



AMBA ENTERPRISES LIMITED

ANNUAL REPORT

2022 – 2023

**CORPORATE INFORMATION**

<p>Name of the Company : Amba Enterprises Limited</p> <p>Registered Office : S. No. 132, H No. 1/4/1, Premraj Industrial Estate, Shed No. B-2,3,4, Dalviwadi, Nanded Phata, Pune - 411 041</p> <p>Plant : S. No. 132, H No. 1/4/1, Premraj Industrial Estate, Shed No. B-2,3,4, Dalviwadi, Nanded Phata, Pune - 411 041</p> <p>CIN : L99999PN1992PLC198612</p> <p>Website : www.ambaltd.com</p> <p>Email : ambaltd@gmail.com</p> <p>Contact No : 022 28701692</p> <p>BOARD OF DIRECTORS</p> <p>Mr. Ketan Mehta : Managing Director</p> <p>Ms. Sarika Bhise : Executive Director</p> <p>Mr. Dhir Mehta : Non-Executive Director, Independent Director</p> <p>Mr. Dharendra Mehta : Non-Executive Director, Independent Director</p> <p>Mr. Atul Thakkar : Non Executive Director, Independent Director</p> <p>COMMITTEES OF THE BOARD</p> <p>AUDIT COMMITTEE</p> <p>Mr. Dharendra Mehta : Chairman & Member</p> <p>Mr. Ketan Mehta : Member</p> <p>Mr. Atul Thakkar : Member</p>	<p>NOMINATION & REMUNERATION COMMITTEE</p> <p>Mr. Dharendra Mehta : Chairman & Member</p> <p>Mr. Dhir Mehta : Member</p> <p>Mr. Atul Thakkar : Member</p> <p>STAKEHOLDERS RELATIONSHIP COMMITTEE</p> <p>Mr. Dharendra Mehta : Chairman & Member</p> <p>Mr. Ketan Mehta : Member</p> <p>Mr. Dhir Mehta : Member</p> <p>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE</p> <p>Mr. Ketan Mehta : Chairman</p> <p>Mr. Dharendra Mehta : Member</p> <p>Mr. Sarika Bhise : Member</p> <p>STATUTORY AUDITORS</p> <p>M/s Bhavesh & Associates Chartered Accountants</p> <p>INTERNAL AUDITORS</p> <p>M/S Rushabha Patel & Associates (w.e.f 27th May,2022)</p> <p>M/s R M Bhatia & Company (W.e.f 09th January,2023)</p> <p>Chartered Accountants</p> <p>BANKERS</p> <p>HDFC Bank Limited</p> <p>REGISTRAR & TRANSFER AGENT</p> <p>Purva Sharegistry Private Limited Unit 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400011</p>
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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Amba Enterprises Limited will be held on Wednesday, the 23rd day of August, 2023 at 11.30 A.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023, along with the Board of Directors Report and Auditors Report thereon.
2. To declare Final Dividend of 0.30 paisa/ per Equity Share for the financial year 2022-23
3. To appoint Mrs. Sarika Bhise (DIN:06987209), Director, who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers herself for re-appointment.

4. Service of documents:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under and other applicable provisions, upon receipt of a request from a member for delivery of any document through a particular mode as chosen by him, an amount of Rs. 5/- (five Rupees per page only) for each such page, over and above reimbursement of actual expenses incurred by the company, be levied as and by the way of fees for sending the document to him in the desired particular mode. Whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT the estimated fee for delivery of the document shall be paid by the member in advance to the company, before dispatch of the documents

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

SPECIAL BUSINESS:

5. To consider and, if thought fit, approve the appointment of M/s MASD & Co. as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 32nd AGM of the Company to be held in the year 2024 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), M/s MASD & Co. (Firm Registration No. 146249W), be and are hereby appointed as the Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. Bhavesh & Associates (Firm Registration No. 120939W), and to hold office for a first term of one year from the conclusion of 31st Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company to be held in the calendar year 2024, on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.

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

6. Increase in Borrowing Limits for the purpose of business of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Special resolution passed by the Members of the Company at the Annual General Meeting held on 30th September, 2021 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the

paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs.100 crores (rupees hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Creation of security on the properties of the Company, both present and future, in favour of lenders:

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 the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board And its Power), 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the Articles of Associations of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and other monies payable by the Company or to create the charge to secure any loan taken by any other entities/body corporate on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgage shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit

and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required

8. To Grant Intercorporate Loans and Investment

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of anybody corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/guarantee given / security provided by the Company shall not exceed the sum of Rs. 25 Crores (Rupees Twenty Five Crores only).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

9. To approve material related party transaction limits with Shiv Shakti Enterprises:

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 applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act(including any statutory modification(s)or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with Shiv Shakti Enterprises a related party of the Company, for effecting Purchasing Material for an amount not exceeding in the aggregate 40,000,00,00 (Forty Crores Rupees), financial year, for 2023-2024, provided that the said transactions are entered into/ carried out and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

10. Appointment of Mrs. Dhruvi Rajendra Sanghavi (DIN: 10250238), as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: “

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Dhruvi Rajendra Sanghavi (holding **DIN: 10250238**) who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from 22nd July, 2023(As the DIN allotted as on 22.07.2023) and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013, in respect of whom Company has received declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a

period of five consecutive years commencing from 22nd July, 2023 to 21st July, 2028, as per the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT The Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

11. To approve increase in remuneration of Mr. Ketan Mehta, Managing Director of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Ketan Mehta (DIN: 01238700), Managing Director of the Company on following terms & conditions as agreed between the Directors and Mr. Ketan Mehta for a period of one year with effect from 1st April, 2023 For FY 2023-24.

PARTICULARS	AMOUNT
Term	One year
Basic Salary	1,40,00,000 / per annum
Variable Pay	As may be decided by the Board from time to time.

FURTHER RESOLVED THAT where in any Financial Year during the tenure of the said Managing Director, if the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

FURTHER RESOLVED THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

12. To approve increase in remuneration of Mrs. Sarika Bhise, Director and Chief Financial Officer of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee , Nomination & Remuneration Committee and such other approvals as required, consent of the shareholders be and is hereby accorded for revision in payment of remuneration amounting to Rs. 20,00,000/- per annum for FY 2023-2024 with effect from 1st April, 2023 to Mrs. Sarika Bhise, Director (DIN: - 06987209) and Chief Financial Officer of the company for a period of one year, provided that such variation or increase is within specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration as mentioned below:-

SR.NO	PARTICULARS	AMOUNT
1.	BASIC SALARY	20,00,000/- per annum

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, is within specified limit as the case may be, as specified under the relevant provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 subject to any amendment in the provisions of the aforesaid sections.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

By Order of the Board

For Amba Enterprises Limited

Ketan Mehta
Managing Director
(DIN: 01238700)



Date: 18/07/2023

Registered Office:

Sector No 132, H N 1/4/1,
Premraj Industrial Estate Shed No B-2 3 4,
Dalviwadi, Pune 411041

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020, 17/2020 and 11/2022 dated April 08, 2020, April 13, 2020 and December 28, 2022 respectively, 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”, circular no. 20/2020 dated May 05, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 and Circular no. 03/2022 dated May 05, 2022 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”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/ CM2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” and SEBI/HO/DDHS/DDHS-RACPOD1/P/ CIR/2023/001 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members 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. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the aforesaid MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

3. 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 EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors

etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The Company has fixed cut off 16/08/2023 and Book Closure from 17/08/2023 TO 23/08/2023 for determining entitlement of members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.

6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after August 31, 2023 to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of end of day on August 23, 2023

6. The Register of Members and Share Transfer Books of the Company will remain closed from 17/08/2023 to 23/08/2023 in connection with the Annual General Meeting.

7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to Item Nos. 5 to 12 of the Notice is annexed hereto and forms part of this Notice.

8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA. Members holding shares in dematerialized form are requested to submit their PAN to their respective DP .

9. Since the AGM is being held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday 19th August, 2023 at 9.00 A.M. and ends on Tuesday, 22nd August, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 16/08/2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th August 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000/022-24997000
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 124700 then user ID is 124700001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your

- 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN (AMBA ENTERPRISE LIMITED) " of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ambaltd@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 ambaltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested

scanned copy of Aadhar Card) to ambaltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (124700)of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 10 days

prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ambaltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ambaltd@gmail.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Register of Members and Share Transfer Book of the Company will remain closed from the 17/08/2023 to 23/08/2023 (both days inclusive) for the purpose of Annual General Meeting.
8. The Company has been maintaining, inter alia, the following statutory registers at its registered office i) Register of contracts or arrangements in which directors are interested under section 189 of the Act. ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item no. 5

M/s. Bhavesh & Associates (Firm Registration No. 120939W), were appointed as the Statutory Auditors of the Company by the Members at their 30th Annual General Meeting held on 30th September, 2022 for a period of 5 (five) years to hold office until the conclusion of the 35th Annual General Meeting to be held in the calendar year 2027. Due to increased professional pre-occupation in other assignments M/s. Bhavesh & Associates, Chartered Accountants, expressed their inability to continue as Statutory Auditors of the Company and resigned with effect from 18th July, 2023. The resignation of M/s. Bhavesh & Associates, Chartered Accountants, has resulted in casual vacancy in the office of Statutory Auditors. Pursuant to section 139(8) of the Act, the casual vacancy caused by resignation of the auditors can be filled by the Board and shall also be approved by the Members within 3 (three) months of recommendation of the appointment by the Board. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 18th July, 2023 has approved the appointment of M/s MASD & Co. (Firm Registration No. 146249W),,, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Bhavesh & Associates, Chartered Accountants, Statutory Auditors of the Company. M/s MASD & Co. (Firm Registration No. 146249W), have conveyed their consent to act as Statutory Auditors of the Company and confirmed that the appointment if made would be within the limits specified under Section 141(3) (g) of the Act and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of The Companies (Audit and Auditors) Rules, 2014. M/s MASD & Co. (Firm Registration No. 146249W),,, Chartered Accountants appointed as Statutory Auditors for a first term of one year, M/s MASD & Co. (Firm Registration No. 146249W),,, Chartered Accountants having a 10 years of experience in India providing audit, tax and advisory services.



The Firm is registered and empanelled with The Institute of Chartered Accountants of India. The Board, accordingly, recommends the resolution as set out in Item No. 5 of the Notice by way of an ordinary resolution for approval of members of the Company.

The proposed fees for the said appointment will be Rs.3,00,000/- (Rupees Three Lakhs) (Excluding of taxes and including reimbursement of out-of-pocket expenses at actuals) for statutory audit per year which is same as the fees paid to the existing retiring auditors of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

Item No. 6 & 7:

In order to meet the future requirements of funds, which may arise on account of the plans/programs/business, the Company may require further loans/borrowings from time to time from financial institutions, banks, and other entities. Further, to secure such borrowings, the Company may be required to create charge/mortgage/hypothecation on all or any of its movable and/or immovable assets, both present and future as may be required from time to time.

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members of the Company for increasing the borrowing powers and authority to create charge / mortgage on the assets of the Company to secure such borrowings from financial institutions, banks, and other entities from time to time, Hence it is proposed to take your approval for a limit upto Rs. 100 Crores.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 6 & 7 of the Notice for your approval.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

Item No 8 :

As per the provisions of Section 186 of the Companies Act, 2013, a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan taken by it or other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate exceeding)

- 1) Sixty per cent of its paid up capital, free reserves and securities premium account; or
- 2) One hundred per cent of its free reserves and securities premium account, whichever is more.

Your Company has embarked upon a growth path and is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries / joint ventures / associate companies and therefore it may require to provide financial support to meet long term and working capital requirements by way of loan(s) and/or guarantee(s) and/or security(ies) / investment in securities of such subsidiaries / joint ventures / associate companies / other bodies corporate.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 25 Crores (Twenty Five Crore) from time to time in/to one or more of the persons/entities i.e. subsidiaries / joint ventures / associate companies / other bodies corporate. The source of funds for making these investments would be surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 and Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 08 of the Notice for your approval.

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

Item No. 9

The Provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Sixth Amendment) Regulations,2021,effective April,2022, mandates prior approval of shareholders of listed entity by means of an special resolution for all material related party transactions, even if such transactions are in the ordinary course of business of concerned company and at an arm's length basis. Effective from April 1,2022, a Transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and or through its subsidiary (ies),exceed(s)

Rs. 1000 Crore, or 10% of annual consolidated turnover as per last audited financial statements of the listed entity, whichever is lower.

Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee of the listed entity prior to April 1, 2023 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first general meeting held after April 1, 2023.

During the Financial Year 2023-24, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company on arm length basis. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 12th August, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be arms' length basis and in the ordinary course of business of the Company. Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Sr No	Description	Details
1.	Name of the Related Party	Shiv Shakti Enterprises
2.	Type of transaction	Purchase Material
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	Managing Directors daughter is the partner of Shiv Shakti Enterprises
3.	Material terms and particulars of the proposed transaction	Terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4.	Tenure of the proposed transaction (s)	2023-24
5.	Value of the proposed transaction (s) (not to exceed)	40 Crores

6.	Percentage of annual turnover Approx. considering FY 2022-23 as the immediately preceding financial year	18.33 % of Annual Turnover of immediately preceding financial year (2021-22) which is Rs. 218,12,85,857.07.
7.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company.	Business Purpose
9.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
10.	Any other information that may be relevant	Nil

Except Mr. Ketan Mehta Managing Director,) none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested financially or otherwise in the above proposed resolution

Item No. 10

Mrs. Dhruvi Rajendra Shanghvi is a Commerce Graduate. She Worked as a customer relationship management (CRM) with Tata Motors for a Period of 1(One) years and Powder pack chem as a Sales Executive for a Period of 3(Three) years. She is having a vast Experience in the field of Sales & Marketing.

In the opinion of the Board, Mrs. Dhruvi Rajendra Shanghvi fulfills the conditions specified in the Companies Act, 2013, the Rules made there under and the Listing Agreement entered into with the Stock Exchanges for being appointed as an Independent Director. The Company has received from Mrs. Dhruvi Rajendra Shanghvi a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013. Mrs. Dhruvi Rajendra Shanghvi does not hold directorship in any other Company. The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Mrs. Dhruvi Rajendra Shanghvi as an Independent Director, setting out the terms and conditions, electronically at the website of the Company at www.ambaltd.com Except Mrs. Dhruvi Rajendra Shanghvi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution. Mrs. Dhruvi Rajendra Shanghvi does not hold any Equity Share in her own name or in the name of any other person on a beneficial basis. The Board considers that she is expert in Sales & Marketing and possesses relevant expertise and experience which would be of immense benefit to the Company. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 11
To approve increase in remuneration of Mr. Ketan Mehta, Managing Director of the Company:

Mr. Ketan Mehta, was re- appointed and designated as Managing Director of the Company by the Board on April 01, 2021 for a period of 5 years.

Further, considering the contribution of Mr. Ketan Mehta and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 18th July, 2023 approved the revision in the remuneration of Mr. Ketan Mehta for the current year effective from 1st April ,2023 on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Ketan Mehta as decided by the Board on 18th July, 2023 is required to be approved by the Members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in Sec. 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Ketan Mehta, Managing Director of the Company.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:

I.	General Information	
(1)	Nature of industry:	
(2)	Date or expected date of commencement of commercial production:	N.A.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.
(4)	Financial performance based on given indicators:	Performance for F.Y. 2022-2023 1. Gross Revenue: 2184729212.37 2. Profit after Tax: 47277088.68 3. EPS: 3.73
(5)	Foreign investments or collaborations, if any:	N.A.

II. Information about the appointee						
(1)	Background details:	Mr. Mehta is an experienced professional with more than 30 years of experience in the industry.				
(2)	Past remuneration:	The remuneration drawn by Mr. Ketan Mehta during the past one year i.e. 2022-23 is as follows:				
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>1,36,50,000/-</td> </tr> </tbody> </table>	Particulars	Amount	Basic Salary	1,36,50,000/-
Particulars	Amount					
Basic Salary	1,36,50,000/-					
(3)	Recognition or awards	N.A.				
(4)	Job profile and his suitability	He has been part of the group for the last 30 years and have lead successful growth of the business				
(5)	Remuneration proposed	As mentioned in the Resolution stated above				
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed of is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.				
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Managing Director of the Company				
III. Other Information						
(1)	Reasons of loss or inadequate profits:	The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act. However, the same is in line				

		with the Industry Standards for managerial personnel falling under the same cadre.
(2)	Steps taken or proposed to be taken for improvement:	N.A.
(3)	Expected increase in productivity and profits in measurable terms:	N.A.

Based on Financial Results of the Company for year ended 31st March,2023 and other relevant factors including prevailing market conditions, the Company may not have adequacy of Profits in the Financial Year 2022-23 ending 31st March 2023. It is therefore considered desirable approval of Members by way of Special Resolutions for payment of minimum remuneration to the said Managing Directors for FY 2023-24 as well, in case the Company has inadequacy of Profits for that year.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a Special Resolution.

Except Mr. Ketan Mehta, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at Item No. 11 of the Notice.

Item No. 12

To approve increase in remuneration of Mrs. Sarika Bhise, Director and Chief Financial Officer of the Company:

Mrs. Sarika Bhise was regularised as Director of the Company i.e. 30th September, 2014 and appointed as CFO from 20th April, 2019. She has been carrying out various responsibilities of the company as Director and Chief Financial Officer. In view of the same and to bring her remuneration at par with industry standards, it is proposed to increase her remuneration.

As per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on July 18th, 2023 approved the increase in the remuneration payable to Mrs. Sarika Bhise the Executive Director and CFO of the Company for the financial year 2023-24 as well.

The details of the revised remuneration payable is given in the resolution set forth at item no 12 of the notice. In accordance with Section 196, 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the approval of the members is being sought for



the said increase in remuneration payable to Mrs. Sarika Bhise. The remuneration payable falls within the limits specified under Schedule V (as amended).

Pursuant to the amended provisions of Section 197 (3) of the Act read with Schedule V thereto, if in any Financial Year, the Company has no profits or its profits are inadequate, it can pay remuneration to its Directors in accordance with the provisions of Schedule V to the Act i.e. not exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule: provided that the remuneration in excess of above limits may be paid if the resolution passed by the Members is a Special Resolution.

Except Mrs. Sarika Bhise, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at Item No. 12 of the Notice.

By Order of the Board

For Amba Enterprises Limited

Ketan Mehta
Managing Director
(DIN: 01238700)

Date: 18/07/2023

Registered Office:

Sector No 132, H N 1/4/1,
Premraj Industrial Estate Shed No B-2 3 4,
Dalviwadi, Pune 411041

BOARD'S REPORT

Dear Members,

Your directors present the Thirty First Annual Report of the Company together with the audited financial statements for the financial year ended March 31st, 2023.

FINANCIAL PERFORMANCE

The financial performance of the Company is as follows:

Particulars	Financial Year	
	2022-23	2021-22
Revenue from operations	2181285857.07	2195161576.54
Other Income	3443355.30	3830209.51
Total Income	2184729212.37	2198991786.05
Expenditure (excluding depreciation)	2114746875.49	2108123029.2
Depreciation	6038542.16	5091204.98
Total Expenditure	2120785417.65	2113214234.18
Profit / (Loss) before Tax	63943794.73	85777551.87
Tax	16936911	21939773
Deferred Tax	-270204.95	-158420
Profit / (Loss) after tax	47277088.68	63996198.91
Earnings per share (Basic)	3.73	5.05
Earnings per share (Diluted)	3.73	5.05

REVIEW OF PERFORMANCE

During the year under review, your Company has earned income of Rs **2184729212.37** including other income as compared to Rs. **2198991786.05** in the previous financial year. The Net Profit after tax was Rs. **47277088.68/-** against the Net Profit of Rs **63996198.91/-** in the previous financial year

DIVIDEND:

We recommend a final dividend at the rate of 6% of total equity share capital (i.e. Rs. 0.30 paise per equity shares of Rs.5 each) for the year ended 31st March, 2023.

SHARE CAPITAL

During the year under review, there were no changes in the Share Capital of the Company.

TRANSFER TO GENERAL RESERVES

The Board has not decided to transfer any General Reserves for the year under review.

DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as at March 31, 2023.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees, investments and security, as required under the provisions of section 186 of the Act are provided in the note no. 5 & note No.6 forming part of the Financial Statements, which forms part of this Annual Report.

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, there have been no material changes and commitments affecting the financial position of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

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

DETAILS OF REMUNERATION TO DIRECTORS

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is given in **ANNEXURE - I**

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of the section 135 of the Companies Act, 2013, the Company has a Corporate Social Responsibility Committee, the terms of reference and other details of

which are provided in the corporate governance report. The CSR Policy has been framed and posted on the website of the company, www.ambaltd.com.

As required by Section 134(3)(o) of the Companies Act,2013 and rule 9 of the Companies (Corporate Social Responsibility) Rules,2014. Annual Report on CSR activities is annexed as “Annexure-II” and forms integral part of this report.

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act,2013 and Rule 12 of the Companies (Management and Administration) Rules,2014. The Annual Return of the Company is available on the website of the Company at the weblink <https://www.ambaltd.com/index.php/investor-relation/12-annual-return>

AUDITORS:

1.Statutory Auditors

In accordance with the provisions of section 139 of the Companies Act, 2013, M/s. Bhavesh & Associates., Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office for a period of 5 years i.e. from the conclusion of the 30th Annual General Meeting (AGM) of the Company held on 30th September, 2022 up to the conclusion of the 35th AGM of the Company. Bhavesh & Associates existing statutory auditors has resigned from post of statutory auditor due to his pre-occupation in other assignments before Completion his term.

The Board of Directors of the Company places on record its appreciation for the services rendered by M/s. Bhavesh & Associates, Chartered Accountants as the Statutory Auditors of the Company.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 18th July, 2023 proposed and recommended to the members of the Company, appointment of M/s MASD & Co. (Firm Registration No. 146249W),as the Statutory Auditors of the Company to hold office for a period of one year from the conclusion of 31st Annual General Meeting of the Company till the conclusion of 32nd Annual General Meeting of the Company for first term, in place of resigning statutory Auditors. The Company has also received written consent and eligibility certificate from M/s MASD & Co., Chartered Accountants under Section 141 of the Act. M/s MASD & Co. also holds peer review certificate issued by the Institute of Chartered Accountants of India. The resolution for the appointment of M/s MASD & Co., Chartered Accountants, as statutory auditors of the Company has been placed at the ensuing AGM for approval of members of the Company.

2. Auditors’ Report

The Auditors’ Report on the audited standalone financial statements of the Company for the year ended 31st March, 2023 issued by M/s. Bhavesh & Associates, Statutory Auditors of the Company forms part of this Annual Report. The Auditors’ Report does not contain any

qualifications, reservations, adverse remarks or disclaimer. In terms of the provisions of **Section 143(12)** of the Act, no frauds have been reported by the Statutory Auditors in their report for the year under review. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

3. Secretarial Auditor

M/s. SARK & Associates, Practicing Company Secretary were appointed as Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2022-23, as required under section 204 of the Act and Rules made thereunder.

The Secretarial Audit Report for the financial year 2022-23 is given as **ANNEXURE III**, which forms part of this Report.

The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis. Particulars of contracts or arrangements with related parties as required under section 134(3)(h) of the Act, in the prescribed Form AOC-2 is given in **ANNEXURE IV**, which forms part of this Report.

Disclosure of transactions with related parties as required under Listing Regulations and the applicable Accounting Standards is given in the Note no. 35 forming part of the Financial Statements.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 8 (Eight) board meetings were held on 27.05.2022, 03.08.2022, 12.08.2022, 03.09.2022, 07.09.2022, 14.11.2022, 09.01.2023 and 30.01.2023.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Year under review Changes were made for Key Managerial Personnel (Company Secretary) not in directors for FY 2022-23.

DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (LODR) Regulations, 2015.

ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory as well as Internal Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and such other matters as provided under sub-section (3) of Section 178 of the Act, forms part of the Corporate Governance Report. Gist of this policy is given in **ANNEXURE - V** which forms part of this report and also available at the Company's website at www.ambaltd.com.

EVALUATION OF BOARD OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 read with rules issued thereunder and Regulation 17(10) of the Listing Regulations and guidance note issued by SEBI, the Independent Directors of the Board carried out the annual evaluation of the performance of the Board as a whole, the Directors individually as well as of various Committees of the Board. The performance evaluation of the Independent Directors was carried out by the Nomination and Remuneration Committee and was noted by the Board.

BOARD COMMITTEES:

Your Company has following Committees of Board, viz,

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in Corporate Governance Report which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(3)(c) read with Section 134(5) of the Act with respect to Directors' Responsibility Statement, your Directors hereby confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed;

- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down Internal Financial Controls, which are adequate and are operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Company has a well-defined risk management framework in place. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

CORPORATE GOVERNANCE REPORT

The Company's Corporate Governance Report for the year under review, forms part of this Annual Report.

A certificate from the Statutory Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C and D of Schedule V of the Listing Regulations, is annexed to Corporate Governance Report and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required under regulation 34 read with Schedule V of the Listing Regulations, forms part of this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details relating to nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are as follows:

Power & fuel Consumption

Sr. No.	Particulars	2022-23	2021-22
---------	-------------	---------	---------

1	Electricity units KW	10963	11595
2	Value in Rs.	188017.76	270285.22

Consumption per unit of production

Sr. No.	Particulars	2022-23	2021-22
1	Cost per unit (Rs.)	0.43	0.48
2	Consumption per ton of Production (Rs.)	427.37	482.60

RESEARCH & DEVELOPMENT:

During the year the board of Director has not conducted any Research & Development activity.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Efforts are being made towards Technology adaption and innovation. The Company at present does not have any formal technical collaboration.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Sr. No.	Particulars	2021-22	2020-21
1	Foreign Exchange Earnings	-	-
2	Foreign Exchange outgoings	-	-

LISTING OF SHARES OF THE COMPANY

The Equity Shares of your Company continue to remain listed on Bombay Stock Exchange Ltd. The listing fees as applicable has been paid to the BSE Limited for the financial year 2022-2023.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Company has Vigil Mechanism and Whistle Blower Policy for Stakeholders of the Company to report genuine concerns that could have serious impact on the operations and performance of the business of the Company and also available on the Company's website at www.ambaltd.com

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the Company's website www.ambaltd.com.

Constitution of POSH Committee:

Sr. no	Post of Committee Member	Employee Name	Designation	Mobile no.	Email ID
1	Presiding officer	Sarika Bhise	Director	9167977384	sarika@ambaltd.com
2	Member	Ketan Mehta	Managing Director	9820785258	ketan@ambaltd.com
3	Member	Chhaya Mehta	Marketing Executive	9820534384	chhayaimpex@gmail.com

**Constituted w.e.f. July 2019.*

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

INVESTORS EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016 ('IEPF Rules') read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ('IEPF Fund') constituted by the Central Government. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to the designated demat account of the IEPF Authority ('IEPF Demat Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. In respect of Final Dividend for the financial year 2015-16 due for transfer to IEPF on 31st August, 2023, the Company had sent individual notices and also advertised in the newspapers seeking action from the members who had not claimed their dividends for seven consecutive years or more. Thereafter, the Company has transferred such unpaid or unclaimed dividends



and corresponding shares to IEPF. Members/ claimants whose shares or unclaimed dividend have been transferred to the IEPF Demat Account or the IEPF Fund, as the case may be, may claim the shares or apply for a refund by making an application to the IEPF Authority in Form IEPF -5 (available on <http://www.iepf.gov.in>). The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Details of the shares / shareholders in respect of which dividend has not been claimed are provided on the website of the Company at <http://www.ambaltd.com>

ACKNOWLEDGEMENTS

The Board thanks our customers, bankers, investors, shareholders, vendors and other stakeholders for their continued support and patronage, extended to the Company and places on records its sincere appreciation of the wholehearted contribution made by our employees, for the Company's consistent growth and achievements.

For and on behalf of the Board of Directors

Ketan Mehta
Managing Director
DIN: 01238700

Sarika Bhise
Director
DIN: 06987209

Date: July 18,2023

Place: Pune

ANNEXURE I
Details of Remuneration of Director

Details Pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016

I. The percentage increase in remuneration of each Director, Chief Financial Officer, and Company Secretary during the financial year 2022-23, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and are as under:

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/KMP for financial year 2022-2023	Remuneration of Director/KMP for financial year 2021-2022
1	Ketan Mehta, Managing Director	1,36,50,000/-	1,17,00,000/-
2	Sarika Bhise, Director	19,50,000/-	13,00,000/-
3	Monica Sharma, CS	0/-	35,018/-
4	Riddhi Vora, CS	7,500/-	2,58,333 /-
5	Shriddha Gupta, CS	2,00,000/-	0/-

- II. The median remuneration of employees of the Company for the financial year was Rs 2.2 lacs.
- III. During the financial year, there was a decrease of 14.03% in the median remuneration of employees.
- IV. There were 23 permanent employees on the rolls of the Company during the financial year.
- V. Average percentage decrease made in the salaries of the employees other than the managerial personnel (Managing Director, CEO and Whole-time Director) in the FY 2022-23 is 19.45%
- VI. The market capitalization as on 31st March, 2023 is Rs. 5835.21 lacs. (Rs. 6969.60 lacs as on 31st March, 2022).
- VII. Price Earnings Ratio of the Company was 12.36 as on 31st March, 2023 (14.64 as on 31st March, 2022).
- VIII. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2023 is as per the Nomination & Remuneration Policy of the Company.



Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Business Conduct & Ethics

This is to certify that the Company has laid down Code of Business Conduct & Ethics for all Board Members and Senior Management Personnel of the Company and the copies of the same are uploaded on the website of the Company - www.ambaltd.com.

Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2023.

For Amba Enterprises Limited

Sd/-

Place: Pune
Date: 18.07.2023

Ketan Mehta
Managing Director

DIN: 01238700

ANNEXURE II
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
1. A Brief outline of the Company's CSR Policy including web-link to the CSR Policy:

In accordance with the provisions of Section 135 of Companies Act, 2013, read with Schedule VII of the Companies Act, 2013 ("the Act") and the Companies (Corporate Social Responsibility Policy) Rules, 2013 ("the Rules"), the Corporate Social Responsibility (CSR) Policy of Amba Enterprises Limited ("AEL or the Company") was formulated by the Board of Directors of the Company at their meeting held on 14th November, 2022. This policy will be subject to the provisions of the aforesaid Act and Rules (as amended from time to time).

2. The Composition of CSR Committee:

Sr. No.	Name of the Member	Designation & nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ketan Harilal Mehta	Chairman/Executive Director	2	2
2	Sarika Sumit Bhise	Member/Executive Director	2	2
3	Dhirendra Popatlal Mehta	Member/Independent Director	2	2

3. Composition of CSR committee, CSR Policy and CSR approved by the board are disclosed on the website of the company
<https://www.ambaltd.com/index.php/policy>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). NA
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for

set off for the financial year, if any. NA (CSR balancing amount will be spend upto 30th September,2023)

6. (a) CSR amount spent or unspent for the Financial Year.

Total Amount Spent for the Financial Year(rs.in Lakhs)	Amount unspent (Rs. in Lakhs)	
	Total Amount transferred to Unspent CSR Account as per section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).
3,10,000	590316	590316

(b) Details of CSR amount spent against ongoing projects for the financial year: NA

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF)	Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents	Yes	Maharashtra/	Mumbai City	3,10,000	No	YUWAK MANDAL Trust	(CSR0001647)

		including widows.”						
	Total							

(d) Amount spent in Administrative Overheads :NA

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : 3,10,000/- (Three Lakh ten Thousand)

(g) Excess amount for set off, if any : NA

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	9,00,316.35
(ii)	Total amount spent for the Financial Year	3,10,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	FY-1	Nil	Nil	NA			
2.	FY-2	Nil	Nil				
3.	FY-3	Nil	Nil				

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



11. 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

Sd/

Ketan Mehta

(Chairman CSR Committee and Managing Director)

(DIN No. 01238700)

Date: 18/07/2023

Place : Pune



ANNEXURE III

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
AMBA ENTERPRISES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amba Enterprises Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - *Not applicable to the Company during the Audit Period.*



- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable to the Company during the Audit Period.*
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - *Not applicable to the Company during the Audit Period* and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not applicable to the Company during the Audit Period.*
- (vi) Other laws applicable to the company: The Industrial Disputes Act, 1947
- i. The Minimum Wages Act, 1948
 - ii. Central Excise Act, 1944
 - iii. Goods and Service Tax Act, 2017

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

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

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

We further report that -

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Sr. no:	Action taken by	Details of violation	Details of action taken	Observation/re mark by Practicing Company Secretaries
1	Nil	Nil	Nil	Nil

For & on behalf of SARK & Associates LLP

Company Secretaries

Sumit Khanna
(Partner)
M. No. 22135 CP No. 9304

Date: 17/07/2023
Place: Mumbai
UDIN: A022135E000625749



SECRETARIAL AUDIT CERTIFICATE

**To,
The Members
Amba Enterprises Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For & on behalf of SARK & Associates LLP

Company Secretaries

Sumit Khanna
(Partner)
M. No. 22135 CP No. 9304

Date : 17/07/2023
Place : Mumbai
UDIN: A022135E000625749



ANNEXURE IV

1. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any.	Amount paid as advances, if any.
Mr Ketan Mehta	Managing Director	Remuneration	Monthly		1,36,50,000/-
Mrs Sarika Bhise	Executive director	Remuneration	Monthly	NA	19,50,000/-
Ms Riddhi Vora	Company Secretary	Salary	Monthly	NA	7,500/-
Ms Shridha Gupta	Company Secretary	Salary	Monthly	NA	2,00,000/-
Ketan Mehta	Managing Director	Rent	Paid as per Agreement	NA	19,62,000/-
Ketan Mehta	Managing Director	Deposit for Rent		NA	2,00,000/-
Relatives of Key Managerial personal					
Mrs Chhaya K Mehta		Salary		NA	26,00,000/-
Mrs. Chhaya K Mehta		Rent			13,68,000/-



ANNEXURE V

Gist of Nomination & Remuneration Policy

POLICY FOR REMUNERATION TO DIRECTORS/KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT PERSONNEL

(1) Remuneration to Managing Director/Whole-time Directors: -

The Remuneration/Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

(a) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

(2) Remuneration to Non-Executive/Independent Directors: -

(a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

(b) All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

(c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company

(d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

(i) The services are rendered by such Director in his capacity as the professional; and

(ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Senior Management:



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- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- (1) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- (2) The Committee may delegate any of its powers to one or more of its members.



Corporate Governance Report

Corporate Governance is creation and enhancing long- term sustainable value for the stakeholders through ethically driven business process. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all the stakeholders comprising regulators, employees, customers, vendors, investors and society at large.

The Company has adopted Code of Conduct for its employees and directors. The Company's Corporate Governance Policy, code of conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices are well laid as per the applicable provisions of Companies Act, 2013.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as applicable, with regard to corporate governance.

BOARD OF DIRECTORS

As on March 31, 2023 the Company has 5 (Five) Directors, out of 5 Directors, 3 are Non -Executive Independent Directors and two are executive director consist with Managing Director and Women Director. The profile of Directors is available on Company website. The Composition of the Board is in conformity with Regulation 17 of the SEBI regulations read with Section 149 of the Act.

None of the Directors on the Board hold Directorships in more than 10 public Companies. Further none of them is a member in more than 10 committees or chairman of more than 5 committees across all the public companies in which he is a director. Necessary disclosures regarding the committee positions in other public Companies as on March, 2023 have been made by the Directors. None of the Directors are related to each other.

Independent Directors are non-executive directors as defined under regulation 16(1)(b) of the SEBI (LODR) regulation, 2015 read with section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the act. All the independent directors have confirmed that they meet the criteria of independent mentioned under regulation 16(1)(b) of SEBI listing regulations read with section 149(6) of the Act.

During the financial year 2022-23, 8 (Eight) board meetings were held on 27.05.2022, 03.08.2022, 12.08.2022, 03.09.2022, 07.09.2022, 14.11.2022, 09.01.2023 and 30.01.2023. The gap between the two board meetings did not exceed 120 days.



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For the purpose of determination of limit of board committees, chairperson ship and membership of audit committee and stakeholder relationship committee has been considered as per regulation 26(1)(b) of SEBI listing regulations.

Name of the Director	Category	No. of Board meetings attended during the year 2022-23	Whether attend last AGM held on 30 th September, 2022	No. of Directorship held in other public companies		No. of committee position held in other public companies.	
Mr. Ketan Harilal Mehta	Managing Director (Executive Director)	8	Yes	-	-	-	-
Mr. Dhir Haresh Mehta	Non-executive (Independent Director)	8	Yes	-	-	-	-
Mrs. Sarika Bhise	Executive Director	8	Yes	-	-	-	-
Mr. Atul Mohanlal Thakkar	Non-executive (Independent Director)	8	Yes	-	-	-	-
Mr. Dharendra Popatlal Mehta	Non-executive (Independent Director)	8	Yes	-	-	-	-

During the year 2022-2023, information as mentioned in part A of schedule II of SEBI listing regulations, has been placed before the board for its consideration.

The terms and conditions of appointment of Independent Director, familiarization programme is available on Company website.



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Details of equity shares of the Company held by directors as on 31st March, 2023 are given below:

Name	Category	No. of Shares held
Mr. Ketan Mehta	Managing Director	4065848

No Director is related to any other Director on the Board in terms of the definition of relative given under the Companies Act, 2013.

AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee with all its members being Non-Executive Directors, to oversee the accounting and financial governance of the Company. The Committee acts as a link between the management, statutory auditors and the Board of Directors. The Audit Committee met 8 (Eight) times during the year 2022-2023 on 27.05.2022, 03.08.2022, 12.08.2022, 03.09.2022, 07.09.2022, 14.11.2022, 09.01.2023 and 30.01.2023 Details of Committee meetings held during the year ended 31st March, 2023 and attendance of members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Dhirendra Popatlal Mehta	Chairman & Member	Non-Executive (Independent Director)	8	8
2	Atul Mohanlal Thakkar	Member	Non-Executive (Independent Director)	8	8
3	Ketan Harilal Mehta	Member	Executive Director	8	8

The role and terms of reference of the Audit Committee covers the areas mentioned in Part C of Schedule II read with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013, as amended from time to time, which inter alia includes:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;



2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the company, wherever it is necessary;
7. evaluation of internal financial controls and risk management systems;
8. monitoring the end use of funds raised through public offers and related matters.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations. During the year under review, the Committee met 4 (Four) times during the year 2022-2023 on 27.05.2022, 12.08.2022, 14.11.2022, 30.01.2023. Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
1	Dhirendra Popatlal Mehta	Chairman & Member	Non-Executive (Independent Director)	4	4
2	Atul Mohanlal Thakkar	Member	Non-Executive (Independent Director)	4	4
3	Dhir Mehta	Member	Non-Executive (Independent Director)	4	4

The terms of reference of the Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their



appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Independent Directors:

The Performance Evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. The evaluation questionnaire form in respect of each independent director was filled up by the directors. The independent directors were evaluated on the basis of criteria such as skills, knowledge, discharge of duties, level of participation in the meetings etc.

Nomination & Remuneration Policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high calibre talent. Executive Directors are entitled for the remuneration by way of salary and commission not to exceed limits prescribed under the

Companies Act, 2013 read with Schedule V of the said Act. The Managing Director is re-appointed for a period of 5 years w.e.f. 1st April, 2021. The details of remuneration paid to Managing Director during the year ended 31st March, 2023, have been provided under Notes on Accounts. Remuneration to Directors as given in Schedule V of Part C Except for drawing remuneration, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company.

No compensation is paid to Non-Executive Directors except sitting fees. No sitting fee is paid to the Executive Director for attending the board meetings.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, the Company has constituted Stakeholders Relationship Committee to consider transfer of shares and resolve the grievances of security holders of the company including complaints related to transfer of shares, non - receipt of dividends, interest, non-receipt of balance sheet etc. During the year under review, the Committee 5 (Five) times during the year 2022-2023 on 27.05.2022, 12.08.2022, 07.09.2022 ,14.11.2022 and 30.01.2023.



Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
1	Mr. Dharendra Mehta	Chairman & Member	Non-Executive (Independent Director)	5	5
2	Mr. Ketan Mehta	Member	Executive	5	5
3	Mr. Dhir Mehta	Member	Non-Executive (Independent Director)	5	5

During the year ended March 31, 2023 the Company has not received any complaint from investors. Status of Investor complaints received during the year under review is as follows:

Particulars	Pending as on 1st April, 2021	Received during the year	Disposed during the year	Pending as on 31st March, 2022
No. of Complaints	Nil	Nil	Nil	Nil

RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21 (5) of the SEBI (LODR) Regulations, it is not mandatory for the Company to constitute Risk Management Committee. The Company has formulated and adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Risk Management Policy is available on the website of the Company www.ambaltd.com.

Independent Directors Meeting

During the year under review, a Meeting of the Independent Directors of the Company was held on February 08, 2023 wherein all Independent Directors attended the meeting. At the said meeting, Independent Directors discussed and evaluated performance of Executive Chairman and other Whole-time Directors, the Board and its various committees as a whole and also assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

During the year under review, the Company has no any subsidiary company.

DISCLOSURES

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis. The Management Discussion and Analysis Report is prepared in accordance with the requirements laid out in Schedule V of the SEBI (LODR) Regulations.

ELECTRONIC SERVICE OF DOCUMENTS TO MEMBERS AT THE REGISTERED EMAIL ADDRESS

As a responsible corporate citizen, your Company has been continuously supporting the “Green Initiatives” taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI). Accordingly, in respect of members who have registered their email addresses, the Company have been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rules provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable.

Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors’ Report, Auditors’ Report and any other future communication (hereinafter referred as “documents”) in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter “registered email address’) and made available to us, which has been deemed to be the member’s registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/updated from time to time. We wish to reiterate that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and members holding shares in physical form have to write



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to our RTA, M/s Purva Sharegistry Private Limited at their specified address, so as to update their registered email address from time to time.

Please note that the Annual Report of the Company will also be available on the Company's website www.ambaltd.com for viewing/downloading. However, in case you do desire to receive the Annual Report in physical form, you are requested to inform us by sending an email to ambaltd@gmail.com indicating your decision. You will be entitled to receive a copy of the annual report at free of cost. Physical copies of the Annual Report will also be available at our Registered Office in Pune for inspection during office hours. Physical copies will be sent to those shareholders who do not have valid e-mail address.

MANAGING DIRECTOR AND CFO CERTIFICATION

Certificate on Financial Statements from Mr. Ketan Mehta, Managing Director and Mrs. Sarika Bhise, Chief financial officer of the Company in terms of Regulation 17(8) of the SEBI (LODR) Regulations entered into with the BSE Limited was placed before the Board of Directors of the Company at their meeting held on 30th May, 2023

AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from Mr. Sumit Khanna (Sark & Associates) Secretarial Auditor, Practicing Company Secretary in terms of Part E of Schedule V of the SEBI (LODR) Regulations is attached and forms part of this report.

OTHER DISCLOSURES

Materially significant related party transactions

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. A comprehensive list of related party transactions as required by Indian Accounting Standard (IAS) issued by the Institute of Chartered Accountants of India, forms part of Note no. 35 of Notes to Financial Statements in the Annual Report.

There were no materially significant related party transactions i.e., transactions of the Company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. There are no material pecuniary transactions with any non-Executive as well as Independent Directors of the Company that requires a separate disclosure. Pursuant to Regulation 23 of the SEBI (LODR) Regulations the Company has formulated policy on Materiality of Related Party Transactions and the same is available on website of the Company www.ambaltd.com.



DETAILS OF NON-COMPLIANCE

The Company has complied with the requirements of the SEBI (LODR) Regulations as well as the regulations/guidelines prescribed by the Securities and Exchange Board of India. There has been no instance of non-compliance by the Company or no penalties were imposed on the Company by the BSE Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company's Whistle Blower Policy is in line with the provisions of the Sub-section 9 and 10 of Section 177 of the Companies Act and Regulation 22 of the SEBI LODR Regulations. The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of illegal, unethical behaviour or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the members of Audit Committee for their review. The Whistle Blower Policy is available on the website of the Company www.ambaltd.com.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT /UNCLAIMED SUSPENSE ACCOUNT

In compliance with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/ MIRSD/PoD-1/0W/P/2022/64923 dated December 30, 2022, the Company's under process to opening 'Amba Enterprises Limited Escrow Demat Account' with M/s. HDFC Bank Limited to transfer unclaimed securities.

SUSPENSION FROM TRADING

Securities of the Company have not been suspended from trading on BSE Limited, where they are listed.

**GENERAL BODY MEETINGS****Location and time of last three AGMs held**

Year ended 31st March	Date of AGM	Time of AGM	Venue
2022	30.09.2022	11.30 A.M	Video Conferencing /Audio Video Visual Conferencing
2021	30.09.2021	11.30 A.M	Video Conferencing /Audio Video Visual Conferencing
2020	30.09.2020	11.00 A.M	Video Conferencing /Audio Video Visual Conferencing

Means of communications

Quarterly/annual results are published in English & Regional Language. All vital information relating to the Company viz. financial results, annual reports, shareholding patterns, press releases, information on new developments and business opportunities are available on the Company's website www.ambaltd.com and the copies of the same are also sent to BSE Ltd. Shareholders information forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

AGM: Date and Time for FY 2022-23	Wednesday, 23 rd August, 2023 at 11.30 A.M.
Tentative financial calendar (for 2023-24) for the approval of	
- Financial reporting for the quarter ending June 30, 2023	On or before August 14, 2023
- Financial reporting for the quarter ending September 30, 2023	On or before November 14, 2023
- Financial reporting for the quarter ending December 31, 2023	On or before February 14, 2023
- Financial reporting for the year ending March 31, 2024	On or before May 30, 2024
Date of Book Closure	17th August, 2023 to 23 rd August, 2023 (both days inclusive)
Final Dividend payment date	The Final Dividend for 2022-23, if declared at the ensuing Annual General Meeting, will be paid within thirty days from



	the date of Annual General Meeting.
Listing on Stock Exchanges and Address	BSE Limited PJ Towers, Dalal Street, Mumbai 400 001
Stock Code	Code - 539196
Listing fees	The Listing fees paid to the BSE for the financial year 2023-24
Market Price data	The Company's Shares are frequently traded
Registrar and Share transfer agents	Purva Shareregistry Private Limited Address : Unit No. 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (East), Mumbai - 400011
Share Transfer System	Shares transfers in physical form are registered and returned within 15 days of lodgment, if documents are clear in all respects and demat request are normally confirmed within prescribed time from date of the receipt. During the year, the Company has not received any transfer of shares in physical form.
SEBI Complaints Redress System (SCORES)	The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

Dematerialization of shares and Liquidity	<p>The Company's equity shares have been admitted in electronic/dematerialized mode by both Central Depository Services (India) Limited and National Securities Depository Limited under the International Securities Identification Number (ISIN) INE829P01020</p> <p>This number is required to be mentioned in each correspondence relating to the dematerialization of shares of the Company.</p>
E-Voting facility to members	<p>In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depositories (India) Limited (NSDL).</p>
Plant Locations	<p>S.No., 132,H.no.1/4/1, Premraj Industrial Estate, Shed No.B-2,3,4, Dalviwadi, Nanded Phata, Pune-411041</p>
Registered Office and Address for correspondence	<p>S.No., 132,H.no.1/4/1, Premraj Industrial Estate, Shed No.B-2,3,4, Dalviwadi, Nanded Phata, Pune-411041</p>

Shareholding Pattern as on March 31, 2023

Category	No. of Shares held	Percentage of Shareholding
Promoter's holding		
- Indian Promoters	5445648	43.01
- Foreign Promoters	-	-



Non-Promoters Holding		
Foreign Institutional Investors	-	-
Bodies Corporate	30452	0.24
Indian Public	5237871	41.37
Clearing Member	1234	0.01
Non-Resident Indians	1066439	8.42
OTHER DIRECTOR'S & RELATIVE'S	698322	5.52
HUF	180514	1.43
Total	1,26,60,480	100

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

DESIGNATED EMAIL-ID FOR INVESTOR SERVICING:

The e-mail ids designated exclusively for investor servicing – ambaltd@gmail.com

Discretionary Disclosures

The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non mandatory requirements to the extent mentioned below:

- a. Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspaper and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- b. Audit Qualifications: The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.
- c. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

For Amba Enterprises Limited

Sd/-

Ketan Mehta

(Managing Director)

(DIN: 01238700)

Place: Pune

Date: 18.07.2023



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Back ground

Amba Enterprises is a “Power Engineering Solutions Company” primarily into the manufacturing of Transformers Cores & Lamination and stamping for rotating machines, the key USP of Amba Enterprises is that it assures the client of the reduction in transmission loss, Amba Enterprises is one of the largest players in the manufacturing of Transformers Cores & Laminations in India.

Indian Scenario

The last couple of years have amply demonstrated the resilience of the Indian economy vis-à-vis the economies of the developed nations. This has resulted in a renewal of confidence of the global investors in the Indian story. If we add to this the strong GDP growth and the measures taken by the government to boost economy, the Indian scenario looks excellent in the coming years.

India's energy sector is one of the most critical components of an infrastructure that affects India's economic growth and therefore is also one of the largest industries in India. India has the 5th largest electricity generating capacity and is the 6th largest energy consumer amounting for around 3.4 % of global energy consumption. India's energy demand has grown at 3.6 % pa over the past 30 years. The consumption of the energy is directly proportional to the progress of manpower with ever growing population, improvement in the living standard of the humanity and industrialization of the developing countries. Very recently smart grid technology can attribute important role in energy scenario. Smart grid refers to electric power system that enhances grid reliability and efficiency by automatically responding to system disturbances. This paper discusses the new communication infrastructure and scheme designed to integrate data.

Indian Power

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India's manufacturing sector has the potential to touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country's GDP. Business conditions in the Indian manufacturing sector continue to remain positive.

The Indian power sector itself has an investment potential of US\$ 250 billion in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment, according to Mr Piyush Goyal, Union minister of coal, power and renewable energy



Operating Results of the Company

The financial statements have been prepared in compliance with the requirements of the Companies Act 2013 and Accounting Standards (AS) notified by the companies (Accounting Standards) Rules, 2006. The salient features of the company performance are:-

- Total Sales of Rs. 2181285857.07/-
- Net profit of Rs. 47277088.68 /-
- Earnings per share for the year of Rs 5.05 of rs.5 per share

With a net worth Rs. 29,93,04,844.79 /- as on March 31, 2023, Amba Enterprises Limited counts among the top Indian Power Ancillary manufacturing companies.

Outlook for the Company

In the coming year, the company plans to continue to consolidate its business of Lamination by concentrating on the Lamination required for higher rating transformers and on the customers having pan India presence as well as global presence. The company has already moved from manual process to automation by installing state-of-art slitting machines and cut-to-length line. These machines will further help the company in achieving growth in market share, profitability, and increased customer acceptance and above all, lowest electrical losses. The stamping business of the company is doing well and the board is hopeful that the growth in this business shall be better than the previous year. Internal controls and their adequacy. The internal audit was carried out by an independent firm of Chartered Accountants who conduct the audit on the basis of Annual Audit Plan. The process includes review and evaluation of effectiveness of the existing process, controls and compliance. It also ensures adherence to policies and systems, and mitigation of the operational risk perceived for each area under audit. Significant observations including recommendations for improvement of the business process were reviewed by the management before reporting to the audit committee which reviewed the internal audit reports and status of implementation of the agreed action plan.

Internal Control System

Your company maintains an internal control system in different areas like purchases, billing for the jobs etc. Moreover, there are internal auditors who make consistent monitoring to have proper and sufficient care for maintenance of adequate accounting records required for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.



Risk and Concerns

The Company has to mainly depend on the foreign suppliers for import of Electrical Steel. Any delay in procurement of the same would impact the financials of the Company. However, the company has over the past 2 decades tied up with almost all the major global players and has developed a strong relationship with these suppliers. Further, fluctuations in the prices of Electrical steel would also have an impact on the bottom line of the company.

Disclosure by the Management

Your board has not received any disclosure by the management relating to any material, financial and commercial transactions where any of the managerial staff has personal interest that may have a potential conflict with the interest of the company at large.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the Company's objective, projections and estimates, are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental/related factors. This MD&A provides analysis of the operating performance of the company's two business segments, as well as a discussion of cash flows, the impact of risks and outlook for the business, Additional information about the company. This discussion and analysis is the responsibility of management. The Board of Directors carries out its responsibilities for review of this disclosure principally through its Audit Committee, comprised exclusively of independent directors. The Audit Committee has reviewed and approved this disclosure and it has also been approved by the Board of directors.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Your directors further state that 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.

For Amba Enterprises Limited

Sd/-

Place: Pune

Date: 18/07/2023

Managing Director (DIN: 01238700)

Ketan Mehta



MANAGING DIRECTOR CERTIFICATION

To,
The Board of Directors,
Amba Enterprises Limited

I hereby certify that:

1. I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps and I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Amba Enterprises Limited

Sd/-

Ketan Mehta
(Managing Director)
(DIN: 01238700)
Place: Pune
Date: 18.07.2023



Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Business Conduct & Ethics

This is to certify that the Company has laid down Code of Business Conduct & Ethics for all Board Members and Senior Management Personnel of the Company and the copies of the same are uploaded on the website of the Company - www.ambaltd.com. Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2023.

For Amba Enterprises Limited

Sd/-

Place: Pune

Ketan Mehta

Date: 27.05.2022

Managing Director DIN: 01238700



CERTIFICATE ON CORPORATE GOVERNANCE

**To
The Members,
Amba Enterprises Limited.**

1. We have examined the compliance of conditions of Corporate Governance by Amba Enterprises Limited. ("the Company"), for the year ended on 31st March,2023, as stipulated in:

- Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paraC, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2023.

5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For & on behalf of SARK & Associates LLP

Sumit Khanna
(Partner - Company Secretaries)
CP No. 9304 / Membership No. 22135

Date : 17.07.2023
Place: Mumbai
UDIN : A022135E000625881

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI

Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of Amba Enterprises Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Amba Enterprises Limited having CIN : L99999PN1992PLC198612 and having registered office at Sector No 132, H N 1/4/1, Premraj Industrial Estate, Shed No B-2, 3 and 4, Dalviwadi , Pune 411041 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or Securities Exchange Board of India or any such other Statutory Authority

Sr No	Name of Director	DIN	Date of Appointment
1	Mr Ketan Mehta	01238700	07/02/2007
2	Ms Sarika Bhise	06987209	30/09/2014
3	Mr Dharendra Mehta	07891935	14/08/2017
4	Mr Atul Thakker	07540785	17/06/2016
5	Mr Dhir Mehta	05209857	17/06/2016

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. `

Date: 17/07/2023

Place: Mumbai

For & on behalf of SARK & Associates

UDIN: A022135E000626497

Sumit Khanna

(Partner - Company Secretaries) CP No. 9304 / Membership No. 22135

**Secretarial Compliance Report of Amba Enterprises Limited for the year ended 31st March, 2023**

I, Sumit Khanna, Partner of SARK & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Amba Enterprises Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

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

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	NA

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NA
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	The Evaluation has to be done in a year and the company has complied with
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	NA
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA

11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No Actions has been taken against the listed entity/ its Promoters/Directors/ Subsidiaries either by SEBI or stock exchanges during the period under review.
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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NA

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	No Non-Compliance	N.A	No Deviation	NA	NA	NA	NA	NA	No	NA

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

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
		NA	No Deviation	NA	NA	NA	NA	NA	No	NA

3. This is to also certify that the Company has ensured, through the letter of appointment of statutory Auditors of the Company that the conditions as mentioned in 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18th October,2019 issued by Securities and Exchange Board of India is included in the terms of appointment of the statutory auditor.

Place: Mumbai

Date: 19/05/2023

For Sark & Associates
Practicing Company Secretary

Sd/-

Sumit Khanna
Partner

Membership No.: 22135

C P No.: 9304

UDIN : A022135E000331125



Independent Auditor's Report

To the Members of M/S. AMBA ENTERPRISES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of AMBA ENTERPRISES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statement").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No	Key Audit Matters	How the matter was addressed our audit
1	<p>INVENTORY VALUATION</p> <p>The Company has significant balances of inventory as on 31 March 2023(refer note 9 to the Ind AS financial statement)</p> <p>Inventories are valued at lower of cost or net realizable value (NRV). Cost is determined using First-in-first-Out cost method</p> <p>Valuation of inventories can be subjective due to inherent uncertainty due to volatility in prices of raw material and volatility in prices of finished goods due to changes in consumer demands</p> <p>Determination of whether inventory will be realized for value less than cost requires management to exercise judgement and apply assumption</p> <p>Because of size, inherent uncertainty in volatility in prices of raw material, assumption and complexities involved in inventory valuation, this is considered key audit matter.</p>	<p>Our procedures included:</p> <p>In view of significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> • Obtaining understanding of production process and testing of key controls over recognition and measurement of inventory • Obtaining management's calculation and relevant supporting for inventory valuation, validated mathematical accuracy of production costs and agreed the same with financial statements • Assessing reasonableness of assumption and judgement applied by management in inventory valuation including evaluating consistencies with management's prior period estimations • Comparing historical trend of prices of raw material and finished goods to determine appropriateness of valuation of inventory



Information other than the financial statements and auditors Report thereon

The Company management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company annual report, but does not include the financial statement and our auditor's report thereon.

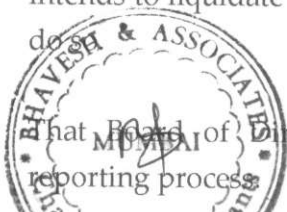
- Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appear to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard

Responsibilities of management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to



That Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Financial Statements

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 financial statements.

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

- Identify and assess the risks of material misstatements 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that the 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.



- 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.

Materiality is the magnitude of misstatements in the 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 financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

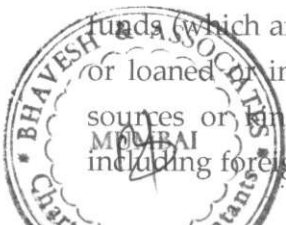
As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2023 impacting its financial position.
 - ii. The Company was not required to make additional provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses, if any, 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 Company during the year ended March 31, 2023 except for amount aggregating to 2.30 lakhs, which according to the information and explanations provided by the management is under process with the company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or fund of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded



in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(d) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

- v. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For,
BHAVESH & ASSOCIATES

Chartered Accountants

FRN: 120939W



CA. Bhavesh Shah

Partner

Membership No. - 048885

Place: - Mumbai

Date: - 30/05/2023

UDIN:- 23048885BGWLNW7769



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of AMBA ENTERPRISES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act.

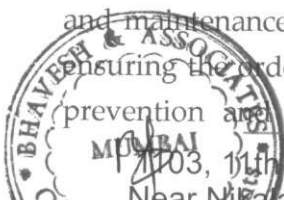
We have audited the internal financial controls over financial reporting of AMBA ENTERPRISES LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; 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 authorizations of management and directors of the company; and provide reasonable assurance regarding



prevention or timely detection of unauthorized 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 over Financial Reporting

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

For,

BHAVESH & ASSOCIATES

Chartered Accountants.

FRN: 1209391



CA. Bhavesh Shah

Partner

Membership No. – 048885

Place: - Mumbai

Date: - 30/05/2023

UDIN:- 23048885BGWLNW7769



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of AMBA ENTERPRISES LIMITED of even date)

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

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Property, Plant and Equipment and right-of-use assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.



- d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.
- ii.
- a) The Management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- b) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks, however such financing is through channel finance and there has been no Mortgage of Current assets and simultaneously there has been no requirement of filing the quarterly statements and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
- a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3 (iii)(a) of the Order is not applicable.
- b) In our opinion, the Company has not made investments or granted any Loans during the year and hence reporting under clause 3(iii)(b) of the Order is not applicable.
- c) The Company has not provided any loans hence reporting under clause 3(iii)(c) of the Order is not applicable.
- d) The Company has not provided any loans hence reporting under clause 3(iii)(d) of the Order is not applicable.



e) The Company has not provided any loans hence reporting under clause 3(iii)(e) of the Order is not applicable.

- f) 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 during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. As explained to us, The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act in respect of products of the Company.
- vii. In respect of statutory dues:

In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- 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) The Company has not defaulted in repayment of loans or other borrowings or in payment of interest to any lender during the year.
 - b) The Company has not been declared willful 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 and hence, reporting under clause 3(ix) of the Order is not applicable.



- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e) 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 loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x.
- a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
 - b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
- a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the Management.
 - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - c) 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. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.



- xiv.
- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and 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 realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will be discharged by the Company as and when they fall due.



- a) The Company has transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act in respect of "other than ongoing projects" to a Fund specified in Schedule VII to the Act within a period of six months of the end of the financial year in compliance with second proviso to sub-section (5) of Section 135 of the Act.
- b) In respect of Ongoing projects, the Company has not transferred the unspent amount to a Special Account rather the same has been utilized within 30 days of the end of the financial year.

For,
BHAVESH & ASSOCIATES
Chartered Accountants.



CA Bhavesh Shah

Partner

Membership No. – 048885

Place: - Mumbai

Date: - 30/05/2023

UDIN: - 23048885BGWLNW7769

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

Amba Enterprises is a public Limited Company incorporated in India having its registered office at Mumbai Maharashtra, India. The Company is engaged in the manufacturing and selling of Coil, Transformer Lamination Sheet and related products.

The financial statements for the year ended 31st March 2023 are approved for issue in accordance with resolution of the directors on 30th May, 2023.

2. Basis of preparation

a) Statement of compliance

These financial statements are prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) prescribed under section 133 of the Companies Act, 2013 (“the Act”) read with Companies (Indian Accounting Standards) Rules as amended from time to time and other relevant provisions of the Act.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on 30th May, 2023.

Details of the Company’s significant accounting policies are disclosed in Note 3.

b) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company’s functional and presentation currency. All values are rounded to nearest rupees in Lakhs except when otherwise stated and the currency of the primary economic environment in which the company operates.

c) Historical cost convention

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

d) Use of estimates and critical accounting judgments

The preparation of Company’s financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of Company’s financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

e) Current vs. Non-Current classification

The Company has ascertained its operating cycle as twelve months for the purpose of Current / Non-Current classification of its Assets and Liabilities

For the purpose of Balance Sheet, an asset is classified as current if:

- expected to be realized in the Company's normal operating cycle;
- the asset is intended for sale or consumption;
- the asset is held primarily for the purpose of trading;
- the asset is expected to be realized/settled within twelve months after the reporting period;
- the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;

All other assets are classified as non-current

Similarly, a liability is classified as current if:

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

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

The Company uses valuation techniques that are appropriate in the circumstance and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

The Company's Management has set policies and procedures for recurring and non- recurring fair value measurement of financial assets, which includes valuation techniques and input to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions.
- Quantitative disclosures of fair value measurement hierarchy (note 30)
- Investment properties (note 3.10)
- Financial instruments (including those carried at amortized cost) (note 30)

3. Significant accounting policies

3.01 Property, plant and Equipment(PPE)

(i) Recognition and measurement

All other items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipments.

Property, plant and equipment which are not ready to intended use as on the date of Balance sheet are disclosed as Capital work-in-progress.

Any gain or loss on disposal of an item of PPE is recognized in statement of Profit and Loss.

(ii) Subsequent expenditure

- Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16-Property plant and Equipment.
- All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

3.02 Depreciation

- i.**
 - a. Depreciation is systematic allocation of the depreciable amount of PPE over its useful life and is provided in a straight-line-basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.
 - b. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the company.
 - c. Where a significant component (in terms of cost) of an asset has an estimated economic useful life shorter than that of its corresponding assets, the component is depreciated over its shorter life.
 - d. The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.
- i.** Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production.
- ii.** Depreciation on assets sold, discarded or demolished during the year is being provided upto the month in which such assets are sold, discarded or demolished.

3.03 Intangible Assets

Intangibles are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from de-recognition of an intangible assets are measured as the differences between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized.

Amortization methods, estimated useful lives and residual value:

Intangible assets are amortized on a straight line basis over their estimated useful lives.

The amortization period, residual value and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is adjusted prospectively.

3.04 Revenue Recognition

i. Sale of goods

Revenue is recognized upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from the sale of goods is recognized at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers.

The Company does not expect to have any contracts where the period between the transfer of goods and payment by customer exceed one year. Hence, the company does not adjust revenue for the time value of money.

ii. Interest income

Revenue is recognized on a time proportion basis taking into account the amount outstanding on effective interest rate.

iii. Dividend income

Dividend income is accounted for when Company's right to receive the income is established.

iv. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

v. Difference between the sale price and carrying value of investment is recognized in statement of profit and loss on sale/ redemption on investment on trade date of transaction.

vi. Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

3.05 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is higher of the asset's/cash-generating unit's net selling price or value in use, i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss is recognized in the statement of profit and loss if the carrying amount of an asset/cash-generating unit exceeds its estimated recoverable amount. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized or relates to the change in the estimate of the recoverable amount in the previous periods. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

3.06 Expenditure during construction period:

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

3.07 Foreign currency transactions

A. Functional and Presentation Currency :

The financial statements of the Company are presented in Indian rupees (INR), which is the functional currency of the Company and the presentation currency for the financial statements.

B. Transactions and Balances :

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange rates prevailing on reporting date are generally recognized in Statement of profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. 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 OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

3.08 Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale.

Qualifying assets are an assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

3.09 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Ministry of Corporate Affairs (MCA) has vide notification dated March 30, 2019 has mandated applicability of Ind AS 116 (Leases) from April 1, 2019.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-Use Assets

The Company recognizes right-of-use assets (“RoU Assets”) at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in Section (I) Impairment of non-financial assets.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease

liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liabilities has been presented under the head “Financial Liabilities”.

(iii) Short - term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term

Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the lessee, the contract is classified as a finance lease. All other lease are classified as operating lease. Rental income from operating lease is recognized 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 recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Under Ind AS 17

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as Operating Leases

Finance Leases:

Lease arrangements in which substantially all risks and rewards of ownership of the under-lying assets are transferred to the Company, are classified as finance lease.

Assets held under finance leases are initially recognized at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance ease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Operating leases:

The leases which are not classified as finance lease are operating leases.

Lease arrangements where the risks and rewards of ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis over the lease term unless the payments are structured to increase

in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

3.10 Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, 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 property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

The Company, based on technical assessment made by management, depreciates the building over estimated useful lives of 60 years. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period or loss as incurred.

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

3.11 Income Tax

Income tax expense comprises of current and deferred tax. It is recognized in Statement of profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognized amounts; and
- b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously

(ii) Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets and deferred tax liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax relating to items recognized outside profit or losses are recognized as a part of these items (either in other comprehensive income or in equity).

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

3.12 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

3.13 Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO Basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on FIFO Basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO Basis.

□ **Waste / Scrap:**

Waste / Scrap inventory is valued at NRV.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

3.14 Financial instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

(i) Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or

deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

(ii) Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”) on the basis of following:

- The entity’s business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- In case of financial assets at amortized costs, interest income, foreign exchange gain or loss and impairment are recognized in Statement of Profit and Loss.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI. This election is made on an investment by investment basis.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(iii) Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVPTL if it is classified as held for trading or it is a derivative or it is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and

foreign exchange gain and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

(iv) Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognized a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk.

(v) Derecognition of financial assets and financial liabilities:

Financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial Liabilities

The Company derecognized a financial liability when the contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes financial liabilities when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

(vi) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Derivates are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in statement of Profit and Loss immediately. During the year the company has not entered in any derivative contracts.

3.15 Employee Benefits

Short-term employee benefit:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the

undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability after deducting any amount already paid.

Long-term employee benefit:

Retirement benefit in the form of provident fund and employee state insurance scheme are defined contribution schemes. The Company has no obligation, other than the contribution payable to such schemes. The Company recognises contribution payable to such schemes as an expense, when an employee renders the related service.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Remeasurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs; and
- Net interest expense or income

3.16 Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value, wherever the Company can estimate the time of settlement, of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provisions due to passage of time is recognized as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized

3.17 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to equity shareholders of the Company
- by the weighted average number of equity shares outstanding during the financial year

b) Diluted earnings per share

- Diluted earnings per share computed using the weighted average number of equity and dilutive equity equivalent share outstanding during the period.

3.18 Dividend distribution to equity shareholder

Annual dividend distribution to the shareholder is recognized as a liability in the period in which the dividends are approved by the shareholders. Dividend payable and corresponding tax on dividend distribution is recognized directly in other equity.

3.19 Derecognition of Financial Liabilities:

The Company de-recognizes financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in the statement of profit and loss.

3.20 Statement of Cash Flows :

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents (including bank balances) shown in the Statement of cash flows exclude items which are not available for general use as at the date of balance sheet.

Financial assets that are neither past due nor impaired:

Cash and cash equivalents, financial assets carried at fair value are neither past due nor impaired. Cash and cash equivalents with banks has high credit rating assigned by international and domestic credit-rating agencies. Financial assets carried at fair value are investments in equity shares. With respect to Trade Receivables and other financial assets that are past due but not impaired, there are no indications as of 31st March, 2021. Trade Receivables and other financial assets that are neither past due nor impaired relate to new and existing customers and counter parties with no significant defaults in past.

Financial Instruments and Cash Deposits

The Company held cash and cash equivalents and bank deposits with banks and financial institutions. The credit worthiness of such banks and financial institutions is evaluated by the management on an on-going basis and is considered to be good. The cash surpluses of the Company are short term in nature and are invested in Fixed Deposit with Nationalized / Scheduled Commercial banks. Hence, the assessed Credit Risk is low.

3.21 SEGMENT REPORTING

The Company is engaged only in the business of producing and reselling of Coil, Transformer Lamination Sheet and related products. As such, there are no separate

reportable segments, the disclosure as required as per Indian Accounting Standard on “Operating Segments” (IND AS – 108) is not given.

Previous year figures have been regrouped/ reclassified, wherever necessary to confirm to current year classification.

For BHAVESH & ASSOCIATES

Chartered Accountants

Firm Registration No. 120939W

For AMBA ENTERPRISES LTD.

Mr. Ketan H. Mehta

(Managing Director)

DIN- 01238700

Mrs. Sarika S. Bhise

(Executive Director)

DIN- 06987209

CA. Bhavesh Shah

Partner

Membership No.: 048885

Place: Mumbai

Date: 30-05-2023

Mr. Dharendra Mehta

(Independent Director)

DIN- 07891935

FY 2022-23

Amba Enterprises Limited

CIN : L99999PN1992PLC198612

**Corp Office Address : Unit No.430, 4th Floor, BlueRose Indl Est
WE Highway, Near Metro, Borivali E, Mumbai - 66
Registered Office- Sector No. 132, H. NO.1/4/1, Premraj Ind. Estate Shed No.
B-2,3,4, Dalviwadi, Nanded Phata Pune 411041**

**Auditor's Report
&
Statement of Accounts**

***For the year ended
31st, March 2023***

BHAVESH & ASSOCIATES

Chartered Accountants

**1103, 11TH FLOOR, ASHOK HEIGHTS, OPP. SARASWATI TOWER,
OLD NAGARDAS ROAD, ANDHERI (E), MUMBAI – 40069.**

TEL : +91-22-2682 9198 / +91-22-2683 0101.

M/S. AMBA ENTERPRISES LTD.
CIN No: L99999PN1992PLC198612
Standalone Balance Sheet as at March 31, 2023
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	Notes	Year ended 31st March 2023	Year ended 31st March 2022
<u>I. ASSETS</u>			
1. Non-Current Assets			
(a) Property, Plant and Equipment	3	196.08	214.79
(b) Right of use Asset	4	49.26	79.97
(c) Financial Assets			
(i) Investments	5	0.01	0.01
(ii) Other Financial Assets	6	260.19	51.39
(d) Deferred Tax Asset	18	1.03	-
(e) Other Non-Current Assets	7	200.18	200.18
2. Current Assets			
(a) Inventories	9	236.68	442.18
(b) Financial Assets			
(i) Trade receivables	10	3,029.29	2,285.05
(ii) Cash and Cash equivalents	11	34.99	111.17
(iii) Cash and Cash equivalents other than (ii) above	12	9.14	6.80
(iv) Other Current financial Assets	13	294.41	178.12
(c) Other Current Assets	14	7.52	25.47
Assets Held for Sale	8	25.99	38.99
Total		4,344.76	3,634.11
<u>II. EQUITY AND LIABILITIES</u>			
<u>EQUITY</u>			
(a) Equity Share Capital	SOCE I	633.02	633.02
(b) Other Equity	SOCE II	2,360.02	1,924.34
<u>LIABILITIES</u>			
1. NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	15.85	32.31
(ii) Lease Liability	17	20.13	55.22
(b) Provision	19	20.45	19.39
(c) Deferred Tax Liabilities (Net)	18	-	1.38
2. CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	20	323.57	377.58
(ii) Lease Liability	20	35.09	27.74
(iii) Trade Payables	21		
- Total outstanding dues of micro enterprises and small enterprises		0.12	413.82
- Total outstanding dues of creditors other than micro enterprises and small enterprises		878.15	111.57
(iv) Other Financial Liabilities	22	23.16	24.03
(b) Other Current Liabilities	23	31.52	10.96
(c) Provision	24	3.68	2.76
Total		4,344.76	3,634.11
Significant Accounting Policies	2		
The accompanying notes are an integral part of these Financial Statement			

This is the Balance Sheet referred to in our report of even date.

For BHAVESH & ASSOCIATES
Chartered Accountants
Firm Registration No. 120939W

For AMBA ENTERPRISES LTD.

Mr. Ketan H. Mehta
(Manging Director)
DIN- 01238700

Mrs. Sarika S. Bhise
(Executive Director)
DIN- 06987209

CA. Bhavesh Shah
Partner
Membership No. : 048885
Place:
Date:

Mr. Dharendra Mehta
(Independent Director)
DIN- 07891935

Standalone Statement of Profit and Loss for the year ended March 31, 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	Notes	For the Year ending 31st March 2023	For the Year ending 31st March 2022
I. Revenue from operations	25	21,812.86	21,951.62
II. Other Income	26	34.43	38.30
III. Total Revenue (I + II)		21,847.29	21,989.92
IV. Expenses:			
(a) Cost of materials consumed	27	322.29	857.88
(b) Purchase of Stock-in-Trade		20,276.11	19,938.53
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	230.15	(242.27)
(d) Employee benefit expense	29	220.67	228.75
(e) Financial costs	30	21.56	53.59
(f) Depreciation and amortization expense	31	60.39	50.91
(g) Other expenses	32	76.69	244.74
V. Total Expenses		21,207.85	21,132.14
VI. Profit/(Loss) before tax (III - V)		639.44	857.78
Tax expense:			
(1) Current tax		169.37	219.40
(2) Deferred Tax Liabilities		(2.70)	(1.58)
VII. Total Tax Expense		166.67	217.81
VIII. Profit/(Loss) for the period (VI-VII)		472.77	639.96
Other Comprehensive Income/(Loss)			
(i) Items that will not be reclassified to Profit and Loss			
(a) Re-measurement gains/(losses) on defined benefit plans		1.20	1.63
(b) Income tax effect on above		(0.30)	(0.41)
(c) Equity instrument through other comprehensive income			
(d) Income tax effect on above			
IX. Total Other Comprehensive Income / (Loss)		0.90	1.22
X. Total Comprehensive Income/(Loss) for the year (VIII + IX) (Comprising profit and other comprehensive income for the year)		473.67	641.18
XI. Earning per equity share			
Equity shares of par value Rs 5/- each			
(a) Basic		3.73	5.05
(b) Diluted		3.73	5.05
Weighted average number of equity shares used in computing earnings per share			
(a) Basic		3.73	5.05
(b) Diluted		3.73	5.05
Significant Accounting Policies	2		
The accompanying notes are an integral part of these Financial Statement			

This is the Statement of Profit and Loss referred to in our report of even date.

For BHAVESH & ASSOCIATES

Chartered Accountants

Firm Registration No. 120939W

For AMBA ENTERPRISES LTD.

Mr. Ketan H. Mehta Mrs. Sarika S. Bhise

(Managing Director) (Executive Director)

DIN- 01238700 DIN- 06987209

CA. Bhavesh Shah

Partner

Membership No. : 048885

Mr. Dharendra Mehta

(Independent Director)

DIN- 07891935

Place:

Date:

M/S. AMBA ENTERPRISES LTD.
CIN No: L99999PN1992PLC198612
Cash flow statement for the year ended 31st March 2023
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	For the Year ending 31st March 2023	For the Year ending 31st March 2022
A) <u>Cash Flow from Operating Activities</u>		
Net Profit Before Tax	639.44	857.78
Add : Adjustment for :		
Depreciation	60.39	50.91
Gratuity	3.18	2.81
Interest Received	(19.61)	(38.30)
Capital Gain on Sale of Fixed Asset	3.46	-
Finance Cost	11.51	3.67
Operating Profit before Working Capital Changes	698.36	876.87
Add : Adjustment for		
Inventories	205.50	(235.72)
Trade Receivables	(744.24)	(1,286.64)
Other Financial Assets	(325.09)	(218.85)
Other Current & Non Current Assets	17.95	(25.47)
Trade payables	352.88	365.63
Other Financial Liabilities	(1.89)	6.28
Other Current & Non Current Liabilities	20.56	(8.87)
Net Changes in Working Capital	(474.33)	(1,403.63)
Cash Generated from Operations	224.04	(526.76)
Less : Direct Taxes Paid (Net of Refund)	(169.37)	(208.47)
Net Cash Generated/(used) from Operating Activities	54.67	(735.23)
B) <u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(12.59)	(9.95)
Sale/Disposal of Fixed Asset	11.15	-
Interest Received	19.61	38.30
Advance Against Sale of FA	1.02	3.83
Net Cash used/ Provided by Investment Activities	19.19	32.18
C) <u>Cash Flow from Financing Activities</u>		
Proceeds from Borrowings (Net of repayments)	(70.47)	186.01
Payment of Lease liability	(27.74)	(24.40)
Finance Cost	(11.51)	-
Dividend Paid	(37.98)	-
Net Cash generated/(used) in Financing Activities	(147.70)	161.60
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	(73.84)	(541.45)
Add : Balance at the beginning of the year	117.97	-
Cash and Cash Equivalents at the close of the year	44.13	117.97

The accompanying notes are an integral part of these financial statement.

For BHAVESH & ASSOCIATES

Chartered Accountants

Firm Registration No. 120939W

For AMBA ENTERPRISES LTD.

Mr. Ketan H. Mehta Mrs. Sarika S. Bhise
(Managing Director) (Executive Director)
DIN- 01238700 DIN- 06987209

CA. Bhavesh Shah
Partner
Membership No. : 048885

Mr. Dharendra Mehta
(Independent Director)
DIN- 07891935

Place:

Date:

M/S. AMBA ENTERPRISES LTD.
CIN No: L99999PN1992PLC198612
Statement Of Changes In Equity For The Year Ended 31st March 2023
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

SOCE I Equity Share Capital

Particulars	Subscribed and fully paid - up	
	No of shares	Amount
As at March 31, 2022	126.60	633.02
	-	-
As at March 31, 2023	126.60	633.02

Rights and preferences attached to Equity Shares:

The Company has one class of equity shares having a par value of Rs.5/- each. Each shareholder is eligible for one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

SOCE II Other Equity

Particulars	Reserves and Surplus			
	Securities Premium	General Reserve	Retained Earnings	Total
Balance as at 31.03.2021	314.98	99.00	869.18	1,283.16
Profit for the year	-	-	639.96	639.96
Other Appropriations				-
Items of OCI , net of Tax				-
Remeasurement of Defined Benefit	-	-	1.22	1.22
Provision for Gratuity	-	-		-
Dividend Distribution Tax	-			-
				-
Balance as at 31.03.2022	314.98	99.00	1,510.36	1,924.34
Profit for the year			472.77	472.77
Other Appropriations				-
Items of OCI , net of Tax				-
Remeasurement of Defined Benefit			0.90	-
Provision for Gratuity				-
Dividend Distribution Tax			(37.98)	(37.98)
Balance as at 31.03.2023	314.98	99.00	1,946.05	2,360.02

For BHAVESH & ASSOCIATES

Chartered Accountants

Firm Regn No 120939W

CA. Bhavesh Shah

Partner

Membership no.: 048885

Place:

Date:

For AMBA ENTERPRISES LTD.

Mr. Ketan H. Mehta

(Managing Director)

DIN- 01238700

Mrs. Sarika S. Bhise

(Executive Director)

DIN- 06987209

Mr. Dharendra Mehta

(Independent Director)

DIN- 07891935

M/S. AMBA ENTERPRISES LTD.
CIN No: L99999PN1992PLC198612
Notes to Standalone Ind AS Financial Statements for the year ended March 31, 2023
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Note No 3 & 4 : Property, Plant & Equipment

Particular	Computer & Accessories	Vehecal	Furniture & Fixtures	Plant & Equipment	Office Equipment	Office Premises	ROU	Total
<u>I. Gross Carrying Amount</u>								
Balance as at 31 March 2021	10.08	79.74	65.23	178.99	14.58	65.33	19.19	433.14
Additions	0.83	7.89	0.01	0.94	0.28	-	97.53	107.48
Disposals/ Adjusted*						38.99		38.99
Balance as at 31 March 2022	10.91	87.63	65.24	179.93	14.87	26.35	116.72	501.64
Additions	0.16			9.13	1.26		2.04	12.59
Disposals/ Adjusted*		1.62						1.62
Balance as at 31 March 2023	11.07	86.01	65.24	189.06	16.13	26.35	118.76	512.61
<u>II. Accumulated Depreciation</u>								
Balance as at 31 March 2021	8.30	41.44	21.55	55.09	9.94	5.71	13.94	155.97
Depreciation expenses for the year	0.70	8.77	5.70	10.81	1.68	0.44	22.81	50.91
Disposal of assets								
Balance as at 31 March 2022	9.00	50.21	27.25	65.91	11.62	6.15	36.75	206.88
Depreciation expenses for the year	0.85	8.75	5.67	10.67	1.26	0.44	32.74	60.39
Disposal of assets								
Balance as at 31 March 2023	9.85	58.96	32.92	76.58	12.88	6.59	69.49	267.27
Balance as at 31 March 2022	1.91	37.42	37.99	114.03	3.25	20.20	79.97	294.76
Balance as at 31 March 2023	1.22	27.05	32.32	112.49	3.24	19.76	49.26	245.34

Notes to Standalone Ind AS Financial Statements for the year ended March 31, 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

5) Non Current Investments

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Investment (Unquoted) Investments in Equity Shares Kalayan Janata Sahakari Bank Ltd 100 (100) of equity shares of ₹ 10/- each fully paid	0.01	0.01
	Total	0.01	0.01

6) Non Current Financial Assets - Others

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Security deposits	21.79	21.36
2	Term Deposits with Banks - Having maturity more than 12 months	237.87	30.00
3	Interest Accrued on FD- Having maturity more than 12 months	0.52	0.03
	Total	260.19	51.39

7) Other Non - Current Assets

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Advance against property	200.18	200.18
	Total	200.18	200.18

8) Assets held for Sale

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Building*	25.99	38.99
	Total	25.99	38.99

*The Company had classified a building premise as asset held for sale at its carrying value Rupees 26.60 lakhs as at March 31, 2023.

9) Inventories**(Value at lower of cost and net realisable value)**

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Raw Material	27.97	3.32
2	Stock in Trade, WIP and Finished Goods	208.71	438.86
	Total	236.68	442.18

Note: Refer no 3.13 of accounting policy for Inventory and its valuation.

10) Trade Receivables

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Undisputed, Unsecured & Considered Good :		
	Outstanding for more than six months	136.55	98.17
	Others Receivables	2,905.58	2,199.71
Less:	Expected Credit Loss	(12.84)	(12.84)
	Total	3,029.29	2,285.05

Note: The Company uses a provision matrix to determine impairment loss allowance on the portfolio trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. At period end, the historical observed default rates are updated and changes in the forward looking estimates are analyzed.

10.1 Reconciliation of Expected loss provision

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening Balance	(12.84)	(1.23)
Addition / trf based on ECL Working		
Debtor written off during the year	-	(11.61)
Closing Balance	(12.84)	(12.84)

10.2 Trade Receivable ageing schedule

As at 31st March 2023

Particulars	Outstanding for following periods from					Total
	Less than 6 months	6 months - 1 years	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed						
(i) Trade receivables – considered good	2,892.74	61.61	74.94	-	-	3,029.29
(ii) Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed						
(iii) Trade Receivables considered good	-	-	-	-	-	-
(iv) Trade Receivables considered doubtful	-	-	-	-	-	-

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 - 1 years	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed						
(i) Trade receivables – considered good	2,186.87	11.86	4.92	17.52	-	2,221.18
(ii) Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed						
(iii) Trade Receivables considered good	-	-	-	63.87	-	63.87
(iv) Trade Receivables considered doubtful	-	-	-	-	-	-

11) Cash & Cash Equivalent

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Cash on Hand	5.72	2.28
2	Balances with Banks	29.27	108.89
	Total in	34.99	111.17

12) Bank Balances Other than Cash & Cash Equivalent

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	For Unpaid Dividend Accounts	9.13	6.79
2	For Unpaid Fractional Shares	0.01	0.01
3	Term Deposits with Banks - Having maturity less than 12 months	-	-
	Total in	9.14	6.80

13) Other Current Financial Assets

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Other Advances	0.61	0.89
2	Term Deposits with Banks - Having maturity of more than 3 months but less than 12 months	290.82	168.53
3	Interest Accrued on FD	2.98	8.70
	Total in `	294.41	178.12

14) Other Current Asset

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Balance with Revenue Authorities	6.86	24.93
2	Prepaid Exps	0.67	0.55
	Total	7.52	25.47

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15) Equity Share Capital

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	<u>AUTHORIZED SHARE CAPITAL</u> <u>Equity Share Capital</u> 3,00,00,000 equity shares of Rs 5 each(March 31,2022: 3,00,00,000 Equity shares of ` 5 each)	1,500.00	1,500.00
		1,500.00	1,500.00
2	<u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> 1,26,60,480 Equity shares of Rs 5 each (March 31, 2022:1,26,60,480 Equity shares of ` 5 Each)	633.02	633.02
	Total	633.02	633.02

a) Reconciliation of Numbers of Shares equity shares outstanding at the beginning and at the end of year is as given below.	Particulars	As at March 31,2023		As at March 31,2022	
		No of Shares	Rs	No of Shares	Rs
	Equity share outstanding as at the beginning of year	1,26,60,480	6,33,02,400	1,26,60,480	6,33,02,400
	Number of shares outstanding at the end of the year	1,26,60,480	6,33,02,400	1,26,60,480	6,33,02,400

b) Terms / Rights Attached to Equity Shares

The company has only one class of shares referred to as equity shares having a par value of ₹ 5 each.

Each shareholder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all the matters submitted to vote in the shareholders meeting.

The company declares and pays dividends in Indian rupees. The final dividend proposed by the board of directors is subject to the approval of the shareholders in annual general meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The company does not have any holding company/ultimate holding company.

d) Details of shareholders holding more than 5% Equity shares of the Company

Name of Shareholders	Current Year No of Shares	Current Year % of Share holding
Mr.Ketan H Mehta	40,65,848	32.11%
Mrs.Chhaya Mehta	13,79,800	10.90%

Shareholding of Promoters

Shares held by the promoters at the end of the year

Sr No	Promoter Name	No of Shares Held	% of total Shares	% Change during the year
1	Mr.Ketan H Mehta	40,65,848.00	32.11	-
2	Mrs.Chhaya Mehta	13,79,800.00	10.90	-
	Total	54,45,648.00	4301.00%	-

16) Other Equity

Particulars	Reserves and Surplus			
	Securities Premium	General Reserve	Retained Earnings	Total
Balance as at 31.03.2021	314.98	99.00	869.18	1,283.16
Profit for the year			639.96	639.96
Other Appropriations				
Items of OCI , net of Tax				
Remeasurement of Defined Benefit			1.22	1.22
Provision for Gratuity				
Dividend Distribution Tax				
Balance as at 31.03.2022	314.98	99.00	1,510.36	1,924.34
Profit for the year			472.77	472.77
Other Appropriations				
Items of OCI , net of Tax				
Remeasurement of Defined Benefit			0.90	0.90
Others				
Provision for Gratuity				
Dividend Distribution Tax			(37.98)	(37.98)
Balance as at 31.03.2023	314.98	99.00	1,946.05	2,360.02

Nature and Purpose of Reserve:

A) Securities Premium Reserve:

Securities premium is used to record the excess of the amount received over the face value of the shares. This reserve will be utilised in accordance with the provision of the Companies Act, 2013.

B) General Reserve

The general reserve is used from time to time transfer profits from retained earnings for appropriation purpose. There is no policy of regular transfer.

C) Retained Earnings

Retained earnings are the profits that the Company has earned till date, net-off less any transfers to general reserve, dividends or other distributions paid to shareholders.

This reserve can be utilized in accordance with the provisions of the Companies Act, 2013

17) Non-Current Financial Liabilities - Borrowings

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Vehicle Loan - Secured	15.85	32.31
2	Lease liability	20.13	55.22
	Total	35.98	87.53

- 1 The secured loan from HDFC Bank is a vehicle loan with carrying amount of Rs.1585066.44/- (31st March, 2022 - Rs. 3231305.20/-)
a. Rate of Interest is 8.46% and 7.65%.

b. Repayable in monthly installment starting from August 2017 with last installation payable on 07th July 2024 and 07th September 2024.

c. Secured against hypothecation of vehicle.

- 2 Land and Building have been taken on lease by the Company. The terms of lease rent are for the period ranging from 1 year to 5 years depending on the lease agreement with the lessor. Such leases are renewable by mutual consent. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements

18) Deferred Tax Liabilities/(Assets)

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Deferred Tax Liability/(Asset)	-1.03	1.38
	Total	(1.03)	1.38

19) Long Term Provision

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Provision for employees benefits Gratuity Provision	20.45	19.39
	Total	20.45	19.39

20) Current Financial liabilities - Borrowings

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	(a) Working Capital Loans		
	Short Term Borrowings from Bank	307.11	235.11
	Short Term Borrowing from Financial Institution	-	-
	(b) Chhaya Infotech private limited		
	(c) Unsecured Loans		
	Loan from Directors	-	127.33
	(d) Current maturities of Long-Term Borrowings		
	- Vehical Loan	16.46	15.14
	- Lease Liability	35.09	27.74
	Total	358.66	405.31

- a) Working Capital facility from bank and other financial institutions are sanction against the personal guarantees of managing director.
- b) The company has not defaulted in the payment of interest and installment of the loans as at 31st March 2023.

21) Current Financial Liabilities - Trade Payable

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Total outstanding dues of micro enterprises and small enterprises (as per intimation received from suppliers)	0.12	413.82
	Total outstanding dues of creditors other than micro enterprises and small enterprises	878.15	111.57
	Total	878.26	525.39

21.1 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 is provided as under

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Principal amount remaining unpaid, but not due	-	-
	- Interest due thereon as at year end	-	-
	- Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
	- 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 Micro, Small and Medium Enterprises Development Act, 2006	-	-
	- Interest accrued and remaining unpaid as at year end	-	-
	- 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	-	-

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status its suppliers.

21.2 Trade Payables ageing schedule

As at 31st March 2023

Particulars	Outstanding for following periods from				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	0.12	-	-	-	0.12
(ii) Others	864.86	13.28	-	-	878.15
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	413.82	-	-	-	413.82
(ii) Others	94.81	4.64	12.12	-	111.57
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-

22) Current Financial liabilities - Others

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Unclaimed Dividend	9.13	6.79
2	Fractional Shares Payable	0.01	0.01
3	Other Payables		
	- Salary & Wages Payable	3.34	6.90
	- Director Remuneration Payable	9.66	6.49
	- Expenses payable	-	-
4	Advance Taken Against Sale of Property	1.02	3.83
	Total	23.16	24.03

23) Other Current Liabilities

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Advance from Customers	-	-
2	Statutory Dues and other Liabilities	31.52	0.03
3	Current Provision for Income Tax	-	10.93
	Total	31.52	10.96

24) Short Term Provision

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Gratuity Provision	3.68	2.76
	Total	3.68	2.76

22) Current Financial liabilities - Others

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Unclaimed Dividend	9.13	6.79
2	Fractional Shares Payable	0.01	0.01
3	Other Payables		
	- Salary & Wages Payable	3.34	6.90
	- Director Remuneration Payable	9.66	6.49
	- Expenses payable	-	-
4	Advance Taken Against Sale of Property	1.02	3.83
	Total	23.16	24.03

23) Other Current Liabilities

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Advance from Customers	-	-
2	Statutory Dues and other Liabilities	31.52	0.03
3	Current Provision for Income Tax	-	10.93
	Total	31.52	10.96

24) Short Term Provision

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Gratuity Provision	3.68	2.76
	Total	3.68	2.76

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25) Revenue from operation

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Sale of Finished goods	21,812.86	21,951.62
	Total	21,812.86	21,951.62

26) Other Income

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Interest Received	19.61	34.33
2	Other Non Operating Income	14.82	3.97
	Total	34.43	38.30

27) Cost of Material Consumed

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Opening Stock	3.32	9.87
	Purchases Of Raw Materials And Stores	346.94	851.33
		350.26	861.20
	Less: Closing Stock	27.97	3.32
		322.29	857.88
	<u>Details of Raw Materials Consumed</u>		
	Iron & Steel	322.29	857.88

28) Change in Inventories

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Opening Stock of Stock in Trade, WIP & Finished Goods	438.86	196.59
	Closing Stock of Stock in Trade, WIP & Finished Goods	208.71	438.86
	Total	230.15	(242.27)

29) Employment Benefit Expenses

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Salaries ,Wages and bonus to employees	215.48	218.16
2	Contibution to ESIC	0.19	0.60
3	Contibution to provident Fund	1.01	1.41
3	Staff Welfare Expenses	2.33	7.13
4	Gratuity	1.66	1.45
	Total	220.67	228.75

30) Financial Cost

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Interest on Bank Borrowings	5.95	29.14
2	Interest on car Loan	3.21	3.87
3	Interest on Lease Liability	5.56	4.04
4	Other Borrowing Cost	5.32	15.19
5	Other Finance Cost	1.52	1.36
	Total	21.56	53.59

31) Depreciation and Amortization Expense

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Depreciation	60.39	50.91
	Total	60.39	50.91

32) Other Expenses

Sr. No	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1	Payment to Auditors		
	For Audit Fee	3.00	2.00
	For Taxation Matter	-	1.00
2	Transportation, Octroi, Clearing & Forwarding Expenses	20.11	34.39
3	Insurance Charges	1.25	0.56
4	Labour Charges	5.11	15.73
5	Professional Charges	10.06	4.76
6	BSE Penalty	-	1.50
7	Commission	18.42	126.96
8	Power & Fuel Charges	3.49	-
9	Rent	0.81	-
10	Rates & taxes	-	0.03
11	Bad Debts Written Off	-	11.75
12	CSR	0.50	-
13	Travelling & Conveyance Expenses	0.10	-
14	Repairs		
	Repairs-Plant & Machinery	0.70	6.25
	Repairs-Others	3.03	4.94
15	Other Expenditure	10.12	34.88
	Total	76.69	244.74

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33) Financial Instruments- Fair Values And Risk Management

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets, financial liabilities and equity instrument are disclosed in note 2f to the financial statements.

A. Financial Assets And Liabilities

The carrying value of financial instruments by categories as of March 31, 2023 is as follows:

Financial Assets Measured At Amortized Cost

Particulars	Non- Current		Current	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Trade Receivables	-	-	3,029.29	2,285.05
Other Financial Assets	260.19	51.39	294.41	178.12
Cash and Cash Equivalents	-	-	34.99	111.17
Bank Balance other than Cash & Cash Equivalents	-	-	9.14	6.80
TOTAL	260.19	51.39	3,367.82	2,581.13

Financial Assets Measured At Fair Value Through Profit And Loss

Particulars	Non-Current		Current	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Investments	-	-	-	-
TOTAL	-	-	-	-

Financial Assets Measured At Amortized Cost

Particulars	Non-Current		Current	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Investments	0.01	0.01	-	-
TOTAL	0.01	0.01	-	-

Financial Liabilities Measured At Amortized Cost

Particulars	Non-Current		Current	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Term Loan from Banks	15.85	32.31	-	-
Cash Credits/Working Capital Borrowings	-	-	323.57	377.58
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	23.16	24.03
TOTAL	15.85	32.31	346.73	401.61

B) Fair Value Hierarchy

Financial Assets / Financial Liabilities	Non- Current	
	Year ended 31st March 2023	Year ended 31st March 2022
Financial Assets measured at Fair value through other comprehensive income		
Investments (Level 3)	0.01	0.01

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34 Financial Risk Management

The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, investments and cash and cash equivalents and bank balances other than cash & cash equivalents that are derived directly from its operations.

The Company is exposed primarily to fluctuations in credit, liquidity and market risks, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and financial liabilities. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the company.

(i) Foreign Currency Risk

Outstanding Foreign currency exposure

Outstanding Foreign currency exposure	As at 31st March, 2023	As at 31st March, 2022
Trade payables	-	-
USD	-	-

Foreign currency sensitivity

Particulars	2022-23		2021-22	
	1 % Increase	1 % decrease	1 % Increase	1 % decrease
USD	-	-	-	-
Increase \ (Decrease) in profit or loss	-	-	-	-

(ii) Interest Rate Risk

Interest Rate risk is the risk that the fair value of future cashflows of a financial instrument will fluctuate because of changes in Market Interest Rates. The company's exposure to the risk of changes in Market Interest Rates relates primarily to the Company's short term debt obligations with floating interest rates. The table below illustrates the impact of a 50 basis points increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year.

INR Interest Rate Exposure:

Particulars	Total Borrowings	Floating Rate borrowings
Total as at 31st March 2023	307.11	307.11
Total as at 31st March 2022	235.11	235.11

Interest Rate sensitivities for unhedged exposure (Impact on increase in 50 bps)

Particulars	As at 31st March 2023	As at 31st March 2022
INR	1.54	1.18

Note: If the rate is decreased by 50bps profit will increase by an equal amount. Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.

(iii) Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the on-going purchase or continuous supply of raw materials. Therefore, the company monitors its purchases closely to optimize the price.

(iv) Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

It considers available reasonable and supportive forwarding-looking information such as :

(i) Actual or expected significant adverse changes in business

Exposure to credit risk

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Loans to employees	0.61	0.89
Rental Deposits	20.68	20.70
Trade Receivables	3,029.29	2,285.05
Cash and Cash Equivalents	34.99	111.17

Expected Credit Loss Assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the company to determine incurred and expected credit losses. Management believes that the unimpaired amount that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

Particulars	Current	
	Year ended 31st March 2023	Year ended 31st March 2022
Debtors	3,042	2,298
Less: Expected Credit Loss	12.84	12.84
TOTAL	3,029.29	2,285.05

(v) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date based on contractual undiscounted payments.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date based on contractual undiscounted payments.

As at March 31, 2023	Less than one year	1 to 5 years	Total
Borrowings	358.66	35.98	394.64
Trade payables	864.98	13.28	878.26
Other financial liabilities	23.16	-	23.16
	1,246.80	49.26	1,296.06

As at March 31, 2022	Less than one year	1 to 5 years	Total
Borrowings	405.31	87.53	492.85
Trade payables	508.62	16.76	525.39
Other financial liabilities	24.03	-	24.03
	937.97	104.30	1,042.26

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35) Related Party Disclosures

List of related parties with whom transactions have taken place during the current financial year upto 31st March, 2023 and relationship are:

1. Name of Related Parties

(a) Key Management Personnel:	Mr. Ketan.H.Mehta Mrs. Sarika Bhise Mrs. Riddhi Vora Ms. Monika Sharma Ms. Shriddha Gupta Mr. Dhir Haresh Mehta Mr. Dharendra Popatlal Mehta Mr. Atul Mohanlal Thakkar
(b) Enterprise in which Relatives of Key Management are	Shiv Shakti Enterprises Chhaya Info-Tech Industries Private Limited
(c) Relatives of Key Management	Mrs. Chhaya K Mehta Mr. Manish Desai Mr. Alpesh V Doshi Mrs. Parul Gandhi Mr. Abhijeet Khandre

2. Aggregated Related Party Transactions

Sr.No	Name of the Party/Entity (with Relationship)	Nature of Transaction	Transactions from 01.04.2022 to 31.03.2023	Transactions from 01.04.2021 to 31.03.2022	
A	Key Managerial Personnel				
	1	Mr.Ketan. H. Mehta	Remuneration	136.50	117.00
			Rent	19.62	12.41
			Interest on Unsecured Lo	5.18	15.16
			Reimbursement	3.93	4.90
	2	Mrs. Sarika Bhise	Remuneration	19.50	13.00
			Reimbursement	1.46	0.41
					-
	3	Mrs. Monika Sharma	Salary	-	0.35
	3	Ms. Shridha Gupta	Salary	2.00	-
			Reimbursement	0.04	-
					-
4	Riddhi Vora	Salary	0.08	2.58	
B	Relatives of Key Managerial Personnel				
	1	Mrs. Chhaya Mehta	Salary	26.00	26.00
			Rent	13.68	12.36
	2	Mrs. Parul Gandhi	Sale of Assets	16.53	-
3	Mr Abhijeet Khandre	Sale of Assets	0.45	-	
C	Enterprise in which Relatives of KMP are partners				
	1	Shiv Shakti Enterprises	Sales	-	-
			Purchases	2,496.03	2,550.05
	2	Chhaya Info-Tech Private Limited	Loan Received	-	-
Loan Received Repayed			-	-	
Interest on Unsecured Lo			-	-	

3. Balance outstanding:

Sr.No	Name of the Party/Entity (with Relationship)	For the year ended, 31st March 2023	For the year ended, 31st March 2022
A	Balance in Liabilities		
	Mr.Ketan Mehta	12.69	136.48
	Mrs. Sarika Bhise	1.20	0.87
	Mrs. Chhaya K Mehta	1.50	2.46
	Ms. Monika Sharma	0.00	-
	Mrs. Shridha Gupta	0.19	-
	Shiv Shakti Enterprises	896.68	413.00
	Chhaya Info-Tech Private Limited (Unsecured Loan)	0.00	-
B	Balance in Assets		
	Mr. Ketan Mehta (Rent Deposits)	12.00	10.00
	Mr. Chhaya Mehta (Rent Deposits)	8.63	10.00

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36) Earnings Per Share

Particulars	March 31,2023	March 31,2022
Profit after tax attributable to equity shareholders	472.77	639.96
Weighted average number of equity shares for basic EPS (No. in Millions)	126.60	126.60
Earnings per Share (Basic/Diluted)	3.73	5.05

37) Capital Management

For the purposes of the Company's Capital Management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The company does not have gearing as its cash and reserves are substantial to cover up borrowings.

a) Risk Management

The aim of capital structure management is to maintain the financial flexibility needed to further develop the

The company monitors capital on the basis of the following ratios:

1) Equity ratio - Total equity divided by Total assets

Particulars	As at March 31, 2023	As at March 31, 2022
Total Equity	2,993.05	2,557.36
Total Assets	4,344.76	3,634.11
Equity Ratio	68.89%	70.37%

2) Debt equity ratio - Total debt divided by Total equity

Total debt = Long term borrowings + Short term borrowings + Current maturities of long term debts

Particulars	As at March 31, 2023	As at March 31, 2022
Total Debt	339.42	409.89
Total Equity	2,993	2,557
Equity Ratio	11.34%	16.03%

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38. Disclosure Pursuant To Indian Accounting Standard (Ind As) 116, Leases

The Company has adopted Ind AS 116 "Leases" effective 1st April 2019, as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standards), Amendment Rules, 2019, using the modified retrospective method. Under this simplified Approach, the Company recognized equal amount of right of use asset and lease liability on the transition date, adjusted by the amount of prepayments pertaining to such leases, carried in the Balance Sheet on such transition date.

Company as Lessee

A. Right of use Assets

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(i) Right to use Assets		
Opening	79.97	5.25
Add: Addition	2.04	97.53
Less: Depreciation	32.74	22.81
Closing	49.26	79.97
Total	49.26	79.97
(ii) Lease Liabilities		
Opening	82.96	-
Add: Lease Liability	-	97.53
Add: Interest Cost	5.56	3.67
Less: Lease Rent	33.30	18.24
Closing	55.22	82.96
Total	55.22	82.96

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(i) Depreciation and amortisation expense	32.74	22.81
(ii) Interest Expenses (included in finance cost)	5.56	3.67
(iii) Expenses relating to lease payments*	33.30	18.24

* Expenses relating to lease payments has been accounted for applying paragraph 6 of Ind AS 116- Leases and accordingly recognised as expense in the statement of profit and loss.

38.1 The impact on the statement of profit and loss for the year ended 31st March, 2022 is as below:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Rent is lower by	-15.06	-76.79
Depreciation is lower by	-9.94	-2.91
Finance cost is lower by	-1.90	-15.85

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Notes to Standalone Ind AS Financial Statements for the year ended March 31, 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Note: 39 Income Tax Reconciliation

(a) Tax Expense recognised in Statement of profit and Loss comprises

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Current income tax:		
Current income tax charge	169.37	219.10
Deferred tax:		
Relating to origination and reversal of temporary differences	-2.70	-1.58
Income tax expense reported in the statement of profit or loss	166.67	217.51

(b) Deferred tax related to items recognised in OCI during in the year:

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Net loss/(gain) on remeasurements of defined benefit plans	-0.30	-0.41
Income tax charged to OCI	-0.30	-0.41

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Accounting profit before income tax	639.44	857.78
Tax on accounting profit at statutory income tax 25.17% (March 31, 2022: 25.17%)	160.95	215.90
Expenses that are not deductible in determining taxable profit	0.18	1.15
Change/ Credit in respect of earlier years		
Others	5.54	0.46
Tax expense reported in the statement of profit or loss	166.67	217.51
Effective Tax Rate	26.06%	25.36%

(d) Components of Deferred tax assets/ (Liabilities) recognised in Balance sheet and Statement of profit and loss

Particulars	Balance sheet		Statement of Profit and Loss	
	As at March 31, 2023	As at March 31, 2022	As at March 31,2023	As at March 31,2022
Difference between Book depreciation and tax depreciation	6.89	(7.70)	(0.81)	0.93
Deferred Tax Asset on Gratuity	-6.07	5.58	(0.50)	(0.26)
Deferred Tax Liability on ROU IndAS 116	12.40	(20.13)	(7.73)	(18.67)
Deferred Tax Asset (Lease Liability as per IndAS 116)	-14.24	20.88	6.64	19.17
Other Difference		-	(0.30)	0.41
Deferred Tax Income / (Expense)	-	-	(2.70)	1.58
Net Deferred Tax Asset/ (Liabilities)	(1.03)	(1.38)		

(e) Reconciliation of deferred tax liabilities (net):

Particulars	March 31,2023	March 31,2022
Opening balance as at 1st April	1.38	2.55
Tax (Income)/ Expense during the period recognised in		-
(i) Statement of Profit and loss in profit and loss	-2.70	-1.58
(ii) Statement of Other Comprehensive Income	-0.30	-0.41
(ii) Statement of Other equity		
Closing balance as at 31st March	-1.03	1.38

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Notes to Standalone Ind AS Financial Statements for the year ended March 31, 2023

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Note- 40 Disclosure In Pursuant To Ind As 19 Defined Benefit Employee

Assets and Liability (Balance Sheet Position)

Particulars	As on March 31,2023	As on March 31,2022
Present Value of Obligation	22.15	20.97
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	1.98	1.19
Effects of Asset Ceiling, if any	-	-
Net (Asset) / Liability	24.13	22.15

Particulars	For the period ending March 31,2023	For the period ending March 31,2022
In Income Statement	3.18	2.81
In Other Comprehensive Income	(1.20)	(1.63)
Total Expenses Recognized during the period	1.98	1.19

Graphical Representation of Liability and Expenses

Particulars	For the period ending March 31,2023	For the period ending March 31,2022
Present Value of Obligation as at the beginning	22.15	20.97
Current Service Cost	1.66	1.45
Interest Expense or Cost	1.52	1.36
Re-measurement (or Actuarial) (gain) / loss arising from:	-	-
- change in demographic assumptions	-	(0.03)
- change in financial assumptions	(0.63)	(0.39)
- experience variance (i.e. Actual experience vs assumptions)	(0.56)	(1.21)
- others	-	-
Past Service Cost	-	-
Effect of change in foreign exchange rates	-	-
Benefits Paid	-	-
Acquisition Adjustment	-	-
Effect of business combinations or disposals	-	-
Present Value of Obligation as at the end	24.13	22.15

Particulars	For the period ending March 31,2023	For the period ending March 31,2022
Current Service Cost	3.18	2.81
Past Service Cost	-	-
Loss / (Gain) on settlement	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	(1.20)	(1.63)
Expenses Recognised in the Income Statement	1.98	1.19

Particulars	For the period ending March 31,2023	For the period ending March 31,2022
Actuarial (gains) / losses		
- change in demographic assumptions	-	(0.03)
- change in financial assumptions	(0.63)	(0.39)
- experience variance (i.e. Actual experience vs assumptions)	(0.56)	(1.21)
- others		
Return on plan assets, excluding amount recognised in net interest expense	-	-
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognised in other comprehensive income	1.20	1.63

Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on March 31,2023	As on March 31,2022
Government of India securities	-	-
State Government securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Special Deposit Scheme	-	-
Funds managed by Insurer	100%	100%
Bank balance	-	-
Other Investments	-	-
Total	100%	100%

Actuarial Assumptions

We have used actuarial assumptions selected by the Company. The Company has been advised that the assumptions selected should be unbiased and mutually compatible and should reflect the Company's best estimate of the variables of the future. The Company has also been advised to consider the

(i) Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on March 31,2023	As on March 31,2022
Discount rate (per annum)	6.84%	6.49%
Salary growth rate (per annum)	5.00%	5.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

(ii) Demographic Assumptions

The principal demographic assumptions used in the valuation are shown in the table below:

Particulars	As on March 31,2023	As on March 31,2022
Mortality rate (% of IALM 06-08)	100%	100%
Normal retirement age	60 Years	60 Years
Attrition / Withdrawal rates, based on age: (per annum)		
Upto 30 years	10.00%	10.00%
31-44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%

(iii) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, 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 period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	March 31,2023	March 31,2022
Defined Benefit Obligation (Base)	24.13	22.15

Particulars	March 31,2023		March 31,2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%) (% change compared to base due to sensitivity)	1.18	1.07	1.16	1.05
Salary Growth Rate (- / + 1%) (% change compared to base due to sensitivity)	0.50	0.52	0.44	0.49
Attrition Rate (- / + 1%of attrition rates) (% change compared to base due to sensitivity)	0.32	0.30	0.29	0.27

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Notes to Standalone Ind AS Financial Statements for the year ended March 31, 2023

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Note 41: Contingent Liability

There are no contingent liabilities as on 31st March 2023

Note 42: Material Regroupings

Appropriate Regroupings have been made in the Restated Financial Information of Assets and Liabilities, Statement of Profit and Loss and Statement of Cashflow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in in line with the accounting policies and classification as per the special purpose Restated financial information of the Company for the period ended 31st March 2023 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Note- 43 Ratios

Additional Regulatory Requirement

Sr No	Particulars	Formulae	M23	M22	Explanation	Change	%change
1	Debt equity ratio(In Times)	$\frac{\text{Total borrowings}}{\text{Total equity}}$	0.11	0.16	Due to Increase in Volume of Business Operations , Company has availed additional Working Capital Limit resulting in higher Debt Equity Ratio.	-0.05	-29.25%
2	Current Ratio(In Times)	$\frac{\text{Current Assets}}{\text{Current liabilities}}$	2.90	3.30	NA	-0.40	-12.10%
3	Debt Service Coverage Ratio(In Times)	$\frac{\text{Earning Before Interest \& Tax}}{\text{Debt Service}}$	14.19	30.32	The debt service ratio has decreased due to decrease in Net profit in Current year	-16.12	-53.18%
4	Return on Equity Ratio(In Times)	$\frac{\text{Net income}}{\text{Shareholder's equity.}}$	0.32	0.50	Decrease in Return on Equity Ratio is Led by Decrease in Operating Margin.	-0.18	-36.88%

5	Inventory turnover Ratio(In Times)	$\frac{\text{Cost Of Goods Sold}}{\text{Average Inventory}}$	8.32	6.32	Inventory Turnover Ratio has Increased due to Increase in raw material prices.	2.00	31.59%
6	Trade Receivable turnover ratio(In Times)	$\frac{\text{Net Credit Sales}}{\text{Average Accounts Receivable}}$	8.21	13.37	Due to reduction in Turnover.	-5.16	-38.61%
7	Trade payables turnover ratio (In Times)	$\frac{\text{Net Credit Purchase}}{\text{Average Accounts Payable}}$	0.49	2.49	The Company has bargained on faster payment terms.	-1.99	-80.11%
8	Net Capital turnover ratio(In Times)	$\frac{\text{Net annual sales}}{\text{Working capital}}$	9.42	10.54	NA	-1.12	-10.65%
9	Net Profit ratio(In Percentage)	$\frac{\text{Net Profit}}{\text{Revenue from Operations}}$	2.17	2.92	NA	-0.75	-25.65%

Note 44-NOTES ON ACCOUNTS

1	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.
2	The Company do not have any transactions with companies struck off.
3	The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
4	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
5	The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall 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 to or on behalf of the Ultimate Beneficiaries.
6	The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
i)	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
ii)	provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
7	The Company have no 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 assements under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
8	The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017