**E) The following amounts are recognized in the Standalone Statements of Cash Flows for the year ended March 31, 2024:**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023-24** | 2022-2023 |
| Total Cash Outflows for leases | **42.20** | 39.70 |
| **Total** | **42.20** | 39.70 |

**4.16 Corporate Social Responsibility expenditure (CSR)**

**(₹ in Lakhs)**

| Particulars | **2023-24** | 2022-2023 |
|---|---|---|
| a) Gross amount required to be spent by the Company during the year | **36.84** | - |

**b) Details of amount spent towards CSR is as follows:**

| Particulars | Paid | Yet to be paid | Paid | Yet to be paid |
|---|---|---|---|---|
| (i) Construction / acquisition of any asset | **-** | - | **-** | - |
| (ii) On purposes other than (i) above | **36.84** | - | - | - |

**4.17 Ultimate Beneficiary : Utilisation of Borrowed Funds and Share Premium:**

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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**4.18 Relationship with Struck off Companies**

The Company does not have any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of the Companies Act, 1956 and details of the same are as per below :

| **Sr No** | **Name of the Struck off Company** | **Status** | **Nature of transactions with struck-off Company** | **No of Shares Held as on March, 2024** | No of Shares Held as on March, 2023 |
|---|---|---|---|---|---|
| **1** | Teejay Sugars Pvt Ltd. | Amalgamated | Shareholder | **106** | 106 |
| **2** | Himani Limited | Strike Off | Shareholder | **97156** | 97156 |
| **3** | Sree Nivas Estates P Ltd. | Strike Off | Shareholder | **396** | 396 |
| **4** | Bangalore Stock Exchange Ltd. | Strike Off | Shareholder | **292** | 292 |
| **5** | Taktawala Investments Pvt Ltd. | Strike Off | Shareholder | **291** | 291 |
| **6** | Optimates Finvest Pvt Ltd | Strike Off | Shareholder | **167** | 167 |
| **7** | Aseem Leasing & Finance Pvt Ltd. | Strike Off | Shareholder | **166** | 166 |
| **8** | Ittefaq Investments Ltd. | Strike Off | Shareholder | **25** | 25 |
| **9** | Swadeshi Holdings Pvt Ltd. | Strike Off | Shareholder | **25** | 25 |
| **10** | Superb Holdings Pvt Ltd. | Strike Off | Shareholder | **8** | 8 |
| **11** | S S Kantilal Ishwarlal Sec Ltd. | Strike Off | Shareholder | **7** | 7 |
| **12** | Shubhi Financial Services P Ltd. | Strike Off | Shareholder | **7** | 7 |
| **13** | Monoplan Ind Credit Corp Ltd. | Strike Off | Shareholder | **5** | 5 |
| **14** | Electronica Holding Pvt Ltd. | Strike Off | Shareholder | **74** | 74 |
| **15** | N R I Financial Services Ltd. | Strike Off | Shareholder | **62** | 62 |
| **16** | Geojit Stock & Shares Ltd. | Strike Off | Shareholder | **42** | 42 |
| **17** | Mandvi Home Fin Pvt Ltd. | Strike Off | Shareholder | **38** | 38 |
| **18** | Sta-Rite Securities Trust Limited | Strike Off | Shareholder | **33** | 33 |
| **19** | Pushpanjali Leasing & Finance Pvt Ltd. | Strike Off | Shareholder | **29** | 29 |
| **20** | YSN Shares & Securities P Ltd. | Strike Off | Shareholder | **2** | 2 |
| **21** | Dollop Securities Pvt Ltd. | Amalgamated | Shareholder | **-** | 2286 |
| **22** | Ramdev Dealers Pvt Ltd. | Amalgamated | Shareholder | **-** | 12840 |
| **23** | New Way Construction Limited | Amalgamated | Shareholder | **-** | 100223 |
| **24** | Param Finance & Securities Ltd. | Dormant under section 455 | Shareholder | **-** | 50 |

## Notes to Standalone Financial Statements for the year ended March 31, 2024

**4.19**

| Particulars | FY 2023-24 | FY 2022-23 | % of change |
|---|---|---|---|
| Current Ratio | 452.53% | 452.09% | 0.10% |
| Debt- Equity Ratio | -ve | -ve | N.A |
| Debt- Service coverage ratio | -ve | 1398.70% | 100.00% |
| Return on Equity ratio | 0.49% | 21.20% | -97.67% |
| Inventory Turnover ratio @ | Nil | Nil | N.A |
| Trade Receivbles Turnover ratio @ | Nil | Nil | N.A |
| Trade Payables Turnover ratio | -ve | -ve | N.A |
| Net Capital Turnover ratio @ | Nil | Nil | N.A |
| Net Profit Ratio @ | Nil | Nil | N.A |
| Return on Capital Employed | 0.47% | 12.44% | -96.25% |

Note:

1 In case of any negative components in ratio working, the said ratio is considered as Not Applicable. ( N.A.)

2 @ There is no trading sales during the year and previous year and the Company did not hold any Inventory at the year end and hence ratio's were not provided.

**4.20** Previous year figures have been re-grouped/ re-arranged, wherever considered necessary to conform to current year's classification.

As per our report of even date
**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
PROPRIETOR
M. No.17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : Pune
Date : 16 August, 2024
UDIN - 24017151BKAMFH5649

Place : Pune
Date : 16 August, 2024

# INDEPENDENT AUDITOR'S REPORT

To the Members of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited)

**Report on the Audit of the Consolidated Financial Statements**

**1. Qualified Opinion**

We have audited the accompanying consolidated financial statements of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited) ('the Parent Company' or 'the Company') and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group"), its Associate, 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 on that date, and notes to the consolidated financial statements, including a summary of material accounting policy information and other explanatory information ("the consolidated Financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements of such subsidiaries and its associate as were audited by the other auditor, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated 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 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 consolidated state of affairs of the Group, its associate as at March 31, 2024, and its consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**2. Basis for Qualified Opinion**

**As per the other Auditor's Report on Standalone Financial Statements of Subsidiary Company: Laurus Tradecon Private Limited**

The net worth of the Company is completely eroded, the Company has incurred cash loss for the year ended March 31, 2024. The Company despite of negative net worth has prepared accounts based on going concern.

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs 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, its associate 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 Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

**3. Information Other than the Consolidated Financial Statements and Auditor's Report thereon**

The Parent Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Parent Company's annual report but does not include the Consolidated Financial Statements and our auditors' report thereon.

Our opinion on the consolidated 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 Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

**4. Management's Responsibility for the Consolidated Financial Statements**

The Parent Company's Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements, that give a true and fair view of the Consolidated State of Affairs, Consolidated Profit and Other Comprehensive Income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group including its associate, is 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 and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated 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 Parent Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its associate are responsible for overseeing the financial reporting process of the Group and its associate.

5. **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 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 Group has adequate internal financial controls with reference to consolidated financial statement 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 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 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 financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated 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 Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**6. Other Matters**

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustment) of Rs. 14,740.14 Lakhs as at March 31, 2024, total revenues (before consolidation adjustment) of Rs. 3,086.05 Lakhs and net cash outflows (before consolidation adjustment) amounting to Rs. 264.18 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The Consolidated Financial statements also include the Group's share of net profit (Including Other Comprehensive Income) of Rs 7.69 Lakhs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management 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 and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**7. Report on Other Legal and Regulatory Requirements**

**A.** As required by Section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiary, associate as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report to the extent applicable that:

a) We have sought and obtained all the information and explanations, except for the matter described in the Basis for Qualified Opinion paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b) Except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above and for the matters stated in paragraph i (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

c) Except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion paragraph above the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules thereunder.

e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2024 taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary and associate company incorporated in India, none of the directors of the Group Companies and its associate incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

f) The qualifications relating to maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above and as stated in the paragraph b above on reporting under Section 143(3)(b) and paragraph i (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

g) With respect to the adequacy of the internal financial controls with reference to the consolidated financial statements of the Parent Company, its subsidiary companies and its associate company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” ;

h) In our opinion and according to the information and explanations given to us and based on the consideration of reports of the statutory auditors of such subsidiary company and associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Parent Company and its subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act thereunder except in case of one associate company, as the provisions of the aforesaid section is not applicable to private company. The remuneration paid to any director by the Parent Company, its subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act.

i) 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 and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiary, associate, as noted in the ‘Other Matters’ paragraph:

i. The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2024 on the consolidated financial position of the Group, its associate – Refer Note 4.1 to the consolidated financial statements.

ii. The Group, its associate did not have any material foreseeable losses on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Parent Company, its Subsidiaries and Associate Company incorporated in India.

iv. a) The respective managements of the Parent Company, its subsidiaries and its associate incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary, associate respectively, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiaries, associate to or in any other person(s) or entity(ies), including foreign entities (‘Intermediaries’), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries, associate (‘Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective managements of the Parent Company, its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary and associate respectively, to best of their knowledge and belief, that no funds have been received by the Parent Company or any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities (‘Funding Parties’), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries and associate 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 such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries and associate incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or other auditors to believe that the representation under para iv (a) and iv (b) contain any material misstatement.

v. In our opinion and according to the information and explanations given to us, the dividend declared and / or paid during the year by the one Subsidiary Company is in compliance with Section 123 of the Act. Board of Directors of the Parent Company, its Subsidiary company and associate company incorporated in India have not proposed any dividend for the financial year covered under Audit.

vi. Based on our examination which included test checks and that performed by respective auditors of the subsidiaries and its associate, which are the companies incorporated in India whose financial statements have been audited under the Act, the company, subsidiaries and associate have used an accounting software for maintaining its books of accounts which has a feature of recording audit trail facility (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software except in case of one subsidiary where audit trail facility was commenced from April 6, 2023. Further, during the course of our audit, we and respective auditors of the above referred subsidiary did not come across any instance of audit trail feature being tampered with.

Further, in case of Parent Company and one subsidiary company, data in respect of database level administrative and direct data changes in the accounting software, we are unable to comment on whether the audit trail feature has been enabled and operated throughout the year due to unavailability of appropriate audit evidences.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024

vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government 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 by respective auditors for its subsidiary and its associate company included in the consolidated financial statements of the Parent Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports..

**For V.K. Paradkar & CO**
**Chartered Accountants**
**Firm's registration No.: 120527W**

**V.K. Paradkar**
**Proprietor**
**Membership No.: 17151**
**UDIN NO : 24017151BKAMFJ2505**

**Place : Pune**
**Date : 16 August, 2024**

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 7 (A) (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Asscher Enterprises Limited (Formerly Known as Indian Seamless Enterprises Limited) on the Consolidated Financial statements for the year ended March 31, 2024]

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited) ("the Parent Company"), its Subsidiary Companies and its Associate incorporated in India as of that date.

In our opinion, the Parent Company and its subsidiary companies and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Parent Company, its Subsidiaries and its Associate which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Parent Company, its Subsidiaries and its associate, which are incorporated in India, internal financial controls with reference to consolidated financial statements 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') issued by ICAI 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 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 with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by other auditors in terms of their reports referred to in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's and it associate internal financial controls system with reference to consolidated financial statements.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls With reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matter:**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to consolidated financial statements in so far as it relates to one subsidiary and one associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and associate incorporated in India.

**For V.K. Paradkar & CO**
**Chartered Accountants**
**Firm's registration No.: 120527W**

**V.K. Paradkar**
**Proprietor**
**Membership No.: 17151**
**UDIN NO : 24017151BKAMFJ2505**

**Place : Pune**
**Date : 16 August, 2024**

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| (a) Property, plant and Equipment | 1.1 | **11,347.90** | 10,841.12 |
| (b) Capital Work-in-progress | 1.2 | **4,307.44** | 167.67 |
| (c) Investment property | 1.3 | **808.02** | 899.28 |
| (d) Goodwill on Consolidation | | **2,364.34** | 392.83 |
| (e) Right to Use Assets | 1.4 | **83.29** | 100.01 |
| (f) Financial Assets | | | |
| i) Investments | 1.5 | **36,454.04** | 39,640.34 |
| ii) Loans | 1.6 | **1,275.00** | 575.00 |
| iii) Other Financial assets | 1.7 | **76.80** | 57.65 |
| (g) Investments accounted for using the equity method | 1.8 | **28.55** | 20.86 |
| (h) Other non-current assets | 1.9 | **7.95** | 7.83 |
| **Total non-current assets** | | **56,753.33** | 52,702.59 |
| **CURRENT ASSETS** | | | |
| (a) Financial Assets | | | |
| i) Investments | 1.10 | **4,897.49** | 1,730.83 |
| ii) Trade Receivables | 1.11 | **845.27** | 580.49 |
| iii) Cash and Cash equivalents | 1.12 | **941.45** | 4,314.43 |
| iv) Bank Balance other than Cash and Cash equivalents | 1.13 | **9.88** | 182.77 |
| v) Other Financial Assets | 1.14 | **20.56** | 20.73 |
| (b) Current Tax Assets (Net) | 1.15 | **178.11** | 167.64 |
| (c) Other Current Assets | 1.16 | **283.71** | 177.71 |
| **Total current assets** | | **7,176.47** | 7,174.60 |
| **TOTAL ASSETS** | | **63,929.80** | 59,877.19 |
| **EQUITY AND LIABLITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share Capital | 1.17 | **1,022.56** | 1,128.76 |
| (b) Other Equity | 1.18 | **50,221.83** | 46,629.76 |
| **Equity attributable to equity shareholders of parent company** | | **51,244.39** | 47,758.52 |
| **Non Controlling Interest** | | **6,169.75** | 5,183.44 |
| **Total Equity** | | **57,414.14** | 52,941.96 |
| **LIABLITIES** | | | |
| **NON CURRENT LIABILITIES** | | | |
| (a) Financial Liabilities | | | |
| i) Lease Liabilities | 4.11 | **44.99** | 32.49 |
| ii) Other Financial Liabilities | 1.19 | **346.90** | 307.95 |
| (b) Provisions | 1.20 | **22.09** | 35.60 |
| (c) Deferred Tax Liabilities (Net) | 1.21 | **3,866.74** | 4,084.22 |
| (d) Other non-current Liabilities | 1.22 | **280.80** | 318.37 |
| **Total non-current liabilities** | | **4,561.52** | 4,778.63 |
| **CURRENT LIABILTIES** | | | |
| (a) Financial Liabilities | | | |
| i) Lease Liabilities | 4.11 | **44.51** | 69.28 |
| ii) Trade Payables | 1.23 | | |
| Micro and Small Enterprises | | **80.95** | - |
| Others | | **1,097.56** | 1,220.70 |
| iii) Other Financial Liabilities | 1.24 | **378.62** | 417.46 |
| (b) Other Current Liabilities | 1.25 | **269.35** | 388.45 |
| (c) Provisions | 1.26 | **83.15** | 60.71 |
| **Total current liabilities** | | **1,954.14** | 2,156.60 |
| **TOTAL LIABILITIES** | | **63,929.80** | 59,877.19 |
| Material Accounting Policies | 3 | | |
| Notes to Accounts | 4 | | |

As per our report of even date

**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**V.K.Paradkar**
Proprietor
Membership Number: 17151

Place : PUNE
Date : 16 August, 2024
UDIN - 24017151BKAMFJ2505

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

| | | | |
|---|---|---|---|
| **B. R. Taneja** | **N. V. Karbhase** | **Anchal Jaiswal** | **Rajendra Mangrulkar** |
| Managing Director | Director | Company Secretary | Chief Financial Officer |
| DIN: 00328615 | DIN : 00228836 | M. No. : A35538 | |

Place : PUNE
Date : 16 August, 2024

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

**(₹ in Lakhs)**

| | Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| | **INCOME** | | | |
| I | Revenue from operations | 1.27 | **3,035.20** | 3,185.71 |
| II | Other Income | 1.28 | **555.23** | 260.96 |
| III | **TOTAL INCOME (I+II)** | | **3,590.43** | 3,446.67 |
| IV | **EXPENSES** | | | |
| | Other Direct Costs | 1.29 | **142.37** | 284.18 |
| | Employee Benefits Expense | 1.30 | **535.67** | 537.97 |
| | Finance Costs | 1.31 | **55.55** | 181.81 |
| | Depreciation and amortization expenses | 1.32 | **415.72** | 339.95 |
| | Other Expenses | 1.33 | **965.33** | 783.74 |
| | **TOTAL EXPENSES (IV)** | | **2,114.64** | 2,127.65 |
| V | **PROFIT BEFORE SHARE OF PROFIT OF AN ASSOCIATES, EXCEPTIONAL ITEMS AND TAX (III -IV)** | | **1,475.79** | 1,319.02 |
| VI | Share of Profit from Associate companies (Accounted for using equity method) | | **7.50** | 1,350.03 |
| VII | **PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (V +VI)** | | **1,483.29** | 2,669.05 |
| VIII | **Exceptional Item (Refer Note no 4.5)** | | | |
| | a) Adjustment on account of ceasing as an Associate Company | | **-** | 8,958.05 |
| | b) Retrenchment Scheme for Workmen | | **-** | (47.00) |
| | | | **-** | 8,911.05 |
| IX | **PROFIT BEFORE TAX (VII+VIII)** | | **1,483.29** | 11,580.10 |
| X | **TAX EXPENSES** | | | |
| | Current Year Tax | | **1,637.65** | 1,185.10 |
| | Previous Year Tax | | **(2.42)** | (16.64) |
| | Deferred Tax | | **(1,137.53)** | 2,976.36 |
| | **Total tax Expenses** | | **497.70** | 4,144.82 |
| XI | **PROFIT FOR THE YEAR (IX - X)** | | **985.59** | 7,435.28 |
| XII | **OTHER COMPREHENSIVE INCOME (OCI)** | | | |
| | **a) Items that will not be reclassified to profit or loss** | | | |
| | i) Net Gain / (Loss) on Fair Valuation of Equity Instruments through OCI | | **6,427.71** | 12,038.27 |
| | ii) Remeasurement gains/losses on defined benefit plan | | **(3.02)** | 31.75 |
| | ii) Income tax effect on above | | **(734.42)** | (1,402.42) |
| | **b) Items that will be reclassified to profit or loss** | | | |
| | i) Exchange differences in translating the financial statements of a foreign operation. | | **(2.78)** | 18.43 |
| | ii) Income tax effect on above | | **-** | - |
| | **TOTAL OTHER COMPREHENSIVE INCOME** | | **5,687.49** | 10,686.03 |
| XIII | **TOTAL COMPREHENSIVE INCOME (XI + XII)** | | **6,673.08** | 18,121.31 |
| | Profit / (Loss) attributable to: | | | |
| | Equity Shareholders of Parent | | **335.46** | 6,912.08 |
| | Non Controlling Interest | | **650.13** | 523.20 |
| | Other Comprehensive Income attributable to: | | | |
| | Equity Shareholders of Parent | | **5,702.73** | 10,689.87 |
| | Non Controlling Interest | | **(15.24)** | (3.84) |
| | Total Comprehensive Income attributable to: | | | |
| | Equity Shareholders of Parent | | **6,038.19** | 17,601.95 |
| | Non Controlling Interest | | **634.89** | 519.36 |
| XIV | **Earning per Equity Share(Face Value of Rs 10/- each)** | 4.14 | | |
| | Basic and Diluted in Rs | | **3.25** | 61.24 |
| | Material Accounting Policies | 3 | | |
| | Notes to Accounts | 4 | | |

As per our report of even date

**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
Proprietor
Membership Number: 17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : PUNE
Date : 16 August, 2024
UDIN - 24017151BKAMFJ2505

Place : PUNE
Date : 16 August, 2024

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

**(₹ in Lakhs)**

| | Particulars | 2023 - 24 | | 2022 - 23 | |
|---|---|---|---|---|---|
| i | **CASH FLOW FROM OPERATING ACTIVITIES** | | | | |
| | **Net Profit/ (Loss) Before Tax and share of associate and after exceptional item** | | **1,475.79** | | 10,230.08 |
| | Adjustments For: | | | | |
| | Depreciation of Asset | **415.72** | | 339.95 | |
| | Profit on sale of Investment | **-** | | (92.51) | |
| | Profit on sale of assets | **(1.59)** | | (8.37) | |
| | Interest Income | **(44.46)** | | (72.60) | |
| | Interest Expenses | **55.55** | | 181.81 | |
| | Provision for Doubtful debts | **67.97** | | - | |
| | Fair Valuation of Investments | **(66.54)** | | - | |
| | Sundry Balance Written Back | **(243.63)** | | (84.05) | |
| | Dividend Income | **(188.73)** | | (2.02) | |
| | | | **(5.71)** | | 262.21 |
| | **Operating profit / (loss) before working capital changes** | | **1,470.08** | | 10,492.29 |
| | Adjustments for: | | | | |
| | Decrease /(Increase) in Trade Receivables | **(332.75)** | | 132.45 | |
| | Decrease /(Increase) in Financial Assets | **(28.90)** | | 119.32 | |
| | Decrease /(Increase) in Other Assets | **(113.39)** | | 118.50 | |
| | Increase /(Decrease) in Trade Payables | **201.48** | | (153.49) | |
| | Increase /(Decrease) in Financial Liabilities | **0.11** | | 242.25 | |
| | Increase /(Decrease) in Other Liabilities | **(156.67)** | | (869.46) | |
| | Increase /(Decrease) in Provisions | **5.91** | **(424.21)** | 84.36 | (326.07) |
| | **Cash generated from/(used in) operations** | | **1,045.87** | | 10,166.22 |
| | Direct taxes paid (Net of refunds) | | **(1,460.57)** | | (1,136.29) |
| | **Net cash flow from/(used in) operating activity** | | **(414.70)** | | 9,029.93 |
| ii | **CASH FLOW FROM INVESTING ACTIVITIES:** | | | | |
| | Purchase of PPE and Capital Work in Progress | **(4,923.09)** | | (1,552.59) | |
| | Purchase of Investment | **(15,864.72)** | | (6,500.00) | |
| | Proceeds from sales of PPE | **1.75** | | 600.00 | |
| | Decrease /(Increase) in Other Bank Balance | **172.89** | | (148.77) | |
| | Interest Received | **61.63** | | 55.19 | |
| | Intercorporate Deposit given | **(700.00)** | | - | |
| | Proceeds from sale of Investment | **22,378.46** | | 3,938.17 | |
| | **Net Cash Used in Investing Activities** | | **1,126.92** | | (3,608.00) |
| iii | **CASH FLOW FROM FINANCING ACTIVITIES:** | | | | |
| | Interest Paid | **(48.94)** | | (200.81) | |
| | Payment of interest on Lease Liabilities | **(6.62)** | | (7.91) | |
| | Payment of Lease Liabilities | **(35.58)** | | (40.89) | |
| | Rent Paid | **(10.40)** | | | |
| | Dividend Income | **188.73** | | 2.02 | |
| | Proceeds/ (Repayment) from/of borrowing (net) | **-** | | (724.00) | |
| | Amount paid on buyback of shares | **(3,005.46)** | | - | |
| | Tax on Buyback of shares | **(686.73)** | | - | |
| | Interim dividend paid to non controlling interest | **(480.20)** | | (491.17) | |
| | **Net Cash from Financing Activities** | | **(4,085.20)** | | (1,462.76) |
| | **Net Increase/ (Decrease) in Cash and Cash Equivalents (i+ii+iii)** | | **(3,372.98)** | | 3,959.17 |
| | Cash and Cash Equivalents at the beginning of the year (Refer Note 2) | | **4,314.43** | | 355.26 |
| | Cash and Cash Equivalents at the end of the year (Refer Note 2) | | **941.45** | | 4,314.43 |
| | **Net Increase/( Decrease) in Cash & Cash Equivalents** | | **(3,372.98)** | | 3,959.17 |

**Notes:**

1 The Consolidated Cash Flow Statement is prepared using the " Indirect method" set out in Ind AS 7 - " Statement of Cash Flows"

2 The cash and cash equivalents in the cash flow statement comprise of the following Balance Sheet amounts:

**(₹ in Lakhs)**

| **Particulars** | **As at March 31, 2024** | As at March 31, 2023 |
|---|---|---|
| i) Balances with Banks | **876.44** | 3,969.79 |
| ii) Margin money deposits with banks ( less than 3 months maturity) | **-** | 9.41 |
| iii) Fixed deposits with banks ( less than 3 months maturity) | **64.34** | 335.00 |
| iv) Cash on Hand | **0.67** | 0.23 |
| **Total** | **941.45** | 4,314.43 |

3 Previous year's figures have been restated, wherever necessary, to conform to current year's classification.

As per our report of even date

**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**V.K.Paradkar**
Proprietor
Membership Number: 17151

Place : PUNE
Date : 16 August, 2024
UDIN - 24017151BKAMFJ2505

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : PUNE
Date : 16 August, 2024

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

### Note No - 1.1 - PROPERTY, PLANT AND EQUIPMENTS

**Financial Year - 2023 -2024**

(₹ in Lakhs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2023 | Addition | Deletion / Adjustment | As at March 31, 2024 | As at April 1, 2023 | For the year | Deletion / Adjustment | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Freehold Land * | 8,476.46 | 437.27 | - | **8,913.73** | - | - | - | - | **8,913.73** | 8,476.46 |
| Buildings | 464.28 | 260.29 | - | **724.57** | 142.38 | 22.48 | - | **164.86** | **559.71** | 321.90 |
| Plant and Equipment | 2,940.20 | 15.50 | - | **2,955.70** | 1,193.88 | 147.93 | - | **1,341.81** | **1,613.89** | 1,746.32 |
| Furniture and Fixtures | 5.11 | - | - | **5.11** | 3.12 | 0.01 | - | **3.13** | **1.98** | 1.99 |
| Office Equipment | 28.58 | 4.53 | 13.55 | **19.56** | 25.43 | 1.76 | 13.55 | **13.64** | **5.92** | 3.16 |
| Computer Hardware | 16.39 | 0.51 | 2.14 | **14.76** | 13.84 | 0.82 | 2.14 | **12.52** | **2.24** | 2.55 |
| Vehicles | 499.21 | 65.22 | 15.45 | **548.98** | 210.46 | 103.38 | 15.29 | **298.55** | **250.43** | 288.75 |
| **Total** | **12,430.23** | **783.32** | **31.14** | **13,182.41** | **1,589.11** | **276.38** | **30.98** | **1,834.51** | **11,347.90** | **10,841.12** |

**Financial Year - 2022 -2023**

(₹ in Lakhs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2022 | Addition | Deletion / Adjustment | As at March 31, 2023 | As at April 1, 2022 | For the year | Deletion / Adjustment | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Freehold Land * | 7,225.87 | 1,250.59 | - | 8,476.46 | - | - | | - | 8,476.46 | 7,225.87 |
| Buildings | 464.28 | - | - | 464.28 | 124.61 | 17.77 | - | 142.38 | 321.90 | 339.67 |
| Plant and Equipment | 2,657.35 | 282.85 | - | 2,940.21 | 1,054.49 | 139.39 | - | 1,193.88 | 1,746.32 | 1,602.86 |
| Furniture and Fixtures | 5.11 | - | - | 5.11 | 2.83 | 0.29 | - | 3.11 | 2.00 | 2.29 |
| Office Equipment | 27.85 | 0.73 | - | 28.59 | 24.60 | 0.83 | - | 25.43 | 3.16 | 3.25 |
| Computer Hardware | 15.35 | 1.04 | - | 16.39 | 12.89 | 0.95 | - | 13.84 | 2.55 | 2.46 |
| Vehicles | 211.60 | 287.61 | - | 499.21 | 166.36 | 44.10 | - | 210.46 | 288.75 | 45.24 |
| **Total** | **10,607.41** | **1,822.82** | **-** | **12,430.24** | **1,385.77** | **203.33** | **-** | **1,589.11** | **10,841.13** | **9,221.64** |

* Includes Title deeds of Immovable Properties not held in name of the Subsidiary Company - Taneja Aerospace and Aviation Limited

| Relevant line item in the Balance sheet | the Balance sheet description of item of property | Gross carrying value Rs in Lakhs | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|
| Property, plant and equipment | Freehold Land | 198.08 (March 31, 2021 Rs 198.08 Lakhs) | HRCE, Arulmigu shree basaveshwara swamy , Arulmigu Bettadamma temple , Arulmigu shree palagai karagam temple, Arul Migy Uttamma Karagam Temple | No | F.Y. 2016 -17 | Pending with Tamilnadu Government Authorities to transfer title deeds |

# Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No - 1.2 - Capital Work in Progress**
**Financial Year 2023-24**

| | As on April 1, 2023 | Additions | Deductions/ Adjustments | Capitalisation | As on March 31, 2024 |
|---|---|---|---|---|---|
| Capital work - in progress | 167.67 | 4,391.76 | | 251.99 | 4,307.44 |
| **Total** | **167.67** | **4,391.76** | | **251.99** | **4,307.44** |

**Financial Year 2022-23**

| | As on April 1, 2022 | Additions | Deductions/ Adjustments | Capitalisation | As on March 31, 2023 |
|---|---|---|---|---|---|
| Capital work - in progress | 383.04 | 331.17 | - | 546.53 | 167.67 |
| **Total** | **383.04** | **331.17** | **-** | **546.53** | **167.67** |

**a) Capital - work - in progress aging schedule**
**Financial Year 2023-24** **(₹ in Lakhs)**

| Particulars | Capital - work - in progress aging schedule | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in Progress | 4,307.44 | - | - | - | 4,307.44 |
| Projects temporarily suspended | | | | | - |
| **Total** | **4,307.44** | **-** | **-** | **-** | **4,307.44** |

**Financial Year 2022-23** **(₹ in Lakhs)**

| Particulars | Capital - work - in progress aging schedule | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in Progress | - | 141.19 | 26.48 | - | 1,67.67 |
| Projects temporarily suspended | | | | | - |
| **Total** | **-** | **141.19** | 26.48 | - | **1,67.67** |

b) The Group does not have any project temporary suspended or any project which is overdue or has exceeded its cost compared to its original plan.

**Note No - 1.3 - INVESTMENT PROPERTY**
**Financial Year - 2023 - 2024** **(₹ in Lakhs)**

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2023 | Addition | Deletion / Adjustment | As at March 31, 2024 | As at April 1, 2023 | For the year | Deletion / Adjustment | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Hangar Building | 1,315.93 | - | | 1,315.93 | 416.65 | 91.26 | | 507.91 | 808.02 | 899.28 |
| **Total** | **1,315.93** | **-** | **-** | **1,315.93** | **416.65** | **91.26** | **-** | **507.91** | **808.02** | **899.28** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Financial Year - 2022 - 2023**

(₹ in Lakhs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2022 | Addition | Deletion / Adjustment | As at March 31, 2023 | As at April 1, 2022 | For the year | Deletion / Adjustment | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Hangar Building | 1,315.93 | - | | 1,315.93 | 325.38 | 91.26 | | 416.65 | 899.28 | 990.55 |
| **Total** | **1,315.93** | **-** | **-** | **1,315.93** | **325.38** | **91.26** | **-** | **416.65** | **899.28** | **990.55** |

**Subsidiary Company - Taneja Aerospace and Aviation Limited**

During the year, the Company has recognised rental income of INR 1,696.32 lakhs (March 31, 2023 - INR 1,600.30 lakhs) in the consolidated Statement of Profit and Loss for investment properties.

Investment property is leased out under operating lease. Disclosure on future rent receivable is included in note no 4.8.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

**Note No - 1.4 - Right of Use Assets**

**Financial Year - 2023 - 2024**

(₹ in Lakhs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2023 | Addition | Deletion / Adjustment | As at March 31, 2024 | As at April 1, 2023 | For the year | Deletion / Adjustment | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Leasehold Buildings | 177.49 | 31.36 | - | 208.85 | 77.48 | 48.08 | - | 125.56 | 83.29 | 100.01 |
| **Total** | **177.49** | **31.36** | **-** | **208.85** | **77.48** | **48.08** | **-** | **125.56** | **83.29** | **100.01** |

**Financial Year - 2022 - 2023**

(₹ in Lakhs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 1, 2022 | Addition | Deletion / Adjustment | As at March 31, 2023 | As at April 1, 2022 | For the year | Deletion / Adjustment | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Leasehold Buildings | 18.65 | 140.19 | 18.65 | 177.49 | 13.47 | 45.36 | 18.65 | 77.47 | 100.01 | 5.18 |
| **Total** | **18.65** | **140.19** | **18.65** | **177.49** | **13.47** | **45.36** | **18.65** | **77.47** | **100.01** | **5.18** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

### Note No. 1.5 NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **A) Investment in Equity Instruments - fully paid up** | | |
| **a) Unquoted equity shares (non-trade, Stated At Fair Value through Other Comprehensive Income)** | | |
| i) Prive Avion Alliances Pvt Ltd. - 200 shares (March 31, 2023: Nil) of INR 100/- each | **69.43** | - |
| **b) Unquoted equity shares (non-trade, stated at cost) *** | | |
| i) Altair Infrasec Pvt. Ltd. - 23,068 shares (March 31, 2023: Nil) of INR 10/- each | **2,000.00** | - |
| **c) Quoted wquity shares (At fair value through OCI)** | | |
| i) ISMT Limited (ISEL - 3,95,53,958 (March 31, 2023 : 5,40,20,151) Equity Shares of Rs 5 each fully paid.) | **34,384.61** | 39,640.34 |
| **Total** | **36,454.04** | **39,640.34** |

* Long-term loan in nature of equity into 100% subsidiary.

| | | |
|---|---|---|
| **Aggregate amount of unquoted investments** | **2,069.43** | - |
| **Aggregate amount of quoted investments - At Cost** | **5,569.90** | 7,607.05 |
| **Aggregate amount of quoted investments - At Market Value** | **34,384.61** | 39,640.34 |

### Note No. 1.6 NON CURRENT FINANCIAL ASSETS -LOANS

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Unsecured Loans** | | |
| Others | **1,275.00** | 575.00 |
| **Total** | **1,275.00** | **575.00** |

### Note No. 1.7 NON CURRENT FINANCIAL ASSETS - OTHERS

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Security Deposits | **24.40** | 24.63 |
| Balances with banks | | |
| On unpaid dividend accounts | **52.40** | 33.02 |
| **Total** | **76.80** | 57.65 |

### Note No. 1.8 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **In Associate Companies (Equity method accounting)** | | |
| **Investment in Equity Instruments - Quoted** | | |
| i) TAAL Enterprises Limited 6,296 (31 March, 2023 : 6,296) equity shares of Rs 10 each fully paid. | **28.55** | 20.86 |
| **Total** | **28.55** | **20.86** |

| | | |
|---|---|---|
| **Aggregate amount of unquoted investments** | **-** | - |
| **Aggregate amount of quoted investments - At Cost** | **2.44** | 2.44 |
| **Aggregate amount of quoted investments - At Market Value** | **164.25** | 104.35 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No. 1.9 OTHER NON CURRENT ASSETS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balance with revenue authorities | **6.34** | 6.22 |
| Security Deposits | **1.61** | 1.61 |
| **Total** | **7.95** | 7.83 |

**Note No. 1.10 CURRENT FINANCIAL ASSETS - INVESTMENTS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **a) Investments in Mutual Funds - Quoted (Fair value through OCI)** | | |
| i) SBI Liquid Fund Reqular Growth<br>(Units 33,321.322 , March 31, 2023 : 21,802.647) | **1,248.11** | 762.24 |
| ii) Kotak Liquid Fund Reqular Growth<br>(Units 25,788.408 , March 31, 2023 : 21,441.523) | **1,248.13** | 968.59 |
| **b) Investments in Commercial Paper- Unquoted (Fair value through Profit and Loss)** | | |
| iii) Avendus Finance Pvt Ltd<br>(Units 500 , March 31, 2023 : Nil) | **2,401.25** | - |
| **Total Deferred Tax Assets / (Liabilities) (Net)** | **4,897.49** | **1,730.83** |

| | | |
|---|---|---|
| **Aggregate amount of quoted investments - At Cost** | **2,425.83** | 1,692.51 |
| **Aggregate amount of unquoted investments at Cost** | **2,334.72** | - |
| **Aggregate amount of quoted investments - At Market Value** | **2,496.24** | 1,730.83 |
| **Aggregate amount of unquoted investments - At fair value** | **2,401.25** | - |

**Note No. 1.11 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Unsecured** | | |
| - Considered good | **845.27** | 580.49 |
| - Credit impaired | **0.26** | 0.26 |
| Less : Bad-debts written off / Provision for bad-debts | **(0.26)** | (0.26) |
| **Total** | **845.27** | **580.49** |

**Trade Receivables ageing schedule**

Outstanding for following periods from due date of payment

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **(i) Undisputed Trade receivables – considered good** | | |
| Not Due | **-** | - |
| Less than 6 months | **805.92** | 536.48 |
| 6 months - 1 years | **2.21** | - |
| 1 -2 years | **2.14** | 22.08 |
| 2 -3 years | **12.20** | 16.34 |
| More than 3 years | **22.80** | 5.59 |
| | **845.27** | 580.49 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **(ii) Disputed Trade receivables – considered good** | | |
| Less than 6 months | **-** | - |
| 6 months - 1 years | **-** | - |
| 1 -2 years | **-** | - |
| 2 -3 years | **-** | - |
| More than 3 years | **0.26** | 0.26 |
| | **0.26** | 0.26 |
| Less: Allowance for bad and doubtful debts | **(0.26)** | (0.26) |
| **Total** | **845.27** | **580.49** |

**Note No. 1.12 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| i) Balances with Banks | **876.44** | 3,969.79 |
| ii) Margin money deposits with banks (less than 3 months maturity) | **-** | 9.41 |
| iii) Fixed deposits with banks (less than 3 months maturity) | **64.34** | 335.00 |
| iv) Cash on Hand | **0.67** | 0.23 |
| **Total** | **941.45** | 4,314.43 |

**Note No. 1.13 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Margin money deposits with banks (more than 3 months maturity but less than 12 months) | **3.80** | 82.77 |
| Fixed deposits with banks (more than 3 months maturity) | **6.08** | 100.00 |
| **Total** | **9.88** | 182.77 |

**Note No. 1.14 CURRENT FINANCIAL ASSETS - OTHERS**

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Security Deposits | **9.50** | 9.91 |
| Other Advances recoverable | **11.06** | 10.82 |
| **Total** | **20.56** | 20.73 |

**Note No. 1.15 CURRENT TAX ASSETS (Net)**

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Taxes Paid | **2,362.27** | 1,177.92 |
| Less: Provision for Taxes | **2,184.16** | 1,010.28 |
| **Total** | **178.11** | 167.64 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No. 1.16 OTHER CURRENT ASSETS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advance to suppliers | **83.67** | 17.85 |
| Interest Accrued but not due | **0.23** | 17.41 |
| Balance with Government Authorities | **102.30** | 0.91 |
| Advance to staff | **-** | 0.34 |
| Prepaid expenses | **7.07** | 5.53 |
| Unbilled Revenue | **13.57** | 9.00 |
| Advances to be recoverable in cash or kind | **76.87** | 126.67 |
| **Total** | **283.71** | 177.71 |

**Note No. 1.17 EQUITY SHARE CAPITAL**

**(Amount in ₹)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Authorised :-** | | |
| 1,20,00,000 (31 March, 2023: 1,20,00,000) Equity shares of Rs. 10/- each | **1,200.00** | 1,200.00 |
| | **1,200.00** | 1,200.00 |
| **Issued , Subscribed and Paid up** | | |
| 1,13,99,606 (31 March, 2023 : 1,13,99,606) Equity share of 10/- Each fully paid | **1,139.96** | 1,139.96 |
| Less: Buyback of Shares (1,06,2000 Equity share of 10/- Each fully paid) * | **106.20** | - |
| Less:- Calls in arrears | **11.20** | 11.20 |
| **Total** | **1,022.56** | 1,128.76 |

The company has only one class of issued shares having par value of Rs. 10 /- each. Holders of equity shares is entitled to one Vote per Share.

Calls Unpaid by Directors & Officers- NIL

**The reconciliation of number of shares outstanding and the amount of share capital is set-out below**

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Equity Shares in Numbers | Amount in Lakhs | Equity Shares in Numbers | Amount in Lakhs |
| Shares outstanding at the beginning of the year | **1,11,75,668** | **1,128.76** | 1,11,75,668 | 1,128.76 |
| Amount received on unpaid call during the year | **-** | **-** | - | - |
| Shares bought back during the year * | **10,62,000** | **106.20** | - | - |
| Calls unpaid | **2,23,938** | **11.20** | 2,23,938 | 11.20 |
| Shares outstanding at the end of the year | **1,03,37,606** | **1,033.76** | 1,13,99,606 | 1,139.96 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**The Details of shareholders holding more than 5% Equity Shares (fully paid up) in the Company**

**(₹ in Lakhs)**

| Name of Share Holders (Equity) | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares held | % holding | No. of Shares held | % holding |
| Vishkul Enterprises Pvt. Ltd. | **74,85,725** | **72.41%** | 74,85,725 | 65.67% |

**The details of Shares held by its Holding Company**

**(₹ in Lakhs)**

| Name of Share Holders (Equity) | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares held | % holding | No. of Shares held | % holding |
| Vishkul Enterprises Pvt. Ltd. | **74,85,725** | **72.41%** | 74,85,725 | 65.67% |

During the period of five years immediately preceding the balance sheet date , there are no shares issued without payment being received in cash, issued as bonus shares During the FY 2023-24 the company has bought back 10,62,000 shares face value of Rs.10 per share.

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Shareholding Pattern of Promoters :**

| Shareholder's Name | Shareholding at the end of the year(March 31, 2024) | | | | | Shareholding at the end of the year(March 31, 2023) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | No. of Shares | | | % of total Shares of the company | % change in share holding during the year | No. of Shares | | | % of total Shares of the company | % change in share holding during the year |
| | Fully Paid Up | Partly Paid Up | Total | | | Fully Paid Up | Partly Paid Up | Total | | |
| Vishkul Enterprises Private Limited | 74,85,149 | - | 74,85,149 | 72.41% | 6.74% | 74,85,725 | - | 74,85,725 | 65.67% | 0.00 |
| Misrilall Mines Private Limited | 24949 | - | 24949 | 0.24% | -1.90% | 243588 | 0 | 243588 | 2.14% | 0.00 |
| Misrilall Properties Private Limited | 550 | - | 550 | 0.01% | -0.04% | 5367 | 0 | 5367 | 0.05% | 0.00 |
| Savitri Devi Sureka | 1,39,963 | - | 1,39,963 | 1.35% | -0.35% | 1,93,929 | 0 | 1,93,929 | 1.70% | 0.00 |
| Ramesh Sureka | 77,545 | - | 77,545 | 0.75% | -0.20% | 1,07,972 | 0 | 1,07,972 | 0.95% | 0.00 |
| A K Jain (HUF) | 9,914 | 344 | 10,258 | 0.10% | -0.75% | 96,806 | 344 | 97,150 | 0.85% | 0.00 |
| Salil Taneja | 93,342 | - | 93,342 | 0.90% | 0.08% | 93,342 | 0 | 93,342 | 0.82% | 0.00 |
| Tara Jain | 9,368 | - | 9,368 | 0.09% | -0.71% | 91,481 | 0 | 91,481 | 0.80% | 0.00 |
| Mini Sureka | 76,774 | - | 76,774 | 0.74% | -0.20% | 1,07,192 | 0 | 1,07,192 | 0.94% | 0.00 |
| Shiv Kumar Jain | 2,953 | - | 2,953 | 0.029% | -0.22% | 28,834 | 0 | 28,834 | 0.25% | 0.00 |
| Ashok Kumar Jain | - | - | - | - | -0.002% | 186 | 0 | 186 | 0.002% | 0.00 |
| Akshay Jain | 9,166 | 15,809 | 24,975 | 0.24% | -0.68% | 89,510 | 15,809 | 1,05,319 | 0.92% | 0.00 |
| Shashi Taneja | - | - | - | 0.00% | 0.00% | 46 | - | 46 | 0.00% | 0.00 |
| Rohin Sureka | 1,13,520 | - | 1,13,520 | 1.10% | -0.20% | 1,47,901 | 0 | 1,47,901 | 1.30% | 1.17% |
| Raghav Banka | 522 | - | 522 | 0.01% | -0.04% | 5,095 | 0 | 5,095 | 0.04% | 0.00 |
| Rahul Banka | 531 | - | 531 | 0.01% | -0.04% | 5,188 | 0 | 5,188 | 0.05% | 0.00 |
| Aayushi Jain | 560 | - | 560 | 0.01% | -0.04% | 5,464 | 0 | 5,464 | 0.05% | 0.00 |
| Renu Jain | 2,735 | - | 2,735 | 0.03% | -0.21% | 26,710 | 0 | 26,710 | 0.23% | 0.00 |
| Siddharth Banka | 512 | - | 512 | 0.00% | -0.04% | 5,000 | 0 | 5,000 | 0.04% | 0.00 |
| Manju Banka | 12,992 | - | 12,992 | 0.13% | -0.08% | 22,952 | 0 | 22,952 | 0.20% | 0.11% |
| **Total** | 80,61,045 | 16,153 | 80,77,198 | 78.13% | 1.13% | 87,62,288 | 16,153 | 87,78,441 | 77.01% | 0.20% |

The Board of Directors of Parent Company, at its meeting held on January 9, 2023, approved a proposal to buy-back its fully paid-up equity shares of face value of Rs 10/- each from the eligible equity shareholders of the Company for an aggregate amount not exceeding Rs. 3005.46 Lakhs, being 9.5% of the total paid up equity share capital at Rs. 283 per equity share. The Shareholders approved the same on February 16,2023 by way of special resolution through postal ballot. A letter of offier was made to all eligible shareholders. The Company bought back 10,62,000 fully paid-up equity shares out of the Shares that were tendered by eligible shareholders and extinguished the equity share on April 17, 2023. Capital redemption reserve was created to the extent of share capital extinguished (i.e. Rs.106.20 Lakhs) The excess cost of buy-back of Rs. 2899.26 Lakhs (Including Rs.11.31 Lakhs towards transaction cost of buy-back) over par value of shares and corresponding tax on buy-back of Rs. 686.73 Lakhs were offset from security premium.

# Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

## NOTE NO. 1.18 OTHER EQUITY

(₹ in Lakhs)

| Particulars | Reserve and Surplus | | | | | | Items of Other Comprehensive Income (OCI) | | | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | Revaluation Reserves | Capital Redemption Reserve | Securities Premium | General Reserve | Retained Earnings | Equity Instruments through OCI | Exchange differences in translating the financial statements of a foreign operation | Remeasurement Gain/ (Losses) on Defined benefit Liabilities | |
| **As at April 1, 2022** | **82.06** | **2,445.40** | **676.90** | **15,973.45** | **6,854.91** | **19,905.03** | **(0.02)** | **(21.92)** | **(201.01)** | **45,714.79** |
| **Adjustment :** | | | | | | | | | | |
| Add: Addition during the year | - | - | - | - | - | 6,912.08 | 10,636.04 | 18.43 | 35.40 | 17,601.96 |
| Add: Adjustment on account of dilution in control of Associate Company | **(83.02)** | (2,444.70) | **(676.89)** | (9,179.50) | **(4,472.49)** | - | - | 1.58 | 168.04 | (16,686.98) |
| Add / (Less): Transfer between reserves | - | (0.70) | **0.01** | - | **0.70** | (0.01) | - | - | - | 0.00 |
| **Sub Total** | **(83.02)** | **(2,445.40)** | **(676.88)** | **(9,179.50)** | **(4,471.79)** | **6,912.07** | **10,636.04** | **20.01** | **203.44** | **914.98** |
| **As at March 31, 2023** | **(0.96)** | **-** | **0.02** | **6,793.95** | **2,383.12** | **26,817.10** | **10,636.02** | **(1.91)** | **2.43** | **46,629.77** |
| **Adjustments :** | | | | | | | | | | |
| Add: Addition during the year | - | - | - | 1,002.28 | - | 335.46 | 5,705.14 | (2.78) | 0.36 | 7,040.46 |
| Less: Preacquisition reserve on acqusition of Shares | 0.06 | - | - | 77.12 | 13.99 | 46.80 | (0.28) | - | (0.10) | 137.59 |
| Less :Amount paid on buyback of shares | | | | (2,899.26) | | | | | | (2,899.26) |
| Less: Tax on Buyback of Shares | | | | (686.73) | - | - | | - | | (686.73) |
| Add / (Less): Transfer between reserves | - | - | 106.20 | (106.20) | - | (31.63) | 31.63 | - | - | - |
| Add /(Less) :Derecognition of equity instruments through OCI | - | - | - | - | | 3,805.92 | (3,805.92) | - | | - |
| **Sub Total** | **0.06** | **-** | **106.20** | **(2,612.79)** | **13.99** | **4,156.55** | **1,930.57** | **(2.78)** | **0.26** | **3,592.06** |
| **As at March 31, 2024** | **(0.90)** | **-** | **106.22** | **4,181.16** | **2,397.11** | **30,973.65** | **12,566.59** | **(4.69)** | **2.69** | **50,221.83** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**NATURE AND PURPOSE OF RESERVES**

**A Capital Reserve**

Represents application money on Equity Share Warrants not exercised.

**B Capital Redemption Reserve**

Represents Reserve created at the time of redemption of Preference Shares and buyback of Equity Shares.

**C Securities Premium**

The amount received in excess of face value of the equity shares is recognised in Securities Premium .

**D General Reserve**

Represents profit transferred from Statement of Profit and Loss Account and are available for distribution to Shareholders.

**E Retained Earnings**

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

**F Foreign Currency Translation Reserves (FCTR)**

Exchange differences relating to the translation of the results and net assets of the Group’s foreign operations from their functional currencies to the Group’s presentation currency (i.e. Indian Rupees) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve.

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

### Note No. 1.19 NON CURRENT FINANCIAL LIABILITIES -OTHERS

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deposit from lessee | **346.90** | 307.95 |
| **Total** | **346.90** | 307.95 |

### Note No. 1.20 NON CURRENT LIABILITIES - PROVISIONS

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Provision For Employee Benefits | | |
| Gratuity | **4.81** | 17.76 |
| Leave Encashment (Unfunded) | **17.28** | 17.84 |
| **Total** | **22.09** | 35.60 |

### Note No. 1.21 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Deferred Tax Liabilities** | | |
| Property Plant and Equipments | **570.40** | 633.95 |
| Fair valuation of Investment designated as FVTOCI | **3,383.14** | 3,737.89 |
| Total Deferred Tax Liabilities | **3,953.54** | 4,371.84 |
| **Deferred Tax Assets** | | |
| Employee Benefit | **86.80** | 101.90 |
| Provision for Doubtful debts | **-** | 0.08 |
| MAT credit entitlement | **-** | 185.65 |
| Total Deferred Tax Assets | **86.80** | 287.63 |
| **Total Deferred Tax Liabilities / (Assets ) (Net)** | **3,866.74** | 4,084.22 |

### Note No. 1.22 OTHER NON CURRENT LIABILITIES

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deferred Rental Income | **280.80** | 318.37 |
| **Total** | **280.80** | 318.37 |

### Note No. 1.23 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Total outstanding dues to micro enterprise and small enterprise | **80.95** | - |
| Total outstanding dues to creditors other than micro enterprise and small enterprise (Refer Note No 4.6) | **1,097.56** | 1,220.70 |
| **Total** | **1,178.51** | 1,220.70 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Outstanding for following periods from due date of payment**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **a) Due to MSE** | | |
| less than One year | **80.05** | - |
| 1-2 years | - | - |
| 2-3 years | - | - |
| More than 3 years | - | - |
| | **80.05** | - |
| **b) Due to Others** | | |
| less than One year | **9.17** | 129.33 |
| 1-2 years | **8.24** | 1,076.15 |
| 2-3 years | **1,057.24** | 2.83 |
| More than 3 years | **23.81** | 12.39 |
| | **1,098.46** | 1,220.70 |
| **c) Disputed - dues to MSME** | - | - |
| **d) Disputed - dues to Others** | - | - |
| **Total** | **1,178.51** | 1,220.70 |

**Note No. 1.24 CURRENT FINANCIAL LIABILITIES - OTHERS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Other Liabilities | **151.47** | 149.05 |
| Unpaid Dividend Account | **52.40** | 33.02 |
| Employee Related Liability # | **27.57** | 25.34 |
| Provision for Expenses @ | **147.18** | 140.02 |
| Customer Claims Payable (Refer Note No. 4.4 (a) ) | - | 70.03 |
| **Total** | **378.62** | 417.46 |

@ **Subsidiary Company - T**aneja Aerospace and Aviation Limited- Includes Rs Nil (March 31, 2023 : Rs 0.54 Lakhs ) Sitting fee payable to Directors

# **Subsidiary Company** - Taneja Aerospace and Aviation Limited - Includes Rs Nil (March 31, 2023 Rs3.66 Lakhs ) due to whole time Director.

**Note No. 1.25 OTHER CURRENT LIABILITIES**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advance from customers | **61.88** | 209.21 |
| Other Liabilities | **41.12** | 16.73 |
| Deferred Rent Income | **37.56** | 41.69 |
| Deferred Revenue | - | 0.20 |
| Statutory Dues Payable | **128.79** | 110.62 |
| Security Deposits | - | 10.00 |
| **Total** | **269.35** | 388.45 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No. 1.26 CURRENT LIABILITIES - PROVISIONS**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Provision For Employee Benefits** | | |
| i) Gratuity | **39.28** | 22.72 |
| ii) Leave Encashment (Unfunded) | **43.87** | 37.99 |
| **Total** | **83.15** | 60.71 |

**Note No. 1.27 REVENUE FROM OPERATIONS**

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| **Sales of Services** | | |
| Service - Aviation | | |
| Domestic Conversion Charges | **193.64** | 325.95 |
| Rental Income | **2,837.50** | 2,848.28 |
| Training and Other services | **4.06** | 11.48 |
| **Total** | **3,035.20** | 3,185.71 |

**Subsidiary Company "Taneja Aerospace and Aviation Limited"**

**Performance obligations and remaining performance obligations**

Aggregate amount of the transaction price allocated to long-term fixed price contracts that are partially or fully unsatisfied as on March 31, 2024 is Rs 200.19 lakhs (March 31, 2023 - Rs 288.44 lakhs) of which the Company expects to recognize in Year 2024-25.

**Note No. 1.28 OTHER INCOME**

**(₹ in Lakhs)**

| Particulars | For the Year Ended March 2024 | For the Year Ended March 2023 |
|---|---|---|
| Dividend Income | **188.73** | 2.02 |
| Interest on Income Tax Refund | **0.01** | 2.00 |
| Profit on Sale of Assets | **1.59** | 8.37 |
| Profit on Sale of Investments | **-** | 92.51 |
| Fair Valuation of Investments | **66.54** | - |
| Interest Income | **43.92** | 70.14 |
| Interest Income for financial assets measured at amortized cost | **0.52** | 0.46 |
| Credit Balance - Written Back | **243.63** | 84.05 |
| Miscellaneous Income | **10.29** | 1.41 |
| **Total** | **555.23** | 260.96 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No- 1.29 OTHER DIRECT COST**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| Vendor Charges | **142.37** | 284.18 |
| **Total** | **142.37** | 284.18 |

**Note No. 1.30 EMPLOYEE BENEFITS EXPENSE**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| i) Salaries, wages Bonus and Allowances | **509.71** | 513.13 |
| ii) Contribution to Provident Fund and Other Funds | **13.55** | 14.16 |
| iii) Gratuity | **6.14** | 4.29 |
| iv) Staff Welfare Expenses | **6.27** | 6.39 |
| **Total** | **535.67** | 537.97 |

**Note No-1.31 FINANCE COST**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| **Interest expenses** | | |
| Interest on Working Capital | **6.10** | 106.08 |
| Interest on Lease Liabilities | **6.62** | 7.91 |
| **Other borrowing costs** | | |
| Other Finance Cost | **42.83** | 67.82 |
| **Total** | **55.55** | 181.81 |

**Note No-1.32 DEPRECIATION AND AMORTIZATION EXPENSE**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| Depreciation on Property, Plant and Equipments | **276.38** | 203.33 |
| Depreciation on Right of Use Assets | **48.08** | 45.36 |
| Depreciation on Investment Properties | **91.26** | 91.26 |
| **Total** | **415.72** | 339.95 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Note No. 1.33 OTHER EXPENSES**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| Repair and Maintenance - Plant and Machinery | **122.41** | 303.96 |
| Repair and Maintenance - Buildings | **-** | 0.29 |
| Repair and Maintenance - Others | **20.37** | 21.92 |
| Office Expenses | **63.38** | 0.48 |
| Corporate Social Responsibility Expenses (Refer Note No 4.20) | **53.30** | 26.48 |
| Power and Fuel | **67.81** | 7.00 |
| Audit Fees | **9.45** | 9.56 |
| Advertisement and Sale Promotion | **1.49** | 4.12 |
| Foreign Exchange Loss | **-** | 4.03 |
| Rates, Taxes and fees | **74.53** | 77.17 |
| Insurance | **16.97** | 13.81 |
| VAT and CST Expenses | **1.56** | 1.76 |
| Travelling expense | **33.79** | 50.02 |
| Vendor Charges | **-** | 51.26 |
| Provision for Doubtful debts | **67.97** | - |
| Professional & Legal fees | **401.86** | 104.83 |
| Miscellaneous expense | **30.44** | 107.05 |
| **Total** | **965.33** | 783.74 |

**The following is the break-up of Auditors remuneration (exclusive of taxes)**

**(₹ in Lakhs)**

| **Particulars** | **For the Year Ended March 2024** | For the Year Ended March 2023 |
|---|---|---|
| **As auditor:** | | |
| Statutory audit | **5.10** | 5.10 |
| **In other capacity:** | | |
| Limited Review | **3.50** | 3.50 |
| GST Audit Fees | **0.85** | 0.96 |
| **Total** | **9.45** | 9.56 |

**2. Corporate Information**

Asscher Enterprises Limited (Formerly known as Indian Seamless Enterprises Limited), ("the Parent Company") is a public limited company incorporated in India (CIN: U29000PN1995PLC090946) having its registered office in Pune. The Parent Company is mainly engaged in Trading of Tubes, Investments and consultancy services. The consolidated financial statement comprises financials of the parent company and its subsidiaries (referred to collectively as "the Group") and its associates.

These consolidated financial statements for the year ended March 31, 2024 were approved for the issue by the Board of Directors vide their Board meeting dated August 16, 2024.

**3. Material Accounting Policies**

**3.1 Statement of compliance:**

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS), including the rules notified under Section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standard) Rules, 2015 as amended; and the other relevant provisions of the Act and Rules there under.

**3.2 Principles of Consolidation**

**3.2.1. Subsidiaries:**

The consolidated financial statements have been prepared in accordance with Ind AS 110 on "Consolidated Financial Statements" on the following principles:

a) Subsidiaries are entities controlled by the Parent Company. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. The financial statements of the subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which the control ceases.

b) The consolidated financial statements comprise of the financial statement of the Parent Company and its subsidiaries referred herein in Para 3.2.5 below. The financial statements of the Parent Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after eliminating intra-group balances, intra, group transactions and unrealized profits resulting there from and are presented to the extent possible, in the same manner as the Parent Company independent financial statements

c) In case of foreign subsidiaries, revenue items are converted at the average rates prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the "Foreign Currency Translation Reserve".

d) The financial statements of the Parent Company and its subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. The financial statements of the subsidiaries used in consolidation are drawn up to the same reporting date as that of the Parent Company i.e., year ended March 31, 2024.

e) Non-controlling interests in the net assets of consolidated subsidiaries consists of:.

- The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- The non-controlling interests' share of movements in equity since the date parent subsidiary relationship came into existence.
- The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss and Statement of Changes in Equity.

**3.2.2. Associates**

a) An associate is an entity in which the Group has significant influence, but no control or joint control over the financial and operating policies.

b) Interest in associates are accounted for using the equity method. They are initially recognized at cost which includes transaction cost. Subsequent to initial recognition the consolidated financial statements include the Associates share of profit or loss and Other Comprehensive Income ("OCI") until the date on which significant influence or joint control ceases.

c) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

d) Unrealized gains / losses arising from transactions with such entities are eliminated against the investment to the extent of the Group's interest in the associates.

**3.2.3. Business Combination:**

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when the control is transferred to the Group. The consideration transferred for the business combinations is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. The Parent Company determines the basis of control in line with the requirements of Ind AS 110, Consolidated Financial Statements. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI as appropriate.

**3.2.4. Common Control:**

Business combinations involving entities that are ultimately controlled by the same part(ies) before and after the business combination are considered as Common control entities and are accounted using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect the fair values, or recognise new assets or liabilities. Adjustments are made to harmonise accounting policies.

The financial information in the financial statements in respect of prior periods is restated as if the business combination has occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.

The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

The difference if any, between the amounts recorded as share capital plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

**3.2.5. The consolidated Financial Statements present the consolidated accounts of Indian Seamless Enterprises Limited with its subsidiaries and associate's company:**

| Sr No | | Name of Company | Country of Incorporation | Nature of Relationship | Effective Ownership Interest (%) |
|---|---|---|---|---|---|
| 1 | * | Laurus Tradecon Private Limited | India | Subsidiary | 52.01% |
| 2 | * | Taneja Aerospace & Aviation Ltd | India | Subsidiary | 50.75% |
| 3 | *@ | TAAL Enterprises Ltd. | India | Associate | 0.20% |

Reporting dates of all Subsidiary Companies and Associate company is March 31, 2024.

* Audited by other auditors

*@ considered as associate company by virtue of equity holding by ultimate Parent Company.

**33.3 Basis of Preparation of Consolidated Ind AS Financial Statements**

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2016; as amended and the other relevant provisions of the Act and Rules there under.

The consolidated financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities (including financial instruments) which have been measured at fair value at the end of each reporting period as explained in the accounting policies stated below.

**3.4 Functional and presentation currency:**

The Functional and presentation currency of the Group is Indian rupees. Accordingly, all amounts disclosed in the consolidated financial statements and notes have been shown in Indian rupees and all values are stated in Rupees except otherwise indicated.

**3.5 Current versus non-current classification**

The Group has classified all its assets and liabilities under current and non-current as required by Ind AS 1- Presentation of Financial Statements. The asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for purpose of trading;
- Expected to be realized 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

All liabilities are current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

**3.6 Revenue Recognition:**

The Group derives revenue primarily from Trading of Tubes, Investments and consultancy services

The Group follows specific recognition criteria as described below before the revenue is recognized.

**i Sales**

**a) Sales of Goods:**

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by delivering a promised goods or service to customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment but excluding taxes or duties collected on behalf of the government and net of returns and allowances, trade discounts and volume rebates.

**b) Professional fees:**

Revenue from professional fees is recognized upon by reference to the stage of completion of service and the amount of revenue can be measured reliably.

**ii Other Operating Revenue**

Other Operating revenue comprises of following items:

- **Dividend Income**

  Dividend Income are recognized on receipt basis.

- **Interest Income**

  Interest income from financial assets is recognized using an effective interest rate method.

- **Operating Lease Income**

Revenue from Operating Lease is recognized on a straight-line basis.

**iii Subsidiary Company: Taneja Aerospace and Aviation Limited and Associate Company TAAL Enterprises Limited:**

a) Revenue from long-term fixed time frame price contracts where the performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage-of-completion method and billed in terms of the agreement with and certification by the customer.

b) Rental income arising from operating leases (leases of hangar) is accounted for on a straight-line basis or another systematic basis over the lease term based on agreement/contract entered into with the third party on accrual basis and is included in revenue in the Consolidated Statements of Profit and Loss due to its operating nature.

c) Training fees received, being non-refundable, is accounted over the period of training period.

d) Charter income from aircraft given on charter is booked on the basis of contract with customers and on completion of actual flying hours of the aircraft.

e) Revenue from time and material service contracts is recognized pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured.

f) The Group accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/incentive. Also, when the level of discount varies with increases in levels of revenue transactions, the Group recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or it the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The Group recognized changes in the estimated amount of obligations for discounts in the period in which the change occurs. The discounts are passed on to the customer either as directly payments or as a reduction of payments due from the customer.

g) Revenue recognised in excess of billings is classified as contract assets ("Unbilled revenue") included in other current financial assets.

h) Billings in excess of revenue recognized is classified as contract liabilities ("Deferred revenue") included in other current liabilities.

i) Other Income

The Group recognises duty drawback and income from duty credit scrips only when there is reasonable assurance that the conditions attached to them will be complied with, and the duty drawback and duty credit scrips will be received. Commission income is recognized when the right to receive payment is established.

**3.7 Property, Plant and Equipment:**

i Property, plant and equipment are stated at their original cost of acquisition including taxes, duties, freight, other incidental expenses related to acquisition and installation of the concerned assets and excludes refundable taxes and duties.

ii 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 entity and the cost can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. All other repairs and maintenance costs are recognized as expense in profit and loss statement as and when incurred.

iii All incidental expenses incurred during project implementation, for the project as well as trial run expenses are treated as expenditure during construction and are capitalized.

iv Capital work in progress (CWIP) comprises of cost of acquisition of assets, duties, levies and any cost directly attributable to bringing the asset to its working condition for the intended use. Expenditure incurred on project under implementation is treated as incidental expenditure incurred during construction and is pending allocation to the assets which will be allocated / apportioned on completion of the project

v Subsidiary Company: Taneja Aerospace and Aviation Limited:

a) Considering the nature of business activity, Runway has been treated as Plant and Equipment and depreciation has been provided accordingly.

b) Assets received on amalgamation are recorded at its fair value.

**3.8 Depreciation:**

i Depreciation on Building, Plant & Machinery, Computer Hardware is provided as per the useful life specified in Part 'C' of Schedule II of the Companies Act, 2013 on Straight Line Method.

ii Deprecation on Vehicle, office equipment, furniture and fixtures, vehicle and leasehold improvement is provided as per the useful life specified Part 'C' of Schedule II of the Companies Act, 2013 on Written Down Value Method.

iii In case of additions to and deletion from fixed assets, depreciation is charged on a pro-rata basis from the date of addition/till the date of deletion.

iv Subsidiary Company: Taneja Aerospace and Aviation Limited:

Depreciation on Buildings, Plant and Machinery and Computer-Hardware is provided as per the useful life specified in Part 'C' of Schedule II of the Companies Act, 2013 on Straight Line Method.

Based on the technical expert's assessment of useful life, following class of property, plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. These estimates are based on the technical evaluation which considered the nature and usage of the assets, the operating conditions of the assets, anticipated technological changes and maintenance support etc.

| **Property, Plant and Equipment** | |
|---|---|
| Plant and Machinery | 15 -48 years |

**3.9 Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Cost comprises the acquisition price, development cost and any attributable / allocable incidental cost of bringing the asset to its working condition for its intended use. The useful life of intangible assets is assessed as either finite or indefinite. All finite-lived intangible assets, are accounted for using the cost model whereby intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets are amortised on straight line basis over the estimated useful economic life. Residual values and useful lives are reviewed at each reporting date.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset, and is recognized in the Consolidated Statement of profit and loss within 'other income' or 'other expenses' respectively.

**3.10 Investment properties:**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on investment properties is provided on a pro-rata basis on straight line method over the estimated useful lives. Use-fil life of assets, as assessed by the management, corresponds to those prescribed by Schedule II – Part 'C'.

Though the Group measures investment properties using cost based measurement, the fair value of investment properties is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are de-recognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

**3.11 Leases :**

**As a lessee**

The Group's leased assets consist of leases for Office Premises. At inception of a contract, the Group assesses whether a contract is, or contains, a lease. 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 group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and (iii) the Group has the right to direct the use of the asset

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received..

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**As a lessor**

Leases in which Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

**3.12 Inventories:**

i. Stock of raw materials, stores, spares, bought out items and certain components are valued at cost less amounts written.

ii. Subsidiary Company: Taneja Aerospace and Aviation Limited:

a) Stock of certain aero structures, components, work-in- progress and finished goods are valued at lower of cost and net realizable value based on technical estimate of the percentage of work completed.

b) Work-in-progress, manufactured finished goods and traded goods are valued at the lower of cost and net realizable value. Cost of work-in-progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present and condition. Cost of traded goods is determined on a weighted average basis.

**3.13 Employee Benefits:**

i. Provision for Gratuity and Leave Encashment has been made on the assumption that such benefits are payable to employees at the end of the accounting year.

ii. Subsidiary Company: Taneja Aerospace and Aviation Limited and Associate Company : TAAL Enterprises Limited

**a) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognised in respect of employees' services upto the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

**b) Other long-term employee benefits obligations**

➢ **Defined contribution plan**

Group makes defined contribution to Provident Fund and Superannuation Fund, which are recognised as an expense in the Consolidated Statement of Profit and Loss on accrual basis. Group has no further obligations under these plans beyond its monthly contributions.

Employee 's State Insurance Scheme: Contribution towards employees ' state insurance scheme is made to the regulatory authorities, where Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

➢ **Defined benefit plans**

Gratuity: Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death incapacitation or termination of employment, of an amount based on the respective employee 's salary. Group 's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the other comprehensive income in the year in which they arise.

Compensated Absences: Accumulated compensated absences, which are ex to be availed or encased within twelve months from the end of the year are treated as sh01t-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encased beyond twelve months from the end of the year are treated as other long-term employee benefits. Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

Leaves under defined benefit plans can be encashed only on discontinuation of service by employee.

**3.14 Foreign Currency Transactions:**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities at the Balance Sheet date are translated at the exchange rate prevailing on the date of Balance Sheet.

Exchange rate differences resulting from foreign currency transactions settled during the period including year-end translation of assets and liabilities are recognized in the Consolidated Statement of Profit and Loss.

Non-monetary assets, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the initial 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. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in Other Comprehensive Income (OCI) or Consolidated Statement of Profit and Loss are also recognized in OCI or Consolidated Statement of Profit and Loss, respectively).

**3.15 Government Incentive:**

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per accounting policy applicable to financial liabilities

**3.16 Cash and cash equivalents:**

Cash and cash equivalents comprises cash on hand and at bank and demand deposits with banks which are short-term, highly liquid investments with original maturities of three months or less, that are readily convertible into a known amounts of cash and which are subject to an insignificant risk of changes in value.

**3.17 Fair Value Measurement:**

The Group measures certain financial instruments at fair value at each balance sheet date. Certain accounting policies and disclosures require the measurement of fair values,

for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values and the valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. as derived from prices)

Level 3 — inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**3.18 Financial instruments:**

The Group recognizes financial assets and financial liabilities when it becomes party to the contractual provision of the instrument.

**I. Financial Assets:**

**a) Initial recognition and measurement:**

Financial assets are initially measured at its fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the concerned financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair through profit or loss are recognized immediately in profit or loss. However, trade receivable that do not contain a significant financing component are measured at transaction price.

**b) Subsequent measurement:**

For subsequent measurement, the Group classifies financial asset in following broad categories:

**i. Financial asset carried at amortized cost (net of any write down for impairment, if any):**

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized costs using Effective Interest Rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the Consolidated Statement of profit or loss. Cash and bank balances, trade receivables, loans and other financial asset of the group are covered under this category.

**ii. Financial asset carried at FVTOCI:**

Financial asset under this category are measured initially as well as at each reporting date at fair value, when asset is held with a business model whose objective is to hold asset for both collecting contractual cash flows and selling financial assets. Fair value movements are recognized in the other comprehensive income.

**iii. Financial asset carried at FVTPL:**

Financial asset under this category are measured initially as well as at each reporting date at fair value. Changes in fair value are recognized in the Consolidated Statement of profit or loss.

**c) Other equity instruments:**

All other equity instruments are measured as fair value, with value changes recognized in the Consolidated Statement of Profit and Loss, except for those equity instrument for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

**d) Derecognition:**

A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Group has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

**e) Impairment of financial asset:**

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Group 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.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss under the head 'Other expenses'

**II. Financial Liabilities:**

**a) Initial recognition and measurement:**

The Group recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. Group classifies all financial liabilities as subsequently measured at amortised cost or FVTPL.

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

**b) Subsequent measurement:**

Financial liabilities are carried at amortized cost using the Effective Interest Rate (EIR) method. For trade and other payable maturing within one year from balance sheet date, the carrying amount approximate fair value due to short maturity of these instruments

**c) Derecognition of financial liabilities:**

A financial liability is derecognized 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 recognized in the Consolidated Statement of Profit and Loss.

**III. 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 an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

**3.19 Segment accounting:**

The Group's operating segments are established on the basis of those components of the Group that are evaluated regularly by the Executive Committee, the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

**3.20 Earnings per share**

Basic earnings per share is calculated by dividing the net profit for the year attributable to the shareholders of the Group and weighted average number of shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit for the year attributable to the shareholders of the Group and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

**3.21 Provision for Current and Deferred Tax:**

The tax expense for the period comprises current and deferred tax. Taxes are recognised in the Consolidated Statement of profit and loss, except to the extent that it relates to the items recognised in the comprehensive income or in Equity. In which case, the tax is also recognised in the comprehensive income or in Equity

**Current tax:**

Provision for Current tax is made on the basis of relevant provision of The Income Tax Act, 1961 as applicable to the financial year.

**Deferred tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary timing difference. Deferred tax assets are recognized for deductible temporary differences. to the extent that they are probable that taxable profit will be available against which the deductible temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the reporting date.

**3.22 Impairment of non-financial Assets:**

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**3.23 Assets held for sale**

The Company classifies non-current assets (or disposal group) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded met only when the assets (or disposal group) is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal group), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset (or disposal group) to be highly probable when:

➢ The appropriate level of management is committed to a plan to sell the asset (or disposal group),

- An active programmed to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets (or disposal group) held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities (or disposal group) classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized

**3.24 Provision, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when the Group has present obligation (legal or constructive) as a result of past event and it is probable that 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. The expense related to a provision is presented in the Consolidated Statement of profit and loss net of any reimbursement/ contribution towards provision made.

If the effect of the time value of money is material, estimate for the provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**Contingent liability:**

Contingent Liabilities are not provided and are disclosed in Notes on Accounts. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**3.25 Events occurring after the Balance Sheet Date**

Events occurring after the Balance Sheet date and till the date on which the financial statements are approved, which are material in the nature and indicate the need for adjustments in the financial statements have been considered

**3.26 Standards Issued but not yet Effective: -**

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would have been applicable to the Company from April 1, 2023.

**3.27 Key accounting judgments’, estimates and assumptions:**

The preparation of the Company’s Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of Assets or Liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

In particular, information about significant areas of estimates and judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements are as below:

a. Assessment of functional currency (Refer Note No 3.4);

b. Financial instruments (Refer Note No 3.18);

c. Estimates of useful lives and residual value of PPE (Refer Note No 3.8);

d. Impairment of financial and non-financial assets (Refer Note No 3.18 and 3.22);

e. Valuation of Inventories (Refer Note No 3.12);

f. Allowances for uncollected Trade Receivable and Advances (Refer Note No 3.18);

h. Evaluation of recoverability of deferred tax assets (Refer Note No 3.21); and

i. Contingencies and Provisions (Refer Note No 3.24).

Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**4.1 Contingent Liabilities and Commitments (To the extent not provided for)**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Contingent Liabilities** | | |
| **Parent Company** | | |
| **i) Capital and other commitments (to the extent not provided for)** | | |
| Capital commitments | **487.89** | - |
| **Subsidiary Companies:** | | |
| **i) Claims against the company not acknowledged as debts :** | | |
| Service Tax | **-** | 124.37 |
| Excise Duty | **88.16** | 168.40 |
| City Civil Court | **170.00** | 170.00 |
| **ii) Capital and other commitments (to the extent not provided for)** | | |
| Bank Guarantees | **6.08** | 6.48 |
| **Associate Company** | | |
| **i) Claims against the company not acknowledged as debts:** | | |
| Income Tax | **777.92** | 777.92 |
| Custom duty - Air craft case | **-** | 622.67 |
| **ii) Capital and other commitments (to the extent not provided for)** | | |
| Bank Guarantees | **-** | 312.00 |
| **iii) Commitments** | | |
| Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances) | **-** | - |

**Note:**
The Group does not expect the outcome of the matters stated above to have a material adverse impact on the Group's s financial condition, result of operations or cash flows. Future cash outflows in respect of liability for Income Tax, Sales Tax, Custom Duty and Excise Duty is dependent on decisions by relevant authorities of respective disputes and in respect of other liabilities it is dependent on terms agreed upon with the parties

**4.2** In the opinion of the Board of Directors the Current Assets, Loans and Advances are approximately of the value stated, if realised in ordinary course of business.

**4.3** Subsidiary Company - Laurus Tradecon Private Limited

(a) The business environment has become extremely competitive and challenging in the short run. The Company is taking suitable corrective steps.

(b) As a matter of prudent accounting policy, the company has accounted Rs Nil (March 31, 2023 : Rs 70.03 Lakhs) towards claims made by the customers.

(c) The Company has provided the gratuity liability and leave salary on actual basis.

**4.4 Exceptional Item**

**a)** The Parent Company was holding 47.11 % equity Shares in ISMT Limited (ISMT) and classified the said investment as 'Investment in Associates' in financial statement at cost. On March 10,2022 Kirloskar Ferrous Industries Limited (KFIL) has acquired majority stake in ISMT (i.e. 51.25% of the post issue paid- up share capital) and accordingly became a holding company. This resulted into reduction of Company's shareholdings in ISMT from 47.11 % to 22.97%.

In the financial year 2022-23, the Parent Company has sold 1,50,00,000 equity shares of ISMT to Kirloskar Industries Ltd which has reduced its holdings from 22.97 % to 15.97 % in ISMT. Accordingly, ISMT ceased to be Associate Company and on the date of ceasing as Associate, Gain/(Loss) on reclassification of the Investment in ISMT is recognized as exceptional item in the statement

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

of profit and loss account and further the Company has opted to recognize balance investment holdings in ISMT at fair value through Other Comprehensive Income w.e.f. March 31,2023.

Also, during the financial year 2023-24, the Parent Company has sold 1,44,66,193 equity shares of ISMT to Kirloskar Industries Ltd, which has further reduced its investment from 15.97 % to 13.16 %.

**b) Subsidiary Company - Taneja Aerospace and Aviation Limited**

The Board of Directors, at its meeting held on March 22, 2022 considered and approved Retrenchment Scheme for workmen as per Industrial Disputes Act, 1947. Pursuant to the scheme, the Company has incurred an expenditure of INR 88.34 lakhs during the year ended March 31, 2022 and Rs 47.00 Lakhs incurred during the year ended March 31, 2023 towards such aforementioned scheme and this has been disclosed as an exceptional item.

**4.5 Subsidiary Company - Taneja Aerospace and Aviation Ltd**

During the year the Company has made an investment of Rs 100 lakh in equity shares of Prive Avion Alliances Pvt. Ltd. Based on the valuation report, such investment have been measured at fair value through Other Comprehensive Income (OCI) at Rs 69.43 lakh as at March 31, 2024. The resulting difference of Rs 27.39 lakh (net of deferred tax) has been charged to the Statement of Profit and Loss account under OCI.

**4.6 Segment Reporting :**

Group's operating segments are established on the basis of those components of the Group that are evaluated regularly by the Executive Committee, the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

The Group has 4 segments-Trading, Investment, Aviation and Services.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on the reasonable basis have been disclosed as unallocable.

Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis have been included under "Unallocable Assets / Liabilities".

**For the Financial Year 2023 -2024**

**(₹ in Lakhs)**

| Particulars | Trading | Investment | Aviation | Services | Total |
|---|---|---|---|---|---|
| **Segment Revenue** | | | | | |
| Segment Revenue from: | | | | | |
| External sales and services | **-** | **188.73** | **3,035.20** | **-** | **3,223.93** |
| Unallocable revenue | **-** | **-** | | **-** | **366.49** |
| **Total Segment Revenue** | **-** | **188.73** | **3,035.20** | **-** | **3,590.42** |
| **Segment Result** | | | | | |
| Operating Profit / (Loss) | **(0.02)** | **188.73** | **1,598.00** | **(1.93)** | **1,784.78** |
| Add: Unallocable | | | | | **(253.45)** |
| Add: Share of profit/(loss) of associates | | | | | **7.50** |
| Less: Finance Cost | | | | | **55.55** |
| **Profit/(Loss) before Tax** | | | | | **1,483.27** |
| **Less: Tax expenses** | | | | | **497.70** |
| **Profit/ (Loss) after Tax** | | | | | **985.57** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

| Particulars | Trading | Investment | Aviation | Services | Total |
|---|---|---|---|---|---|
| **Other Information** | | | | | |
| Segment Assets | **-** | **43,497.04** | **14,624.96** | **87.32** | **58,209.32** |
| Unallocable assets | **-** | **-** | **-** | **-** | **5,720.51** |
| **Total Assets** | **-** | **43,497.04** | **14,624.96** | **87.32** | **63,929.83** |
| Segment liabilities | **1,056.04** | **-** | **1,217.89** | **3.94** | **2,277.87** |
| Unallocable liabilities | **-** | **-** | **-** | **-** | **4,237.84** |
| **Total liabilities** | **1,056.04** | **-** | **1,217.89** | **3.94** | **6,515.71** |
| **Cost incurred for:** | | | | | |
| Acquired Assets - Segment | **65.11** | **-** | **780.92** | **-** | **846.04** |
| **Depreciation** | | | | | |
| Segment Assets | **-** | **-** | **371.61** | | **371.61** |
| Unallocable Assets | **-** | **-** | **-** | **-** | **44.11** |
| **Total** | **-** | **-** | **371.61** | **-** | **415.72** |

**For the Financial Year 2022 -2023**

**(₹ in Lakhs)**

| **Particulars** | Trading | Investment | Aviation | Services | Total |
|---|---|---|---|---|---|
| **Segment Revenue** | | | | | |
| Segment Revenue from: | | | | | |
| External sales and services | - | 92.51 | 3,185.71 | - | 3,278.22 |
| Unallocable revenue | | | | | 168.45 |
| **Total Segment Revenue** | - | 92.51 | 3,185.71 | - | 3,446.67 |
| **Segment Result** | | | | | |
| Operating Profit / (Loss) | (2.75) | 6,271.36 | 1,710.06 | (4.27) | 7,974.40 |
| Add: Unallocable | | | | | (6,473.57) |
| Add: Share of profit/(loss) of associates | | | | | 1,350.03 |
| Less: Finance Cost | | | | | 181.81 |
| Less: Exceptional Items | | | | | 8,911.05 |
| **Profit/(Loss) before Tax** | | | | | 11,580.11 |
| **Less: Tax expenses** | | | | | 4,144.82 |
| **Profit/ (Loss) after Tax** | | | | | 7,435.29 |
| **Other Information** | | | | | |
| Segment Assets | - | 47,236.30 | 12,404.01 | - | 59,640.31 |
| Unallocable assets | | | | | 236.88 |
| **Total Assets** | - | 47,236.30 | 12,404.01 | - | 59,877.20 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

| Particulars | Trading | Investment | Aviation | Services | Total |
|---|---|---|---|---|---|
| Segment liabilities | 1,069.62 | - | 1,211.18 | 4.06 | 2,284.86 |
| Unallocable liabilities | | | | | 4,650.37 |
| **Total liabilities** | 1,069.62 | - | 1,211.18 | 4.06 | 6,935.23 |
| **Cost incurred for:** | | | | | |
| Acquired Assets - Segment | 1,345.99 | - | 617.02 | - | 1,963.01 |
| **Depreciation** | | | | | |
| Segment Assets | - | - | 296.08 | - | 296.08 |
| Unallocable Assets | - | | | | 43.87 |
| **Total** | - | - | 296.08 | - | 339.95 |

**Revenue from Major customers**

Revenue from one customer of the Company's aviation segment amounting to INR 1,957.64 lakh (March 31, 2023: INR 1,835.22 lakh) is more than 10% of Company's total revenue.

**4.7 Dues to Micro, Small and Medium Enterprises**

There are no Micro, Small and Medium Enterprise suppliers as defined under the provisions of "Micro, Small, Medium Enterprises Development Act, 2006". There are no dues to such suppliers as on March 31, 2024.

**Subsidiary Company - "Taneja Aerospace and Aviation Limited"**

The identification of micro, small and medium enterprise suppliers as defined under the provisions of "The Micro, Small and Medium Enterprise Development Act, 2006" [MSMED Act] is based on confirmation received from suppliers. The Company has accrued Rs Nil (March 31, 2023 : Rs Nil) towards interest payable to the vendors under the MSMED Act.

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| i) The principal amount due thereon remaining unpaid as at the year end, interest amount due and remaining unpaid as at the year end: | | |
| a) Principal | **80.95** | - |
| b) Interest | - | - |
| ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along-with the amount of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| iv) The amount of interest accrued and remaining unpaid as the year end in respect of principal amount settled during the year | - | - |
| v) The amount of further 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 enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |

**4.8 Related Party Transactions.**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during the reporting periods, are:

**Name and Relationships of the Related Parties:**

**I Key Management Personnel (KMP) - Parent Company**

| Name of the Related Party | Designation |
|---|---|
| Mr. B. R. Taneja | Managing Director |
| Mr. N.V. Karbhase | Whole Time Director (upto June 30, 2024) and Director w.e.f. July 01, 2024 |
| Mr. Rakesh Duda | Managing Director - Subsidiary Company |
| Mrs. Rahael Shobhana Joseph | Whole Time Director - Subsidiary Company |

**II Entities where control exists**

**Ultimate Holding Company**

Vishkul Enterprises Pvt. Ltd.

**Associate Company**

TAAL Enterprises Ltd.

**Entities where control exists**

1) TAAL Tech India Private Limited

2) Sarod Reality Private Limited

**III Details of transactions with related parties in the ordinary course of business for the year:**

| Nature of Transactions / Relationship | Entities where control exist | |
|---|---|---|
| | **2023 -2024** | 2022 -2023 |
| **Expenses** | | |
| Interest Paid | - | 10.25 |
| Inter Corporate Deposit repaid during the year | - | 724.00 |
| Re-imbursement for transactions incurred on behalf of the related parties | | |
| 1. Repayment of Fixed Deposit | **312** | - |
| 2. Interest Paid | **3.98** | 15.91 |
| **Key Management Personnel** | | |
| Managerial Remuneration # | **237.00** | 227.72 |
| Sitting Fees | **12.90** | 12.40 |

**Details of Transaction entered with related parties:**

a) Interest paid to TAAL Tech India Private Limited Rs Nil Lakhs (March 31, 2023 Rs 10.25 Lakhs).

b) Amount repaid to TAAL Tech India Private Limited of Rs Nil (March 31, 2023 Rs 300.00 Lakhs)

c) Amount repaid to Sarod Reality of Rs Nil (March 31, 2023 Rs 424.00 Lakhs)

d) Loan (promoter contribution) received back from ISMT Limited of Rs Nil Lakhs (March 31, 2023 Rs 200.00 Lakhs)

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

e) Reimbursement of Interest paid to TAAL Enterprises Limited Rs 3.98 Lakhs (March 31, 2023 Rs 15.91 Lakhs) and Fixed Deposits of Rs 312 Lakhs (March 31, 2023 Rs Nil)

# Excludes contribution to gratuity fund and provision for leave encashment as separate figures are not ascertainable for the managerial personnel. Further, Group has not paid any commission to the managerial personnel.

**4.9 Leases**

**I Leases where group is Lessee**

The Group have taken premises under operating lease. These leases are renewable by mutual consent on mutually agreeable terms. There are no restrictions imposed by these lease arrangements and there are no sub leases. There are no contingent rents.

**A) Following are the changes in the carrying amount of Right-of-Use Assets for the year ended March 31, 2024.**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023 - 2024** | 2022 - 2023 |
| **Balance as on April 1,** | **100.01** | 5.18 |
| Addition during the year | **31.36** | 140.19 |
| Deletion on cancellation of lease / adjustment | **-** | - |
| Depreciation on ROU of Assets | **48.08** | 45.36 |
| Depreciation on Deletion | **-** | - |
| **Balance as on March 31,** | **83.29** | 100.01 |

**B) The following is the movement in Lease Liabilities for the year ended March 31, 2024.**

**(₹ in Lakhs)**

| Particulars | Office Premises | |
|---|---|---|
| | **2023 - 2024** | 2022 - 2023 |
| **Balance as on April 1,** | **101.77** | 6.18 |
| Additions during the year | **30.44** | 138.95 |
| Finance Cost incurred during the year | **6.62** | 7.91 |
| Deletion on Cancellation of lease / Adjustment | **(7.12)** | (2.48) |
| Payment of lease liabilities | **(42.20)** | (48.80) |
| **Balance as on March 31,** | **89.50** | 101.77 |

**C) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis:**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Due within one year | **13.22** | 34.40 |
| Due within one year to five years | **84.74** | 72.77 |
| Due for more than five years | | - |
| **Total Undiscounted Lease Liabilities** | **97.96** | 107.17 |
| **Lease Liabilities included in the Statement of standalone financial position** | | |
| Non- current Liabilities | **44.99** | 32.49 |
| Current Liabilities | **44.51** | 69.28 |

The Group does not face a liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**D) The following amounts are recognized in the Consolidated Statement of Profit and Loss for the year ended March 31, 2024:**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Interest Expenses on Financial Liabilities | **6.62** | 7.91 |
| Depreciation on ROU Assets | **48.08** | 45.36 |
| Expenses relating to Short Term Lease | **-** | - |
| Expenses relating to Leases of Low Value Assets | **-** | - |
| **Total** | **54.70** | 53.27 |

**E) The following amounts are recognized in the Consolidated Statements of Cash Flows for the year ended March 31, 2024:**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Total Cash Outflows for leases | **42.20** | 48.80 |
| **Total** | **42.20** | 48.80 |

**II Subsidiary Company : Taneja Aerospace and Aviation Limited**

**Operating Leases where Company is a lessor:**

The Company has entered into lease transactions mainly for leasing of hangars for a period of 25 years. The terms of lease include terms of renewal. The operating lease income recognised in the Statement of Profit and Loss amounts to Rs.1,696.32 lakhs (March 31, 2023 - Rs 1,600.30 lakhs) included in note 1.28.

Future minimum rentals receivable under non-cancellable operating leases are as follow:

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Within one year | **1,798.10** | 1,696.32 |
| After one year but not more than five years | **8,337.94** | 7,865.99 |
| More than five years | **9,702.15** | 11,972.21 |

**4.10 Employee Benefits**

The group has made provision for gratuity and leave encashment on actuarial basis except in case of subsidiary company Laurus Tradecpn Private Limited, in which provisions are made on the assumption that such benefits are payable to employees at the end of the accounting year.

**(A) Defined Contribution Plans**

During the year, Group has recognised the following amount in the statement of Profit and Loss:

**(₹ in Lakhs)**

| Particulars | 2023 -2024 | 2022 -2023 |
|---|---|---|
| Employer’s Contribution to Provident Fund, family pension fund and other fund | **9.26** | 8.37 |
| **Total** | **9.26** | 8.37 |

**(B) Defined Benefits Plans**

i) Gratuity Payable to Employees are unfunded and in subsidiary company Taneja Aerospace and Aviation Limited , Gratuity is funded

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**i) Actuarial Assumption**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| Discount rate (per annum) | **7.20%** | 7.40% | **7.20%** | 7.50% |
| Rate of increase in salary | **9.00%** | 9.00% | **6%** | 6% |
| Expected average remaining working lives of employees (Years) | | | **11.48** | 11.69 |
| Withdrawal Rate | **3.00%** | 2.00% | **5%** | 5% |
| Retirement Age | **58 years** | 58 years | **58 years** | 58 Years |

**ii) Changes in present value of defined benefit obligations**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| Present value of defined benefit obligation at the beginning of the Year | **25.17** | 24.48 | **30.08** | 23.00 |
| Interest Cost | **1.86** | 1.69 | **2.17** | 1.39 |
| Past Service Cost | **-** | - | **-** | - |
| Current Service Cost | **0.94** | 0.99 | **3.97** | 2.25 |
| Benefits paid | **-** | - | **(2.40)** | (7.38) |
| Actuarial (gain) / loss on obligation * | **(2.07)** | (1.99) | **5.10** | 10.82 |
| **Present value of defined benefit obligation at the end of the Year** | **25.89** | 25.17 | **38.92** | 30.08 |

**iii) Changes in fair value of plan assets**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | |
|---|---|---|
| | March 31, 2024 | March 31, 2023 |
| Fair value of plan assets at the beginning of the Year | **14.78** | 13.85 |
| Interest income | **1.21** | 0.73 |
| Contributions | **5.00** | |
| Mortality charges and taxes | **(0.00)** | (0.01) |
| Benefits paid | **(2.40)** | (7.38) |
| Return on plan assets excluding interest income - gain / (loss) | **2.14** | 7.59 |
| **Fair value of plan assets at the end of the year** | **20.72** | 14.78 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**iv) Expenses recognised in the consolidated statement of Profit and Loss**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | **March 31, 2024** | March 31, 2023 | **March 31, 2024** | March 31, 2023 |
| Current Service Cost | 0.94 | 0.99 | **3.97** | 2.25 |
| Opening addition of liability on adoption of actuarial valuation | 20.36 | 11.83 | | |
| Past Service Cost | - | - | **5.10** | 10.82 |
| Interest Cost | 1.86 | 1.69 | **0.96** | 0.66 |
| **Total expenses recognised in the consolidated statement of profit and loss** | **23.16** | 14.51 | **10.03** | 13.73 |

*Included in provision for employee benefits (Refer note 1.20 and 1.26) Actuarial (gain)/loss on gratuity of (Rs 3.02) Lakhs for the year ended March 31, 2024 [March 31, 2023: Rs 31.75 Lakhs)] is included in other comprehensive income

**v) Assets and Liabilities recognised in the Consolidated Balance sheet**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | **March 31, 2024** | March 31, 2023 | **March 31, 2024** | March 31, 2023 |
| Present value of unfunded obligation as at the end of the year | 25.89 | 25.17 | **38.92** | 30.08 |
| Less: Funded with Life Insurance Corporation | - | - | **(20.72)** | (14.78) |
| **Net asset/(Liability) recognised in the consolidated balance sheet** | **25.90** | 25.17 | **18.20** | 15.31 |

**vi) Expected contribution to the fund in the next year**

**(₹ in Lakhs)**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Total Amount** | **18.20** | 15.31 |

**vii) Quantitative sensivity analysis for significant assumption**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | **March 31, 2024** | **March 31, 2023** | **March 31, 2024** | **March 31, 2023** |
| 1% increase in discount rate | **32.45** | 24.51 | **40.82** | 28.54 |
| 1% decrease in discount rate | **33.00** | 25.93 | **37.26** | 31.85 |
| 1% increase in salary growth rate | **32.95** | 25.78 | **37.52** | 31.60 |
| 1% decrease in salary growth rate | **32.48** | 24.62 | **40.51** | 28.75 |
| 1% increase in employee withdrawal rate | **32.98** | 25.08 | **38.76** | 30.25 |
| 1% decrease in employee withdrawal rate | **32.38** | 25.27 | **39.06** | 29.89 |

**viii) Maturity Profile of defined benefit obligation**

**(₹ in Lakhs)**

| Particulars | Gratuity Unfunded | | Gratuity Funded | |
|---|---|---|---|---|
| | **March 31, 2024** | **March 31, 2023** | **March 31, 2024** | **March 31, 2023** |
| Up to one year | **30.27** | 12.52 | **12.87** | 1.43 |
| One to two years | **0.05** | 10.47 | **5.52** | 12.41 |
| Two to three years | **0.05** | 0.11 | **0.84** | 5.15 |
| More than three years | **0.49** | 0.55 | **14.94** | 13.98 |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Leave Encashment:**

The Group employees are entitled for compensated absences which are allowed to be accumulated and encashed as per the Company's policies. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using "Projected Unit Credit Method". Accordingly, Rs 43.87 Lakhs (Previous Year Rs 47.45Lakhs ) being liability as at the year-end for compensated absences as per actuarial valuation has been provided in the accounts.

**4.11 Income tax expense**

**A The major components of income tax expenses for the year are as under:**

**(₹ in Lakhs)**

| Particulars | 2023 -2024 | 2022 -2023 |
|---|---|---|
| **I) Income Tax recognised in the statement of profit and loss** | | |
| Current Year Tax | **1,637.65** | 1,185.10 |
| Previous Year Tax | **(2.42)** | (16.64) |
| Deferred tax | **(1,137.53)** | 2,976.36 |
| **Total Income Tax recognised in the statement of profit and loss** | **497.71** | 4,144.82 |
| **II) Income Tax recognised in Other Comprehensive Income** | | |
| Deferred tax | **(734.42)** | (1,402.42) |
| **Total Income Tax recognised in Other Comprehensive Income** | **(734.42)** | (1,402.42) |

**B Reconciliation of tax expense and the accounting profit for the year is under:**

**(₹ in Lakhs)**

| Particulars | 2023 -2024 | 2022 -2023 |
|---|---|---|
| **Accounting profit before income tax expenses** | **1,483.29** | 11,580.11 |
| Enacted tax rates in India (%) | **25.17%** | 25.17% |
| Expected income tax expenses | **373.31** | 2,914.48 |
| **Tax Effect of :** | | |
| Expenses not deductible | **(23.73)** | 51.98 |
| Exempt Income | **129.41** | (339.78) |
| Effect of Different income tax rate | **65.97** | 901.98 |
| Accelerated capital allowances | **9.46** | 11.65 |
| Carried forward loss set off | **(54.29)** | 1.75 |
| **Tax expense recognised in Consolidated Statement of Profit and Loss** | **500.13** | 3,542.08 |
| Adjustments recognised in current year in relation to the current tax of earlier years (MAT Credit Entitlement) | **(2.42)** | 602.74 |
| **Income Tax Expenses** | **497.71** | 4,144.82 |
| **Effective Tax Rate %** | **33.72%** | 30.59% |

**C Deferred Tax Assets / Liabilities**

The Group has not recognised deferred tax assets in the absence of the virtual certainty with convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**Significant components of Deferred tax assets & liabilities recognized in Financial Statements**

**As at March 31, 2024**

**(₹ in Lakhs)**

| Particulars | As at April 1, 2023 | Charged / (credited) to Statement of Profit and Loss Account | Charged / (credited) to Other Comprehensive Income | Adjustment | **As at March 31, 2024** |
|---|---|---|---|---|---|
| **Tax effect of item constituting deferred tax liabilities** | | | | | |
| i) Property, Plant and Equipment | 633.95 | (63.54) | - | - | **570.41** |
| ii) Fair valuation of Investment designated as FVTOCI | 3,737.89 | (1,090.65) | (735.90) | - | **3,383.14** |
| | 4,371.84 | (1,154.19) | (735.90) | - | **3,953.55** |
| **Tax effect of item constituting deferred tax assets** | | | | | |
| i) Employee Benefit | 101.90 | (16.58) | (1.48) | - | **86.80** |
| ii) Provision for Doubtful debts | 0.08 | (0.08) | - | - | **-** |
| iii) MAT credit entitlement | 185.67 | | - | 185.67 | **-** |
| | 287.65 | (16.66) | (1.48) | 185.67 | **86.80** |
| **Net deferred tax asset/ (liability)** | (4,084.19) | (1,137.53) | (734.42) | (185.67) | **(3,866.75)** |

**As at March 31, 2023**

**(₹ in Lakhs)**

| Particulars | As at April 1, 2022 | Charged / (credited) to Statement of Profit and Loss Account | Charged / (credited) to Other Comprehensive Income | Adjustment | **As at March 31, 2023** |
|---|---|---|---|---|---|
| **Tax effect of item constituting deferred tax liabilities** | | | | | |
| i) Property, Plant and Equipment | 631.79 | 2.16 | - | - | **633.95** |
| ii) Fair valuation of Investment designated as FVTOCI | - | 2,335.97 | 1,401.92 | | **3,737.89** |
| | 631.79 | 2,338.13 | 1,401.92 | - | **4,371.84** |
| **Tax effect of item constituting deferred tax assets** | | | | | |
| i) Employee Benefit | 112.84 | (10.44) | (0.50) | - | **101.90** |
| ii) Provision for Doubtful debts | 8.49 | (8.41) | - | - | **0.08** |
| iii) MAT credit entitlement | 1,006.30 | (619.38) | - | (201.25) | **185.67** |
| | 1,127.63 | (638.23) | (0.50) | (201.25) | **287.65** |
| **Net deferred tax asset/ (liability)** | 495.84 | 2,976.36 | (1,402.42) | (201.25) | **(4,084.19)** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**D** The Group is having unused tax losses as per the Income Tax Act, 1961 in Parent Company and Subsidiary Company - Laurus Tradecon Pvt Ltd. Based on the probable uncertainty regarding the set off of these losses, the Company has not recognized deferred tax asset in the Balance Sheet. Details of tax losses under the head business losses with expiry is as follows:

**(₹ in Lakhs)**

| Financial Year | As at March 31, 2024 | Expiry Date | As at March 31, 2023 | Expiry Date |
|---|---|---|---|---|
| **Business Loss** | | | | |
| 2016-2017 | **294.85** | **March 31,2025** | 508.71 | March 31,2025 |
| 2017-2018 | **64.55** | **March 31,2026** | 64.55 | March 31,2026 |
| 2021-2022 | **18.63** | **March 31,2030** | 18.63 | March 31,2030 |
| 2022-2023 | **37.27** | **March 31,2031** | 37.27 | March 31,2031 |
| **Unabsorbed Depreciation** | **58.84** | **No Expiry** | 60.69 | No Expiry |
| **Total** | **474.15** | | 689.85 | |

### 4.12 Earnings per share

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

**(₹ in Lakhs)**

| Particulars | 2023 -2024 | 2022 -2023 |
|---|---|---|
| **Net Profit / (Loss) for the year attributable to Equity Shareholders** | **335.43** | 6,912.09 |
| Weighted Average Number of Equity Shares outstanding for basic and diluted | **1,03,37,606** | 1,12,87,637 |
| Nominal Value of equity Shares (Rs) | **10.00** | 10.00 |
| **Earnings Per Share (Rs.) (Basic and Diluted)** | **3.24** | 61.24 |

### 4.13 Associates (Equity Accounted Investments)

**(A) Details of Group's associates are as follows:**

**(₹ in Lakhs)**

| Name of the Associate | Place of Incorporation | Proportion of ownership interest and voting power held by the Group | | Principal Activity |
|---|---|---|---|---|
| | | March 31, 2024 | March 31, 2023 | |
| TAAL Enterprises Ltd. | India | **0.20%** | 0.20% | Providing aircraft charter services. |

**(B) The aggregate summarised financial information in respect of the Group's associates that are accounted for using the equity method is as below:**

**(₹ in Lakhs)**

(i)

| Financial Information of | TAAL Enterprises Ltd. | |
|---|---|---|
| | March 31, 2024 | March 31, 2023 |
| Current Assets | **17,552.74** | 12,947.94 |
| Non- current Assets | **1,478.17** | 2,663.87 |
| Current Liabilities | **2,449.52** | 2,545.35 |
| Non Current Liabilities | **353.86** | 650.34 |
| Revenue | **18,686.58** | 15,914.16 |
| Profit for the Year | **3,715.21** | 3,122.69 |
| Other Comprehensive Income for the year | **99.13** | 125.43 |
| Total Comprehensive Income for the year | **3,814.34** | 3,248.12 |
| Dividend received during the year | **Nil** | Nil |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**(ii) The above amount of summarised financial information include the followings:**

**(₹ in Lakhs)**

| Particulars | TAAL Enterprises Ltd. * | |
|---|---|---|
| | **March 31, 2024** | March 31, 2023 |
| Cash and Cash Equivalent | **2,018.11** | 2,055.54 |
| Current financial Liabilities (excluding trade payable and Other payable and provisions) | **637.66** | 511.56 |
| Non Current financial Liabilities (excluding trade payable and Other payable and provisions) | **325.02** | 639.09 |
| Depreciation and amortisation | **632.56** | 529.19 |
| Interest Income | **566.27** | 355.21 |
| Interest Expense | **184.65** | 158.06 |
| Income Tax Expense/ (Income) | **1,310.85** | 1,303.86 |

**(iii) Reconciliation of the above summarised financial information to the carrying amount of interest in the Associates recognised in the consolidated Ind AS financial statements**

**(₹ in Lakhs)**

| Particulars | TAAL Enterprises Ltd.* | |
|---|---|---|
| | **March 31, 2024** | March 31, 2023 |
| **Movement in investment** | | |
| Interest as on 1st April | **20.86** | 15.63 |
| Add: Share of profit for the year # | **7.50** | 6.30 |
| Add: Share of OCI for the year # | **0.19** | 0.25 |
| Add: Acquisition of new shares | **-** | 0.08 |
| Less: Interim Dividend | **-** | (1.42) |
| **Balance as at 31st March** | **28.55** | 20.86 |
| Fair Value (Market Value) of Investment in the associates | **164.25** | 104.35 |

* considered as associate company by virtue of equity holding by ultimate Parent Company.

### 4.14 Non Controlling Interest

**Summarised financial information of subsidiaries having material non- controlling interest is as follows:**

**(₹ in Lakhs)**

| Particulars | Taneja Aerospace and Aviation Limited | | Laurus Tradecon Private Limited | |
|---|---|---|---|---|
| | **March 31, 2024** | March 31, 2023 | **March 31, 2024** | March 31, 2023 |
| **Assets** | | | | |
| Non Current Assets | **13,079.78** | 10,740.87 | **19.99** | 19.89 |
| Current Assets | **1,660.37** | 1,773.64 | **101.47** | 106.49 |
| **Liabilities** | | - | | - |
| Non Current Liabilities | **1,123.08** | 987.70 | **-** | - |
| Current Liabilities | **575.24** | 569.81 | **351.37** | 570.79 |
| **Equity** | **13,041.82** | 10,957.01 | **(229.90)** | (444.41) |
| Percentage of ownership held by non-controlling interest | **48.15%** | 49.25% | **47.99%** | 47.99% |
| Accumulated non controlling interest | **6,280.08** | 5,396.70 | **(110.33)** | (213.26) |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

(₹ in Lakhs)

| Particulars | Taneja Aerospace and Aviation Limited | | Laurus Tradecon Private Limited | |
|---|---|---|---|---|
| | **March 31, 2024** | March 31, 2023 | **March 31, 2024** | March 31, 2023 |
| Revenue | **3,035.20** | 3,185.71 | **-** | - |
| Net profit / (Loss) for the year | **1,113.05** | 1,098.60 | **214.51** | (37.29) |
| Other Comprehensive Income | **(31.00)** | (7.79) | **-** | - |
| Total Comprehensive Income | **1,082.05** | 1,090.81 | **214.51** | (37.29) |
| Profit /(Loss) allocated to Non controlling Interest | **531.93** | 537.26 | **102.92** | (17.90) |

(₹ in Lakhs)

| Particulars | Taneja Aerospace and Aviation Limited | | Laurus Tradecon Private Limited | |
|---|---|---|---|---|
| | **March 31, 2024** | **March 31, 2023** | **March 31, 2024** | **March 31, 2023** |
| Net cash inflow / (outflow) from operating activities | 1,405.21 | 1,585.50 | 11.21 | 32.88 |
| Net cash inflow/(outflow) from investing activities | (2,676.14) | 273.63 | - | - |
| Net cash inflow/(outflow) from financing activities | 1,006.77 | (1,303.88) | (15.02) | (31.22) |
| Net cash inflow/(outflow) | (264.17) | 555.26 | (3.81) | 1.66 |
| Dividend paid to Non-controlling interests (including tax) | (480.20) | (491.17) | - | - |

**4.15 Financial risk management**

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks and other receivables.

Group has exposure to following risks arising from financial instruments:

a) Credit risk

b) Liquidity risk

c) Market risk

**Risk management framework**

Group's board of directors has overall responsibility for establishment of Group's risk management framework. Management is responsible for developing and monitoring Group's risk management policies, under the guidance of Audit Committee. Management identifies, evaluate and analyses the risks to which the group is exposed to and sets appropriate risk limits and controls to monitor risks and adherence to limits.

Management periodically reviews its risk policy and systems to assess need for changes in the policies to adapt to the changes in market conditions and align the same to the business of the Group. Management through its interaction and training to concerned employees aims to maintain a disciplined and constructive control environment in which concerned employees understand their roles and obligations.

**a) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from amount due from Associate company, Trade Receivable and other receivables. For other financial assets, the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

**b) Liquidity risk.**

Liquidity risk is the risk that Group will not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Group closely monitors its liquidity position and deploys a robust cash management system.

**The table below summarises the maturity profile of Group's Financial Liabilities**

(₹ in Lakhs)

| Particulars | Less than 12 months | 1 to 4 Years | More than 4 Years | Total |
|---|---|---|---|---|
| **March 31, 2024** | | | | |
| Lease Liabilities | 44.51 | 44.99 | - | 89.50 |
| Trade Payable | 1,178.51 | - | - | 1,178.51 |
| Other Financial Liabilities | 378.62 | 346.90 | - | 725.51 |
| | **1,601.63** | **391.89** | **-** | **1,993.52** |
| **March 31, 2023** | | | | |
| Lease Liabilities | 69.28 | 32.49 | | 101.77 |
| Trade Payable | 1,220.70 | - | - | 1,220.70 |
| Other Financial Liabilities | 417.46 | 307.95 | - | 725.41 |
| | **1,707.44** | **340.44** | **-** | **2,047.88** |

**c) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial investment will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

a) Interest rate risk

b) Currency risk and;

**i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Group 's exposure to the risk of changes in market interest rates relates primarily to Group's long-term debt obligations with floating interest rates.

Group manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans and borrowings.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

The Company has no exposure towards interest rate risk, since no loans and borrowings as on date.

**ii) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Group 's exposure to the risk of changes in foreign exchange rates relates primarily to Group's operating activities (when revenue or expense is denominated in a different currency from Group 's functional currency).

**Foreign currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate (or any other material currency), with all other variables held constant, of Group's profit before tax (due to changes in the fair value of monetary assets and liabilities). Group's exposure to foreign currency changes for all other currencies is not material.

(₹ in Lakhs)

| Particulars | Change in US$ rate | Effect on Profit before tax |
|---|---|---|
| **March 31, 2024** | | |
| INR | +2.50% | (0.31) |
| INR | -2.50% | 0.31 |
| **March 31, 2023** | | |
| INR | +2.50% | (0.31) |
| INR | -2.50% | 0.31 |

Details of Unhedged exposure in foreign currency denominated monetary items:

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | USD | Rupees in Lakhs | USD | Rupees in Lakhs |
| Trade Payables | 15,072 | 12.57 | 15,072 | 12.39 |

**4.16 Capital Management**

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's Capital management is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity and internal accruals and long term borrowings.

| Particulars | | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Total equity | (i) | **51,244.37** | 47,758.52 |
| Total debt | | **89.50** | 101.77 |
| Less: Cash and Cash Equivalents | | **941.45** | 4,314.43 |
| Net Debt | (ii) | **(851.95)** | (4,212.66) |
| Overall financing | (iii) = (i) + (ii) | **50,392.42** | 43,545.87 |
| Gearing ratio | (ii)/ (iii) | **0.00** | 0.00 |

**4.17 Fair value measurement**

**Fair valuation techniques**

The fair values of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or Liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**A) The carrying value and Fair value of Financial assets and liabilities by categories are as follows :**

**(₹ in Lakhs)**

| Particulars | Carrying value of the financial assets/liabilities | | Fair value of the financial assets/liabilities | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| **Financial Assets at Fair Value Through OCI (non-current)** | | | | |
| Investment in Equity Shares | 36,454.04 | 39,640.34 | 36,454.04 | 39,640.34 |
| **Financial Assets at amortised cost (non-current)** | | | | |
| Loans | 1,275.00 | 575.00 | 1,275.00 | 575.00 |
| Other financial Assets | 76.80 | 57.65 | 76.80 | 57.65 |
| **Total** | **37,805.84** | **40,272.99** | **37,805.84** | **40,272.99** |
| **Financial Assets at Fair Value Through OCI (Current)** | | | | |
| Investment in Mutual Fund | 2,496.24 | 1,730.83 | 2,496.24 | 1,730.83 |
| **Financial Assets at Fair Value Through Profit and Loss (current)** | | | | |
| Investments in Commercial Paper | 2,401.25 | - | 2,401.25 | - |
| **Financial Assets at amortised cost (current)** | | | | |
| Trade Receivables | 845.27 | 580.49 | 845.27 | 580.49 |
| Cash and Bank Balances | 941.45 | 4,314.43 | 941.45 | 4,314.43 |
| Other Bank Balances | 9.88 | 182.77 | 9.88 | 182.77 |
| Other financial Assets | 20.56 | 20.73 | 20.56 | 20.73 |
| **Total** | **1,817.17** | **5,098.42** | **1,817.17** | **5,098.42** |
| **Financial Liabilities at amortised cost (non-current)** | | | | |
| Lease Liabilities | 44.99 | 32.49 | 44.99 | 32.49 |
| Other Current Liabilities | 346.90 | 307.95 | 346.90 | 307.95 |
| **Total** | **391.89** | **340.44** | **391.89** | **340.44** |
| **Financial Liabilities at amortised cost (current)** | | | | |
| Lease Liabilities | 44.51 | 69.28 | 44.51 | 69.28 |
| Trade Payables | 1,178.51 | 1,220.70 | 1,178.51 | 1,220.70 |
| Other financial Liabilities | 378.62 | 417.46 | 378.62 | 417.46 |
| **Total** | **1,601.63** | **1,707.44** | **1,601.63** | **1,707.44** |

## Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**B) Level wise disclosures of financial assets and liabilities by categories are as follows :**

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 | Level | Valuation Techniques and key Inputs |
|---|---|---|---|---|
| **Financial Assets at Fair Value Through OCI (non-current)** | | | | |
| Investment in Equity Shares | **36,454.04** | 39,640.34 | 1 | Quoted rate in active markets |
| **Financial Assets at Fair Value Through OCI (current)** | | | | |
| Investment in Mutual Fund | **2,496.24** | 1,730.83 | 1 | NAV rate in active markets |
| **Financial Assets at Fair Value Through Profit and Loss (current)** | | | | |
| Investments in Commercial Paper | **2,401.25** | - | 3 | Using expected Cash flow using an appropriate discount rate |

Fair value of cash and cash equivalents, trade payables, trade receivables and other financial assets/liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2023.

During the reporting period ended March 31, 2023, there were no transfers between level 1, level 2 and level 3 fair value measurements.

### 4.18 Corporate Social Responsibility expenditure (CSR)

**(₹ in Lakhs)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| a) Gross amount required to be spent by the Group during the year | **61.78** | 18.00 |

b) Details of amount spent towards CSR is as follows:

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Paid | Yet to be Paid | Paid | Yet to be Paid |
| (i) Construction / acquisition of any asset | - | - | - | - |
| (ii) On purposes other than (i) above | **53.30** | - | 26.48 | - |

* the amount spent includes towards ambulance service, welfare of society and administration overheads.

c) There is no cumulative shortfall in CSR expenditure at the end of the year (March 31, 2023 : Nil)

### 4.19 Other Statutory Information

(i) As on March 31, 2024 there is no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions. The borrowed funds have been utilised for the specific purpose for which the funds were raised.

(ii) The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period

(iii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(iv) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(v) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) The Company has 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.

**(vii) Ultimate Beneficiary : Utilisation of Borrowed funds and share premium:**

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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

**(viii) Relationship with Struck off Companies**

The Group does not have any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of the Companies Act, 1956 and details of the same are as per below :

| Sr No | Name of the Struck off Company | Status | Nature of transactions with struck-off Company | No of Shares Held as on March, 2024 | No of Shares Held as on March, 2023 |
|---|---|---|---|---|---|
| 1 | Teejay Sugars Pvt Ltd | Amalgamated | Shareholder | **106** | 106 |
| 2 | Himani Limited | Strike Off | Shareholder | **97156** | 97156 |
| 3 | Sree Nivas Estates P Ltd | Strike Off | Shareholder | **396** | 396 |
| 4 | Bangalore Stock Exchange Ltd | Strike Off | Shareholder | **292** | 292 |
| 5 | Taktawala Investments Pvt Ltd | Strike Off | Shareholder | **291** | 291 |
| 6 | Optimates Finvest Pvt Ltd | Strike Off | Shareholder | **167** | 167 |
| 7 | Aseem Leasing & Finance Pvt Ltd | Strike Off | Shareholder | **166** | 166 |
| 8 | Ittefaq Investments Ltd | Strike Off | Shareholder | **25** | 25 |
| 9 | Swadeshi Holdings Pvt Ltd | Strike Off | Shareholder | **25** | 25 |
| 10 | Superb Holdings Pvt Ltd | Strike Off | Shareholder | **8** | 8 |
| 11 | S S Kantilal Ishwarlal Sec Ltd | Strike Off | Shareholder | **7** | 7 |
| 12 | Shubhi Financial Services P Ltd | Strike Off | Shareholder | **7** | 7 |
| 13 | Monoplan Ind Credit Corp Ltd | Strike Off | Shareholder | **5** | 5 |
| 14 | Electronica Holding Pvt Ltd | Strike Off | Shareholder | **74** | 74 |
| 15 | N R I Financial Services Ltd | Strike Off | Shareholder | **62** | 62 |
| 16 | Geojit Stock & Shares Ltd | Strike Off | Shareholder | **42** | 42 |
| 17 | Mandvi Home Fin Pvt Ltd | Strike Off | Shareholder | **38** | 38 |
| 18 | Sta-Rite Securities Trust Limited | Strike Off | Shareholder | **33** | 33 |
| 19 | Pushpanjali Leasing & Finance Pvt L | Strike Off | Shareholder | **29** | 29 |
| 20 | YSN Shares & Securities P Ltd | Strike Off | Shareholder | **2** | 2 |
| 21 | Dollop Securities Pvt Ltd | Amalgamated | Shareholder | | 2286 |
| 22 | Ramdev Dealers Pvt Ltd | Amalgamated | Shareholder | | 12840 |
| 23 | New Way Construction Limited | Amalgamated | Shareholder | | 100223 |
| 24 | Param Finance & Securities Ltd | Dormant under section 455 | Shareholder | | 50 |

**4.20** Previous year figures have been re-grouped/ re-arranged, wherever considered necessary to conform to current year's classification.

As per our report of even date
**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**For and on behalf of the Board of Directors of**
**ASSCHER ENTERPRISES LIMITED**

**V.K.Paradkar**
Proprietor
Membership Number: 17151

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : PUNE
Date : 16 August, 2024
UDIN - 24017151BKAMFJ2505

Place : PUNE
Date : 16 August, 2024

# Form AOC 1

## Salient Features of Financial Statements of Subsidiary/Associates as per Section 129(3) of Companies Act 2013

### Part A Subsidiary Companies

**(₹ in Lakhs)**

| Sr No | Name of Subsidiary Company | Reporting Currency | Share capital | Reserves and Surplus | Total Assets | Total Liabilities # | Investments (Excluding investment in Subsidiary) | Turnover/ total Income | Profit/(Loss) Before taxation | Provision for Taxation | Profit/ (loss) after Taxation | Proposed Dividend | % of Share holding (Effective) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Laurus Tradecon Pvt Ltd | INR | 53.97 | (283.88) | 121.46 | 351.37 | 2.63 | 233.46 | 215.71 | 1.21 | 214.51 | - | 52.01% |
| 2 | Taneja Aerospace & Aviation Ltd | INR | 1,275.03 | 11,766.80 | 14,740.14 | 1,698.32 | 2,069.43 | 3,086.05 | 1,550.21 | 437.16 | 1,113.05 | - | 51.85% |

**# Excluding Share Capital and Reserves and Surplus**

### Part B Associate Company

| Sr no | Name of the enterprise | TAAL Enterprises Ltd. (Refer Note no 1) |
|---|---|---|
| 1 | Latest audited Balance Sheet Date | 31-03-2024 |
| 2 | Shares of Associate held by the Company on the year end | |
| | a) Number | 6,296 |
| | b) Amounts of Investment ( Rs in Lakhs) | 2.44 |
| | c) % of holding | 0.20% |
| 3 | Net worth attributable to shareholding as per Latest audited Balance Sheet (Rs in Lakhs) | 16,227.52 |
| 4 | Profit / (Loss) for the year considered in Consolidation ( Rs in Lakhs) | 7.50 |
| 5 | Not Considered in Consolidation | - |
| 6 | Description of how there is significant influence | Note - 1 |
| 7 | Reason why the Associate is not consolidated | N.A. |

Note :

1) Considered as associate company by virtue of equity holding by ultimate Parent Company.

**For and on behalf of the Board of Directors of**
**Asscher Enterprises Limited**
**CIN No.: U29000PN1995PLC090946**

| | | | |
|---|---|---|---|
| **B. R. Taneja** | **N. V. Karbhase** | **Anchal Jaiswal** | **Rajendra Mangrulkar** |
| Managing Director | Director | Company Secretary | Chief Financial Officer |
| DIN: 00328615 | DIN : 00228836 | M. No. : A35538 | |

Place : PUNE
Date : 16 August, 2024

# Notes to Consolidated Financial Statement for the Year Ended March 31, 2024

**Additional Information as required under Schedule III to the Companies Act,2013 of enterprises consolidated as subsidiary/associate**

| Sr. No | Name of the Enterprise | Net Assets i.e. Total Assets minus Total Liabilities | | Share in Profit /(Loss) | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of Consolidated Net Assets | Amount in Rs | As % of Consolidated Profit/(Loss) | Amount in Rs | As % of Consolidated Profit/(Loss) | Amount in Rs | As % of Consolidated Profit/(Loss) | Amount in Rs |
| | **Parent Company** | | | | | | | | |
| 1 | Indian Seamless Enterprise Limited | 80.89% | 46,441.52 | 49.09% | 164.68 | 100.32% | 5,721.14 | 97.48% | 5,885.82 |
| | | | | | | | | | |
| | **Indian Subsidiary** | | | | | | | | |
| 1 | Laurus Tradecon Pvt Ltd | -0.40% | (229.90) | 63.95% | 214.51 | 0.00% | - | 3.55% | 214.51 |
| 2 | Taneja Aerospace & Aviation Ltd | 22.72% | 13,041.82 | 331.83% | 1,113.05 | -0.54% | (31.00) | 17.92% | 1,082.05 |
| | | | | | | | | | |
| | **Associate (Investment as per Equity method)** | | | | | | | | |
| | **Indian Associate** | | | | | | | | |
| 1 | TAAL Enterprises Ltd. | 0.05% | 28.55 | 2.24% | 7.50 | 0.00% | 0.19 | 0.13% | 7.69 |
| | | | | | | | | | |
| | Minority Interest in all subsidiaries | 10.75% | 6,169.75 | -193.82% | (650.13) | 0.27% | 15.24 | -10.51% | (634.89) |
| | **Sub total** | **114.00%** | **65,451.73** | **253.29%** | **849.61** | **100.05%** | **5,705.57** | **108.56%** | **6,555.18** |
| | | | | | | | | | |
| | Adjustment arising on consolidation | -14.00% | (8,037.61) | -153.29% | (514.18) | - | (2.85) | -8.56% | (517.03) |
| | | | | | | | | | |
| | **Grand Total** | **100.00%** | **57,414.12** | **100.00%** | **335.43** | **100.05%** | **5,702.72** | **100.00%** | **6,038.15** |

As per our report of even date
**For V.K.Paradkar & Co**
**Chartered Accountants**
Firm Registration Number: 120527W

**V.K.Paradkar**
Proprietor
Membership Number: 17151

Place : PUNE
Date : 16 August, 2024
UDIN - 24017151BKAMFJ2505

**For and on behalf of the Board of Directors of**
**Asscher Enterprises Limited**
**CIN No.: U29000PN1995PLC090946**

**B. R. Taneja**
Managing Director
DIN: 00328615

**N. V. Karbhase**
Director
DIN : 00228836

**Anchal Jaiswal**
Company Secretary
M. No. : A35538

**Rajendra Mangrulkar**
Chief Financial Officer

Place : PUNE
Date : 16 August, 2024

**Asscher Enterprises Limited**
**(Formerly Indian Seamless Enterprises Ltd)**
Registered Office: 503, 5th Floor, Lunkad Sky Station
Co-Op Premises Society Ltd, Viman Nagar,
Pune – 411014, Maharashtra.

# Asscher Enterprises Limited

(Formerly Indian Seamless Enterprises Limited)

Registered Office: 503, 5th Floor, Lunkad Sky Station Co-operative Premises Society Ltd,
Viman Nagar, Pune – 411014. Phone: 020-41255662; Web: www.asscherent.com, Email: secretarial@isel.co.in.
CIN: U29000PN1995PLC090946

## NOTICE

**Notice is hereby given that the Twenty-Eighth Annual General Meeting ("AGM") of the Members of Asscher Enterprises Limited ("Company" or "Asscher") will be held on Friday, September 27, 2024, at 11.30 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:**

**ORDINARY BUSINESS:**

1. To consider and adopt:

    (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and

    (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. B R Taneja, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. 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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) other-enactment thereof, for the time being in force) & pursuant to the Articles of Association of the Company & such other approvals, as may be required, consent of the members of the company be and is hereby accorded to the re-appointment of Mr. B.R. Taneja (DIN- 00328615) as Managing Director ("MD") of the Company for a period of 1 (one) year with effect from April 01, 2024 upto March 31, 2025 on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

    **RESOLVED FURTHER THAT** Mr. B.R. Taneja (DIN-00328615) be & is hereby designated as Whole-time Key Managerial Personnel of the Company in terms of Section 203 of the Act.

    **RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, as may be agreed to by the Board and Mr. B R Taneja within the applicable provisions of the Companies Act, 2013.

    **RESOLVED FURTHER THAT** when re-elected as Director on account of retirement by rotation, such re-election of Mr. B.R. Taneja as Director shall not be deemed to constitute a break in his appointment as Managing Director & that upon such re-election, he shall continue to hold office of Managing Director as hitherto.

    **RESOLVED FURTHER THAT** the Board be & is hereby authorized to take all steps as may be necessary to give effect to this Resolution."

4. 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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) other-enactment thereof, for the time being in force) & pursuant to the Articles of Association of the Company & such other approvals, as may be required, consent of the members of the company be and is hereby accorded to the re-appointment Mr. N V Karbhase (DIN 00228836) as Whole Time Director of the Company for a period of 3 months with effect from April 1, 2024 upto June 30, 2024 on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

    **RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, as may be agreed to by the Board and Mr. N V karbhase within the applicable provisions of the Companies Act, 2013.

    **RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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 section 152 and 160 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, and on request of Mr. N V Karbhase and pursuant to approval of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the change in designation of Mr. N V Karbhase from Whole-time Director to Non-Executive Director (Non-Independent) of the company, liable to retire by rotation, effective from July 01, 2024 on such terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

   **“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all steps as may be necessary and expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto.

6. To pass, with or without modification, the following resolution as an **Ordinary Resolution:**

   **“RESOLVED THAT** pursuant to the provisions of Sections 161, 152 & other applicable provisions, if any, of the Companies Act, 2013 (“Act”) & Rules made there under (including any statutory modification or re-enactment thereof for time being in force) & based on the recommendation of the Nomination & Remuneration Committee & approval of Board of Directors of the Company (“Board”), Mr. Vilas C Raut (DIN: 00449061), who was co-opted by the Board as Additional Director with effect from August 16, 2024 & who holds office upto ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Act & in respect of whom the Company has received a notice from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director (Non-Independent), be & is hereby appointed as Director of the Company, liable to retire by rotation.”

7. To pass, with or without modification, the following resolution as a **Special Resolution:**

   **“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) other-enactment thereof, for the time being in force) & pursuant to the Articles of Association of the Company & such other approvals, as may be required, consent of the members of the company be and is hereby accorded to appointment of Mr. Vilas C Raut (DIN: 00449061), as Whole-time Director designated as Chief Executive Officer of the Company for a period of three years with effect from August 16, 2024 to August 15, 2027 on such terms & conditions including remuneration for three years as set out in the explanatory statement annexed to this Notice.

   **RESOLVED FURTHER THAT** Mr. Vilas C Raut be & is hereby designated as Whole-time Key Managerial Personnel of the Company in terms of Section 203 of the Act.

   **RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, as may be agreed to by the Board and Mr. Vilas C Raut within the applicable provisions of the Companies Act, 2013.

   **RESOLVED FURTHER THAT** when re-elected as Director on account of retirement by rotation, such re-election of Mr. Vilas C Raut as Director shall not be deemed to constitute a break in his appointment as Whole-time Director designated as Chief Executive Officer & that upon such re-election he shall continue to hold office of Whole-time Director designated as Chief Executive Officer as hitherto.

   **RESOLVED FURTHER THAT** the Board be & is hereby authorized to take all steps as may be necessary to give effect to this Resolution.”

By order of the Board of Directors

Anchal Jaiswal
Company Secretary

Place: Pune
Date: August 16, 2024

Registered office:
503, 5th Floor, Lunkad Sky Station
Co-operative Premises Society Ltd,
Viman Nagar, Pune – 411014

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto.

3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend the Annual General Meeting or vote therein in this regard.

5. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection in electronic mode.

6. 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 in electronic mode.

7. In line with the MCA Circular dated December 28, 2022, AGM Notice along with the Annual Report of the Company for FY 2023-24 is being sent only through electronic mode to the members whose E-Mail IDs are registered with the Company/ Depositories.

8. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote.

9. The aforesaid Notice of the AGM and the Annual Report is available on the website of the Company at www.asscherent.com. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.

10. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before September 26, 2024, through e-mail on secretarial@isel.co.in. The same will be replied by the Company suitably.

11. Members holding shares in single name are advised to avail the facility of nomination pursuant to Section 72 of the Act. Members holding shares physically may send their nomination in Form SH-13 to Link Intime India Pvt Ltd while Members holding shares electronically may contact their Depository in this regard.

12. In compliance with the provisions of Section 108 of the Companies Act 2013 and the rules framed thereunder and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), either by remote e-voting prior to the AGM or remote e-voting during the AGM.

13. The Members can opt for only one mode of remote e-voting i.e., either prior to the AGM or during the AGM. The members present at the AGM who have not cast vote by remote e-voting prior to the AGM shall be able to exercise their right to cast vote by remote e-voting during the AGM. The members who have cast vote by remote e-voting prior to the AGM are eligible to attend the AGM but shall not be entitled to cast vote during the AGM.

14. The remote e-voting period commences on Tuesday, September 24, 2024 (9:00 a.m. IST) and ends on Thursday, September 26, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 20, 2024, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

15. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of Participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis.

16. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

17. Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map for the venue of the AGM in the notice does not apply to this AGM.

18. A person who is not a member as on cut-off date should treat this Notice for information purposes only. Any person who becomes a Member after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein.

19. The Board of Directors have appointed Mrs. Gautami Joshi (CP No. 18310), Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

20. The Chairman shall, at AGM, at end of discussions on resolutions on which voting is to be held, allow voting with assistance of Scrutinizer by use of e-voting for all those members who are present at AGM but have not cast their votes by availing remote e- voting facility.

21. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company & shall make, not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same & declare the result of the voting forthwith.

22. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company at viz. www.asscherent.com and on the website of CDSL viz. www.evotingindia.com.

23. The documents, if any, referred to in accompanying Notice & Explanatory Statement shall be open for inspection electronically during normal business hours (9.00 am IST to 5.00 pm IST) on all working days except Saturdays, upto and including the date of the AGM.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

| |
|---|
| **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.** |
| **Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.** |

(i) The voting period begins on **September 24, 2024 at (9:00 am) and ends on September 26, 2024 (5:00 pm).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 20, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | (1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.<br>(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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.<br>(3) If the user is not registered for Easi/Easiest, 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.<br>(4) Alternatively, the user can directly access 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, 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 with NSDL | (1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>(2) If the user is 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<br>(3) 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

| **Login type** | **Helpdesk details** |
|---|---|
| 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 21 09911 |
| 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 |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br><br>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@isel.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

(2) Members are further requested to:

- Intimate changes, if any, in their registered address/ bank mandate and email address to the R&T Agent for shares held in physical form and to their respective Depository Participants for shares held in Demat form.
- Quote Ledger folio number/ DP ID/ Client ID in all the correspondence with the Company or its R&T Agent.
- Intimate about consolidation of folios to the R&T Agent, if your shareholding is under multiple folios.
- Note that as per SEBI/ Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. As per the guideline issued by SEBI there are no Demat Account opening charges. In view of this Members are requested to convert their physical share certificate into Demat form.
- Note that as per SEBI Notification dated June 08, 2018 shares in physical form will not be transferred w.e.f. April 01, 2019 except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised in your interest to dematerialize your shareholding at the earliest.
- Note that the Company has designated an exclusive e-mail id viz. "secretarial@isel.co.in" to enable investors to register their complaints, if any.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3:**

The Board of Directors of the Company ("Board"), upon recommendation of the Nomination and Remuneration Committee ("Committee") of the Board, at its Meeting held on March 28, 2024, re-appointed Mr. B R Taneja, aged 88 years, as Managing Director ("MD") of the Company for a period of (one) 1 year commencing from April 01, 2024 to March 31, 2025.

The Company has, inter alia, received from Mr. B R Taneja:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Act. Period of Appointment

Below are the details of remuneration to Mr. B R Taneja as Managing Director of the Company, as approved by the Board-

1. **Tenure:**

   Mr. B.R. Taneja (DIN- 00328615) will hold office as a Managing Director ("MD") for a period of 1 year from April 01, 2024 up to March 31, 2025.

2. **Remuneration:**

   In terms of Schedule V to the Act read with Sections 196, 197,198 and other applicable provisions of the Act and the rules made thereunder and subject to the approval of Members and such other approvals/consents, as may be required, remuneration to Mr. B R Taneja as Managing Director of the Company, for 1 year from April 01, 2024 up to March 31, 2025, shall be:

   **A) Basic Salary:**

   The Salary as determined by the Nomination & Remuneration Committee shall be Rs.7,50,000/-per month.

   **B) Perquisites:**

   In addition to the above, **"MD"** shall be paid/entitled for the following perquisites: -

   (i) Mediclaim Insurance Policy for self & family for such amount as per the rules of the Company.

   (ii) Entitled for leave with full pay or encashment thereof as per the rules of the Company.

   (iii) Rent Free Furnished Accommodation as per rules of the Company

   (iv) Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

   (v) Telephone at Residence for official use

   (vi) Company Car for Official use along with Chauffeur

   (vii) Reimbursement of Medical Expenses.

   "Family" for the above purpose means spouse.

   **(C) Commission:**

   Commission shall be based on performance of the Company and as approved by the Committee/Board.

   **(D)** Mr. B R Taneja shall not be paid sitting fees for attending Board or other Committee Meetings.

**Remuneration in the event of loss or inadequacy of Profits:**

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Companies Act, 2013) of the Company in any financial year, during the term of office of MD, the remuneration by way of salary, perquisites, performance based incentives and other benefits shall be governed by the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modifications or re-enactment thereof).

The aforesaid terms and conditions are subject to approval of the Members and such other approvals, if any, as may be required.

Mr. B R Taneja, aged 88, has a B.E. (Mechanical) degree & Post Graduate Diploma in Business Management. He is a well- known technocrat in the field of seamless tube manufacturing with more than 60 years of industrial experience. He is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry.

As Managing Director of the Company, he is responsible for all the operations & affairs of the Company. Taking into consideration his qualification and expertise in relevant fields, the Board is of the opinion that the continued association of Mr. B R Taneja would benefit the Company & accordingly recommends the resolution set out at Item No.3 for approval of the Members to be passed as a Special Resolution.

Except Mr. B R Taneja, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**Item No 4:**

The Board of Directors of the Company ("Board"), upon recommendation of the Nomination and Remuneration Committee ("Committee") of the Board, at its Meeting held on March 28, 2024, re-appointed Mr. N V Karbhase, aged seventy-three as Whole Time Director ('WTD') of the Company for a period of 3 months commencing from April 01, 2024 to June 30, 2024.

The Company has, inter alia, received from Mr. N V Karbhase:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Act.

Below are the details of remuneration to Mr. N V Karbhase as Whole Time Director **('WTD')** of the Company, as approved by the Board-

**1. Tenure:**

Mr. N V Karbhase (DIN- 00228836) will hold office as a Whole-time Director **("WTD")** for a period of 3 months starting from April 01, 2024 to June 30, 2024.

**2. Remuneration:**

In terms of Schedule V to the Act read with Sections 196, 197, 198 and other applicable provisions of the Act and the rules made thereunder and such other approvals/consents, as may be required, remuneration to Mr. N V Karbhase as Whole-time Director of the Company, for 3 months from April 01, 2024 up to June 30, 2024, shall be-

**A) Basic Salary:**

The Salary as determined by Nomination & Remuneration Committee shall be Rs. 3,00,000/-per month.

**B) Perquisites:**

In addition to the above, **"WTD"** shall be paid/entitled for the following perquisites: -

(i) Earned Leave as per the rules of the Company.

(ii) Company Car for official use with Chauffeur.

(iii) Telephone at residence for official use.

(iv) Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

(v) Medical Insurance for self & family for such amount as per the rules of the Company

(vi) Encashment of leave at the end of the tenure as per the rules of the Company.

(vii) Reimbursement of Medical Expenses.

"Family" for the above purpose means spouse.

**(C) Commission:**

Commission shall be based on performance of the Company and as approved by the Committee/Board.

**(D)** Mr. N V Karbhase as WTD shall not be paid sitting fees for attending Board or other Committee Meetings.

**Remuneration in the event of loss or inadequacy of Profits:**

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Companies Act, 2013) of the Company in any financial year, during the term of office of WTD, the remuneration by way of salary, perquisites, performance based incentives and other benefits shall be governed by the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modifications or re-enactment thereof).

The aforesaid terms and conditions are subject to approval of the Members and such other approvals, if any, as may be required.

Mr. N.V Karbhase, aged 73, is having a rich experience of 50 years in the areas of finance, taxation, SEBI, Corporate laws, Corporate Finance and Corporate Restructuring and has worked in various industries like sugar mill, heavy engineering, auto components, steel, tube industry and NBFC's & in opinion of the Nomination & Remuneration Committee, Mr. N V Karbhase possesses the requisite qualification for practicing the said profession.

Considering his rich experience & expertise, the Board recommends the resolution set out at Item No.4 for approval of the Members to be passed as a Special Resolution.

Except Mr. N V Karbhase, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 5:**

On a request of Mr. N V Karbhase whose agreement/term of appointment as WTD expired on 30.06.2024 to change his designation from Whole-time Director to Non-Executive Director of the Company (Non-Independent), Board of Directors at its meeting held on June 25,2024, upon recommendation of Nomination & Remuneration committee, approved his request to change in his designation from Whole-time Director to Non-Executive Director (Non-Independent) of the Company w.e.f July 01, 2024, liable to retire by rotation.

The Company has received from Mr. N V Karbhase: -

i. Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

ii. Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013.

Pursuant to Section 197 of the Companies Act, 2013 (Act), except with approval of the shareholders by passing special resolution, remuneration payable to directors (who are neither Managing Director nor Whole-time Director) shall not exceed 1% of the net profit, if there is a Managing Director or Whole-time Director.

Mr. N V Karbhase, Non-Executive Director of your Company bring with him significant professional expertise and rich experience across wide spectrum of functional areas and the role played by him in the Company's governance and performance is very important for growth of the Company. Accordingly, the Board of Directors of the Company at its meeting held on August 16, 2024 recommended for the approval of the members of the Company for payment of remuneration, by way of monthly salary of Rs.50,000/- to Mr. N V Karbhase, Non-Executive Director for financial year 2024-2025 effective from July 01, 2024 in the manner as laid down under Section 197, 198 and other applicable provisions of the Act and rules made thereunder of the Companies Act, 2013 read with Schedule V.

The said remuneration to Mr. N V Karbhase shall be in addition to the sitting fees for attending Board/Committee meetings and the following perquisites as approved by the Nomination & Remuneration Committee:

i. Company Car for official use with Chauffeur.

ii. Telephone at residence for official use.

iii. Medical Insurance such amount for self & family as per the rules of the Company

**Remuneration in the event of loss or inadequacy of Profits:**

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Companies Act, 2013) of the Company in any financial year, during the term of office of Mr. N V Karbhase as Non-Executive Director (Non-Independent), the remuneration by way of remuneration shall be governed by the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modifications or re-enactment thereof).

Except Mr. N V Karbhase, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**Item No. 6 & 7:**

The Board of Directors of the Company **("Board")**, upon recommendation of the Nomination and Remuneration Committee **("Committee")** of the Board, at its Meeting held on August 16, 2024, appointed Mr. Vilas C Raut as Additional Director designated as Whole-time Director designated as Chief Executive Officer of the Company.

Pursuant to Section 161 of the Companies Act, 2013 ("Act"), Mr. Vilas C Raut hold office as Director upto the date of the ensuing Annual General Meeting of the Company.

The Company has, inter alia, received from Mr. Vilas C Raut:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Act.

The Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, regarding the candidature of Mr. Vilas C Raut for the office of Director.

Below are the details of remuneration to Mr. Vilas C Raut, Whole-time Director designated as Chief Executive Officer of the Company, as approved by the Board-

1. **Tenure:**

   Mr. Vilas C Raut (DIN- 00449061), will hold office as a Whole-time Director designated as Chief Executive Officer for a period of 3 years from August 16, 2024 up to August 15, 2027.

2. **Remuneration:**

   In terms of Schedule V to the Act read with Sections 196, 197, 198 and other applicable provisions of the Act and the rules made thereunder and subject to the approval of Members and such other approvals/consents, as may be required, remuneration of Mr. Vilas C Raut, Whole-time Director designated as Chief Executive Officer for 3 years from August 16, 2024 up to August 15, 2027 shall be:

   **(a) Basic Salary:**

   The Salary shall be Rs. 2,50,000/- per month w.e.f. August 16, 2024.

   **(b) Perquisites:**

   In addition to the above, Mr. Vilas C Raut (DIN-00449061), Whole-time Director designated as Chief Executive Officer shall be paid/entitled for the following perquisites: -

   a. Earned Leave as per the rules of the Company.

   b. Mediclaim Insurance Policy for such amount as per the rules of the Company.

   c. Entitled for leave with full pay or encashment thereof as per the rules of the Company.

   d. Telephone at Residence for official use.

   e. Reimbursement of Conveyance expenses/car maintenance not exceeding Rs. 25000/- per month.

Mr. Vilas C Raut shall not be paid sitting fees for attending Board or other Committee Meetings.

Remuneration in the event of loss or inadequacy of Profits:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Companies Act, 2013) of the Company in any financial year, during the term of office of Whole-time Director designated as CEO, the remuneration by way of salary, perquisites, performance based incentives and other benefits shall be governed by the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modifications or re-enactment thereof).

The aforesaid terms and conditions are subject to approval of the Members and such other approvals, if any, as may be required.

The Board considers that the association of Mr. Vilas C Raut as Whole-time Director designated as Chief Executive Officer of the Company would be of immense benefit to the Company & hence it is desirable to avail his services. Accordingly, the Board recommends the Resolutions set out in Item Nos. 6 & 7 of the Notice for approval of the Members of the Company as Ordinary Resolution and Special Resolution, respectively.

Except Mr. Vilas C Raut, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**By order of the Board of Directors**

**Anchal Jaiswal**
**Company Secretary**

Pune,
August 16, 2024

Registered office:
503, 5th Floor, Lunkad Sky Station
Co-operative Premises Society Ltd,
Viman Nagar, Pune – 411014