

Corp. Office
392, 'E' Shahupuri,
Post Box No. 201,
Kolhapur 416 001, India

Works
Plot No. C 18,
Five Star MIDC, Kagal,
Kolhapur 416 216 India.

T 0231 2658375
W www.synergygreenind.com
L27100PN2010PLC137493



July 28, 2024

To,
The BSE Limited,
Corporate Relationship Department,
1st Floor New Trading Building,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

To,
Corporate Communications,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip Code : 541929

Security ID : SGIL

Subject : Submission of Annual Report for the F.Y.2023-24 of Synergy Green Industries Limited.

Dear Sir/Madam,

In accordance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the Financial Year 2023-24 including the Notice convening the 14th Annual General Meeting, being sent to the members through electronic mode. The Annual Report including Notice is also uploaded on the Company's Website www.synergygreenind.com.

This is for your information and records

Yours Faithfully,
For Synergy Green Industries Limited

Nilesh Mohan
Mankar
Digitally signed by Nilesh Mohan
Mankar
Date: 2024.07.28 12:22:01 +05'30'

Nilesh M. Mankar
Company Secretary and Compliance Officer
Memb.No.: ACS39928



Encl.: As above.



14th
ANNUAL REPORT
2023-24

SYNERGY GREEN INDUSTRIES LIMITED

(CIN : L27100PN2010PLC137493)

14TH ANNUAL REPORT FOR THE F.Y. 2023-2024

BOARD OF DIRECTORS (As on 22-05-2024)

Mr. Sachin R. Shirgaokar	Chairman & Managing Director
Mr. Shishir S. Shirgaokar	Non-Executive Director
Mr. Chandan S. Shirgaokar	Non-Executive Director
Mr. Sohan S. Shirgaokar	Joint Managing Director
Mr. V. S. Reddy	Executive Director
Mrs. Prabha P. Kulkarni	Independent Woman Director
Mr. Dattaram P. Kamat	Independent Director
Dr. M. R. Desai	Independent Director
Mr. Meyyappan Shanmugam	Independent Director
Mr. Subhash G. Kutte	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Suhas B. Kulkarni	Chief Financial Officer
Mr. Nilesh M. Mankar	Company Secretary

AUDITORS

M/s. DAB & Associates,
Chartered Accountants,
C. S. No. 221, B-1, E Ward, Rajhans Apartment,
2nd Floor, Flat No. S-6, Tarabai Park, Kolhapur - 416 003.
Phone - (0231) - 2659546

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Registered Office:

392, E Ward, Assembly Road, Shahupuri,
Kolhapur-416001, Maharashtra.
Tel. No.:0231 2658375
Web.: www.synergygreenind.com

Factory Office

C-18, Five Star MIDC, Kagal,
Tal. Hatkanangle, Kolhapur-416216.
Tel. No.:0231 2305311, 2305312
Email : info@synergygreenind.com

Registrar & Transfer Agent

Link Intime India Pvt. Ltd.
Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil
Road, Pune - 411 001 Phone: +91 20 26160084
Email:- pune@linkintime.co.in

Bankers

Saraswat Co-operative Bank Limited
IndusInd Bank Limited

14th Annual General Meeting

**Tuesday, The 20th Day of August, 2024 At 11.00 a.m. At Registered Office of
The Company At 392, E Ward, Assembly Road, Shahpuri, Kolhapur-416001
through Video Conferencing or other Audio Visual Means.**

Chairman's Letter

Dear Share Holders,

I am pleased to update you that during the financial year 2023-24, your company has recorded a net sale of Rs.328.13 Crores as against Rs.290.42 Crores in the previous year and achieved a growth of 12.98%. During the year Vestas revenue grown by 4% and combined revenues of GE & Servion by 148%. However, wind business remains flat for the year because of 55% drop in Siemens Gamesa revenue due to slowdown in their execution. This year's growth is contributed by Gear Box & Non wind segments.

During the year, absolute PBDIT stands at Rs 41.10 Crores as against Rs 26.76 Crores in last year and achieved a decent growth of 53.58%. Profit after tax has gone up from Rs 0.87 Crores to Rs 11.56 Crores. PBDIT margins have increased from 9.22% to 12.53%. Significant improvement in profitability is supported by stable raw material prices and increase in revenues.

I am pleased to update you that, on 8th June 2023 new 15 MT melting furnace is commissioned and this will help us in increasing the liquid metal capacity, optimize power consumption for large castings and facilitate in developing 5 MW parts as well. As part of our carbon neutral goal and optimize the power costs, we have commissioned pilot 2 MW solar project in March 2024.

Industry Overview & Future Prospects:

- a. During the year 2023 global wind installations have gone up by 50% from 78 GW to 117 GW. With various policy initiatives from government and institutions, India's installations have also gone up by 62.5% from 2 GW to 3.25 GW and highest during last 6 years.
- b. Wind industry is likely to perform extremely well in upcoming years with COP28 adaptation to triple the renewables by 2030 and GWEC forecasts 9.4% CAGR growth for next 5 years. Domestic industry is projected to do even better with continued policy support and country's goal to attain carbon neutral by 2070. India's is likely to cross 10 GW annual production in couple years.
- c. Considering improvement in demand forecasts, it is being planned to complete the brownfield expansion from 30,000 TPA to 45,000 TPA. It is being initiated to establish 10,000 MT of In-House machining facility to meet increased production capacity. As part of our carbon neutral goal, renewable capacity is being enhanced from 2 MW to 10 MW. All these initiatives will enable us to achieve revenue growth and margin expansion for the upcoming years.
- d. Considering the present order book and forecasts, around 20% revenue growth is projected for the year FY 2024-25 and export revenue share is estimated to grow from 11.5% to 25%. Assuming reasonably stable raw material and revenue growth, PBDIT margins are estimated to expand by 150 to 200 bps from the present levels of 12.5%

I am highly thankful to our Board for their valuable guidance and our management team & all employees for their continued effort towards the vision and bringing excellent growth to organisation. I take this opportunity to thank our bankers, Bank of Baroda, IndusInd Bank and Saraswat Cooperative Bank for their continued support in achieving our goals. I also acknowledge the support extended by Central & State governments and express our sincere thanks to them. I would like to express our appreciation to our suppliers and customers for their continued support. I would also like to thank our esteem shareholders for their support.

With Warm Regards

Sachin Rajendra Shirgaokar
Chairman & Managing Director

NOTICE

Notice is hereby given that the Fourteenth (14th) Annual General Meeting of the Members of the Company will be held on Tuesday, August 20, 2024 at 392, E Ward, Shahupuri, Kolhapur-416001, at 11.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Board's Report and the Auditors' Report thereon.
2. To appoint a director in place of Mr. Chandan S. Shirgaokar (DIN:00208200), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare a dividend to 10% Cumulative Redeemable Preference shareholders for last five Financial Years i.e. from F.Y.2019-20 to F.Y.2023-24.

SPECIAL BUSINESS:

4. To consider and approve the re-appointment of Mr. Shishir S. Shirgaokar (DIN:00166189) as Non-Executive Director attaining age of more than 75 years.

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

"RESOLVED THAT pursuant to provisions of the Companies Act 2013 read with rules made there under including any statutory modifications or re-enactment thereof and Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for continuation of Mr. Shishir S. Shirgaokar (DIN:00166189) who has attained the age of 75 years as a Non-Executive Director of the Company, for further period of three years with effect from May 25, 2024 to May 24, 2027.

"RESOLVED FURTHER THAT, the Board of Director and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such act, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and approve the continuation of Mr. Dattaram P. Kamat (DIN:02081844) as an Independent Director under Regulation 17(1A) of SEBI (LODR) Regulations 2015 who has attained age of 75 years.

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

"RESOLVED THAT in accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act 2013 and Rules framed thereunder, consent of the Members be and are hereby accorded to continue the appointment of Mr. Dattaram P. Kamat (DIN:02081844) as an Independent Director of the Company who has attained the age of 75 years, till his current tenure of appointment, that is till February 22, 2028.

"RESOLVED FURTHER THAT Mr. Sachin R. Shirgaokar (DIN:00254442), Chairman & Managing Director or Mr. Sohan S. Shirgaokar (DIN:00217631), Joint Managing Director or Mr. Nilesh M. Mankar, Company Secretary be and are hereby severally authorized to give effect to this resolution and to do all such acts deeds and things as may be necessary."

6. To consider and if thought fit, pass the following resolution as an Ordinary Resolution with or without any modification:

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force and pursuant to the recommendation of Audit Committee and the resolution passed in the meeting of Board of Directors held on May 22, 2024 the members of the Company hereby ratify and confirm the remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) as audit fees plus applicable taxes and out of pocket expenses (if any) at actual, for the financial year ending March 31, 2025 payable to M/s. Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No. 00425) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2024-25."

7. To consider and if thought fit, pass the following resolution as an Ordinary Resolution with or without any modification:

“RESOLVED THAT pursuant to the provisions of Section 73(2) read with the Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and within the overall borrowing limits approved by the members the Company be and is hereby authorised to accept / renew unsecured deposits from its members not exceeding the limits, as prescribed, of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31st March 2024.”

“RESOLVED FURTHER THAT Mr. Sachin R. Shirgaokar (DIN: 00254442) Chairman & Managing Director or Mr. Sohan S. Shirgaokar (DIN: 00217631), Joint Managing Director of the Company be and are hereby authorized, to do and execute such other forms, E-forms, letters, documents, acts and things as may be necessary, desirable or expedient for the purpose of giving effect to any of foregoing resolutions.”

**By Order of the Board
For Synergy Green Industries Limited**

**Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442**

Date: May 22, 2024

Place: Kolhapur

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 members.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.synergysgreenind.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Saturday, August 17, 2024 at 9:00 A.M. and ends on Monday, August 19, 2024 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. August 14, 2024, 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 August 14, 2024.

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.	- 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.com 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" 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 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 jayesh@prajottungarecs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.: 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.com

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 nmm@synergysgreenind.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 nmm@synergysgreenind.com. If you are an Individual shareholder 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.com 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 EGM/AGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the EGM/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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at nmm@synergysgreenind.com on or before August 12, 2024. The same will be replied by the company suitably.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No.4:

Mr. Shishir S. Shirgaokar (DIN. 00166189) has vast experience of working in Sugar Industry and played a key role in carrying out the development in The Ugar Sugar Industries Limited. He is also associated with various social and cultural organizations. Presently he is Chairman of The Ugar Sugar Works Ltd.

Mr. Shishir S. Shirgaokar (DIN. 00166189) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Since he has already attained the age of 75 years, Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 requires approval of General body through special resolution for his continuation.

In the opinion of the Board of Directors of the Company, considering his seniority and to reap the benefits of his rich and varied experience, approval of the shareholders is sought for continuation of Mr. Shishir S. Shirgaokar as a Non-Executive Director for a period of 3 years from May 25, 2024 to May 24, 2027 and liable to retire by rotation.

Other than Mr. Shishir S. Shirgaokar and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, except to the extend of their shareholding, in the proposed special resolution as set out in Resolution No.4 of this Notice.

Item No.5:

Mr. Dattaram Pandurang Kamat, Independent Director was initially appointed on the Board of the Company on 20th February 2018 in compliance with Section 149 of the Companies Act 2013, and his appointment as an Independent Director of the Company was for a term of 5 years w.e.f. 23rd February 2018 to 22nd February 2023 and the said appointment was approved in the Extra-Ordinary General Meeting held on February 23, 2018. Further he was re-appointed for second term of five (5) years with effect from February 23, 2023 upto February 22, 2028 in the Board meeting held on 14th February 2023 and approved by the members on 25th March 2023 through Postal Ballot.

Mr. Dattaram Pandurang Kamat is a Chairman of Nomination & Remuneration Committee and member of Audit Committee and Stakeholder Relationship Committee.

In terms of Regulation 17 (1A) of SEBI (LODR) Regulations 2015, no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Nomination & Remuneration Committee and the Board of Directors at their meeting held on 22nd May 2024 are of the opinion that the continued valuable contribution of Mr. Dattaram Pandurang Kamat and his expertise would serve a good purpose for the Company. He holds a degree of Bachelor of Engineering in Mechanical branch from Karnataka University, Dharwar. He has wide experience of 48 years and having expertise in metal fabrication and manufacturing of all types of industrial fans and air pollution control equipment's. He is running his own business of manufacturing of Industrial Fans and Air pollution control equipment's under the name "Airochem Engineering Company".

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

Other than Mr. Dattaram Pandurang Kamat, none of the directors, Key Managerial Personnel of the Company and their respective relatives, are concerned or interested in the above resolution, financially or otherwise.

The Board commends the above mentioned resolution as set out in Item No.5 as a special resolution for your approval.

Item No.6:

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules 2014, M/s Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No.00425) are proposed to be re-appointed as Cost Auditor of the Company for the Financial Year 2024-25. The Board has already approved their re-appointment as Cost Auditor in their meeting held on May 22, 2024. The Board has fixed their remuneration as Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) for the financial year 2024-25.

As per provisions of section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration determined by the Board of Directors as per recommendations of the Audit Committee, shall be ratified/approved by the shareholders. Accordingly, resolution proposing approval of remuneration to the Cost Auditors for F.Y.2024-25 is mentioned in the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no.6 of the Notice.

The Board recommends the ordinary resolution set out at Item no.6 to the Notice for approval of Members.

Item No.7:

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from members. The Board of Directors, in their meeting held on May 22, 2024, has approved the acceptance / renewal of unsecured deposits from members of the Company subject to your approval. The purpose for accepting / renewing unsecured deposits from the Members is to expand the Project of the Company and augment long term working capital needs of the Company.

Directors, being members of the Company, are interested or concerned in the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No.7 of the Notice for approval by the Members.

**By Order of the Board
For Synergy Green Industries Limited**

**Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442**

Date: May 22, 2024

Place: Kolhapur

Board's Report

To,
The Members,

Synergy Green Industries Limited.

Your Directors' have pleasure in presenting before you the 14th Annual Report of the Company along with audited financial statement for the year ended March 31, 2024.

1. Financial Results

The following are the financial results of the Company for the year ended March 31, 2024:

Particulars	(₹ In Lakhs)	
	For the Year ended on March 31, 2024	For the Year ended on March 31, 2023
Total Revenue	32,812.70	29,041.65
Profit Before Depreciation, Interest & Tax	4109.98	2676.11
Depreciation & Amortization	1209.48	1198.95
Finance Cost	1334.94	1407.87
Profit Before Tax / (Loss) & Exceptional items	1565.56	69.29
Provision for Tax, (including deferred tax adjustment, short provision for tax) / MAT Credit entitlement	409.32	(17.45)
Profit after Tax / Net Profit / (Loss)	1156.24	86.74
Other Comprehensive Income	1.89	8.12
Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)	1158.13	94.86
Earnings Per Share (EPS)	8.18	0.61

2. State of Affairs

- a) For the financial year 2023-24, your company has recorded a total income of Rs. 32,812.70 Lakhs as against Rs.29,041.65 Lakhs in the previous year and recorded marginal growth of 12.98%.
- b) During the year, export revenues are Rs.3713.33 Lakhs as against Rs.2933.39 Lakhs during previous year. There is an increase in export sales by 26.59%.
- c) During the year, absolute PBDIT stands at Rs. 4,109.99 Lakhs as against Rs.2,676.11 Lakhs last year and achieved a growth of 53.55%.
- d) During the year, achieved a significant improvement in Profit after Tax of Rs 1156.24 Lakhs as against Rs 86.74 Lakhs during previous year.

3. Industry Update & Future Outlook

Wind industry is in a pivotal moment with COP28 adoption of a target to triple renewable energy by 2030 and to accelerate the energy transition. Industry needs to accelerate wind energy installations from 117 GW in 2023 to at 320 GW of annual installations by 2030. So far, industry growth is powered by key markets like China, the EU, the US, India and Brazil. Other major economies also set up ambitious targets – particularly those with strong offshore resources – such as Japan, South Korea, Australia, Vietnam, the Philippines and Kenya.

With India's vision to become a 'Developed Nation by 2047'. India has introduced several strategic initiatives, such as: "Self-reliant India" through "Make-in India"; targeting 500 GW of renewable energy capacity by 2030, including 140 GW of wind; reaching net zero by 2070; and a 'National Green Hydrogen Mission', among others. While thermal power continues to dominate the power generation mix, India is expected to more than double its onshore wind and solar PV capacity by 2028 and achieve its milestone of 50% non-fossil fuel generation before 2030.

Onshore wind is recovering from a growth slowdown Globally, India ranks fourth in total wind installations, with 46 GW of installed onshore wind as of March 2024. It is the second largest wind market in the Asia Pacific region after China. In 2023, due to a range of policy and institutional interventions by central and state governments, over 3.25 GW onshore wind

capacity was commissioned – the highest annual installation level since 2017. GWEC expects continued recovery and has revised its onshore wind outlook for 2024-2028 to 22.8 GW. As per the National Electricity Plan of the central government for the period ending 2032, India's installed wind capacity is estimated to amount to around 73 GW in 2026-27 and 122 GW in 2031-32.

On-Shore Wind market:

The Ministry of New and Renewable Energy (MNRE) has outlined a wind-specific renewable purchase obligation (RPO) trajectory to 2030, with an annual target of an 8 GW onshore wind tender every year between 2023 and 2030 based on a single-stage two-envelope bid system.

The plan is to harness the massive wind energy potential of eight windy states: Andhra Pradesh, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, Tamil Nadu and Telangana. To support the development of power evacuation and transmission infrastructure, the Central Electricity Authority (CEA) has published its transmission planning report for the integration of renewable energy, including 58 GW of wind energy – of which 10 GW is offshore Tamil Nadu and Gujarat – to the Inter-State- Transmission-System (ISTS) by 2030.

Off-Shore Wind market:

In 2022, the MNRE published a strategy paper outlining a tender trajectory of 37GW of offshore wind by 2030. Together with the Danish Energy Agency, it also published a conceptual plan with a pipeline of 15 offshore wind projects. The Government of India has approved a viability gap funding (VGF) scheme worth Rs 7,453 crore (\$890 million) to promote offshore wind energy projects. This scheme marks a crucial step towards harnessing the immense potential of offshore wind energy in India.

4. Economic Environment

The Indian economic outlook for the year 2024-25 is optimistic with several factors contributing to growth and development. India is expected to continue its growth momentum in 2024-25, with GDP projected to expand at a healthy rate. The government's focus on infrastructure development, digital transformation, and manufacturing sectors is likely to drive growth.

Inflation is expected to remain relatively stable, supported by prudent monetary policy measures and adequate supply management. However, global commodity price fluctuations could pose some inflationary pressures. The government's fiscal policies are expected to strike a balance between promoting growth and maintaining fiscal discipline. The central bank is likely to continue its accommodative monetary policy stance to support economic recovery.

India's trade and investment environment is anticipated to improve, driven by increasing globalization and trade partnerships. Strengthening diplomatic relations with key trading partners is expected to open up new avenues for economic growth. Continued emphasis on structural reforms, such as labor reforms, ease of doing business measures, and privatization initiatives, is expected to enhance India's competitiveness and attract investments.

Despite the positive outlook, risks such as geopolitical tensions, global economic uncertainties, and environmental challenges remain. Mitigating these risks will be crucial for sustaining economic growth.

Overall, the Indian economy is poised to show resilience and bounce back from the economic challenges faced in recent years. Strategic policy interventions, investment in key sectors, and a favorable global environment are expected to shape India's economic trajectory in 2024-25.

5. Quality and Certification

The Company's focus is on quality of the products manufactured through fulfilling the requirements as per international standards and customer satisfactions. Company manned by highly qualified team and is equipped with state-of-the-art testing facilities at its Plant.

The Company is certified for Quality Management System (QMS) according to ISO: 9001:2015 for Quality, ISO 14001- 2015 for Environmental management & ISO 45001-2018 for Occupational Health & Safety standards. Company has also got ISO 27001 certification for Information Security Management Systems and ISO 50001 certification for Energy Management Systems.

6. Dividend

The Company's overall performance during the Financial Year under review was outstanding. Based on the performance, the Board of Directors have proposed and recommended a dividend of Rs.10/- (Rupees Ten only) per Preference Shares of Rs.100/- (Rupees Hundred only) each on 10% Cumulative Redeemable Preference Shares accumulated for last 5 financial years (i.e. from the F.Y.2019-20 to F.Y.2023-24) amounting to Rs.535.50 lakhs. Dividend is subject to approval of members at the ensuing Annual General Meeting.

7. Details of Subsidiaries, Joint Venture (JV) or Associate Companies (AC)

The Company does not have any Subsidiary, Associate and Joint Venture Company.

8. Amounts proposed to be carried to any Reserves

The Company has not transferred any amount to the reserves during the Financial Year ended on 31st March, 2024.

9. Change in Capital Structure of the Company

During the year under consideration, there was no change in the Issued and Subscribed Capital Structure of the Company. Further, during the year under report the Company has not made buyback of shares or has not issued Bonus Shares, Sweat Equity Shares, Equity with differential voting rights and Employee stock option.

10. Change in nature of business, if any

During the Financial Year 2023-24 there was no change in the nature of business of the Company.

11. Material changes and commitments if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

There were no material changes affecting the financial position of the Company subsequent to the close of the Financial Year 2023-24 till the date of this Report.

12. Significant & material orders passed by the Regulators or Courts or Tribunals

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 operation.

13. Board of Directors and Key Managerial Personnel

The Board of the Company comprises an optimum combination of Executive, Non-Executive and Independent Directors.

I. Directors appointed / re-appointed during the year and date of Report

- a) Mr. Chandan S. Shirgaokar (DIN:00208200), Director, retired by rotation and was re-appointed in the Annual General Meeting held on August 09, 2023.
- b) The re-appointment of Mr. Meyyappan Shanmugam (DIN:00079844), Independent Director, was done under Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and other applicable provisions, if any, of SEBI (LODR) Regulations 2015 for second term by passing a special resolution on August 09, 2023 through Postal Ballot.

The Nomination & Remuneration Committee and the Board of Directors at their meeting held on May 26, 2023 were of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considered that his continued association as an Independent Director of the Company would be of immense beneficial to the Company and stakeholders. It was in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

- c) The re-appointment of Mr. Subhash Kutte (DIN:00233322), Independent Director, was done under Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and other applicable provisions, if any, of SEBI (LODR) Regulations 2015 for second term by passing a special resolution on December 28, 2023 through Postal Ballot.

The Nomination & Remuneration Committee and the Board of Directors at their meeting held on November 7, 2023 were of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association as an Independent Director of the Company would be of immense beneficial to the Company and stakeholders. It was in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

- d) Mr. Sachin R. Shirgaokar was re-appointed as Managing Director in the Board Meeting held on February 14, 2023 for a term of 3 years. His appointment was further confirmed by passing Special Resolution through Postal Ballot on October 5, 2023. Mr. Sachin Rajendra Shirgaokar, aged 57, serves as the Chairman & Managing Director and is a Promoter of our Company. He holds a Master of Business Administration degree from the USA and a Bachelor's degree in Mechanical Engineering from Karnataka University, Bijapur. Actively involved

in company management since its inception, he brings over 31 years of industry experience. Mr. Shirgaokar began his career as a Junior Consultant with Sanderson & Associates, New York. Since 1991, he has served as Managing Director at S.B. Reshellers Private Limited. He holds several leadership positions, including Vice Chairman of Youth Development Cooperative Bank Limited, Chairman of India Institute of Foundry Men, Chairman of Gokul Shirgaon Manufacturing Association, and Confederation of Indian Industry. He was initially appointed to the Board as an Additional Director on April 1, 2013, and subsequently confirmed as Managing Director on October 5, 2013. He was further re-appointed as Managing Director effective from April 1, 2023, for further period of three-years.

- e) Mr. Sohan S. Shirgaokar was re-appointed as Managing Director in the Board Meeting held on February 14, 2023 for a term of 3 years. His appointment was further confirmed by passing Special Resolution through Postal Ballot on October 5, 2023.

Mr. Sohan Sanjeev Shirgaokar, aged 40, serves as the Joint Managing Director and Promoter of our company. He holds a Master of Business Administration and a Bachelor of Commerce degree from Shivaji University, Kolhapur. Actively involved in company management since its inception, he brings over 18 years of industry experience. Mr. Shirgaokar joined S.B. Resellers Private Limited in 2005 and currently holds the position of Joint Managing Director. He is a Chairman of the Indo American Chamber of Commerce, Pune Chapter, and serves on the board of the Kolhapur Engineering Association, the oldest engineering association in Kolhapur. Additionally, he chairs the CII South Maharashtra Zone and serves as a Co-opted Director of the Shirolu Manufacturers Association of Kolhapur. He also holds the position of Vice President at the Deccan Sugar Technologist's Association, Pune, with expertise in legal and financial matters related to the Companies Act and Income Tax Act. Mr. Shirgaokar was initially appointed to the board as an Additional Director on April 1, 2013, and subsequently confirmed as Joint Managing Director on October 5, 2013. He was further reappointed as Joint Managing Director effective from April 1, 2023, for further period of three-years.

II. Directors resigned during the year and date of Report

No director resigned during the reporting year.

III. KMP's appointed / resigned during the year and date of Report

Mr. Suhas Kulkarni was re-appointed as CFO until the period ended on May 31, 2024, in the Board meeting held on May 26, 2023 and Mr. Pratik Dukande was appointed as CFO of the Company with effective from May 22, 2024.

In the Board meeting held on 14th February 2024, Mr. Sohan Sanjeev Shirgaokar has relinquished the position of Key Managerial Personnel (KMP) due to his pre occupation. Further, he will continue as a Joint Managing Director on the Board of the Company.

IV. The present Board of Directors and KMPs of the Company consists of:

Name of Director & KMP	Category & Designation
Mr. Sachin R. Shirgaokar	Chairman & Managing Director
Mr. Shishir S. Shirgaokar	Non-Executive Director
Mr. Chandan S. Shirgaokar	Non-Executive Director
Mr. Sohan S. Shirgaokar	Joint Managing Director
Mr. V. S. Reddy	Executive Director
Mrs. Prabha P. Kulkarni	Independent Woman Director
Mr. Dattaram P. Kamat	Independent Director
Dr. Mallappa. R. Desai	Independent Director
Mr. Meyyappan Shanmugam	Independent Director
Mr. Subhash G. Kutte	Independent Director
Mr. Pratik Dukande*	Chief Financial Officer
Mr. Nilesh M. Mankar	Company Secretary

* Mr. Suhas Kulkarni retired, and Pratik Dukande was appointed on May 22, 2024.

V. Directors proposed to be re-appointed at the ensuing Annual General Meeting

Mr. Chandan S. Shirgaokar (DIN: 00208200), Non-Executive Director, will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Upon the recommendation of the Nomination & Remuneration Committee, the Board approved the reappointment of Mr. Shishir S. Shirgaokar (DIN: 00166189) as a Non-Executive Director for a period of 3 years starting from May 22, 2024, in the Board meeting held on May 22, 2024, under Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as he has attained the age of more than 75 years.

Additionally, on the recommendation of the Nomination & Remuneration Committee, the Board approved the continuation of Mr. Dattaram P. Kamat (DIN: 02081844) as an Independent Director in the Board meeting held on May 22, 2024, considering he has attained the age of 75 years.

VI. Policy on Director's Appointment and Remuneration

The policy of the Company on Directors appointment and remuneration, including criteria for determining qualifications, positive attitudes, independence of the directors and other matters provided under section 178(3) of the Act and the listing regulations adopted by the Board is available on the web site of the Company and details of remuneration paid to the Directors are provided in **Annexure III**. We affirm that remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

14. Declaration from Independent Directors

During the year under review, all Independent Directors have given a declaration 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Number of Board Meetings held

Total 7 (seven) Board Meetings were held during the financial year 2023-24 on:

- | | |
|-----------------------|----------------------|
| 1. May 26, 2023 | 2. August 9, 2023 |
| 3. September 22, 2023 | 4. November 7, 2023 |
| 5. December 19, 2023 | 6. February 14, 2024 |
| 7. March 14, 2024 | |

The gap between any two consecutive Board Meetings did not exceed 120 days.

16. Particulars of Employees

The particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Sub-Rule (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as an **Annexure - III**.

17. Committees

The Company has constituted Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee. Further The details of constitution of these committees are furnished below:

Audit Committee:

Name of Director	Nature of Directorship
Mr. Subhash G. Kutte	Independent Director (Chairman)
Mrs. Prabha P. Kulkarni	Independent Director
Mr. Dattaram P. Kamat	Independent Director
Dr. Mallappa R. Desai	Independent Director
Mr. Chandan S. Shirgaokar	Non-Executive Director

Nomination and Remuneration Committee:

Name of Director	Nature of Directorship
Mr. Dattaram P. Kamat	Independent Director (Chairman)
Mrs. Prabha P. Kulkarni	Independent Director
Mr. Subhash G. Kutte	Independent Director

Stakeholders Relationship Committee:

Name of Director	Nature of Directorship
Mrs. Prabha P. Kulkarni	Independent Director (Chairman)
Mr. Dattaram P. Kamat	Independent Director
Mr. Shishir S. Shirgaokar	Non-Executive Director

Additionally, during the financial year ended March 31, 2024, the Independent Directors held a separate meeting on February 14, 2024 in Compliance with requirement of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

18. Disclosure Under, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has duly Constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Based on Annual Report of said Committee and as per Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the disclosure details are as follows:

Constitution of Committee as on date of this report

a) Members of Committee:

Name	Role in Committee
Miss Divya Patil	Presiding Officer & Engineer – Technology
Miss Shreya Shirgaokar	Management Executive
Mr. M. Ganeshan	Member & Jt. General Manager – Mfg.
Mrs. Rima Patil	Member & Jr. Officer – HR & Admin
Miss Yogita Yedurkar	Member & Engineer – QA
Miss Sushama Jadhav	Member & Engineer – GET Technology
Miss Amruta Sankpal	Member & Engineer – GET Technology
Mr. Sandip Jangam	Member & Asst. Manager – HR
Dr. Kalindi Ranbhare	External Member - NGO

b) Report of Committee:

Particulars	Details
Number of complaints received during the year	Nil
Number of complaints disposed off during the year	NA
Number of cases pending for more than ninety days	NA
Number of workshops or awareness program carried out against sexual harassment during the year	Nil
Action taken by the Company	NA

19. Vigil Mechanism / Whistle Blower

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

20. Development and Implementation of Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business set-up for the Company. As a part of the Risk Management Policy, the relevant parameters for the protection of the environment, safety of operations and health of people at work are monitored regularly. However, the Company doesn't fall under the applicability of the formation of the Risk Management Committee under regulation 21 of SEBI (LODR) Regulations 2015.

The Board does not foresee any risk which might threaten the existence of the Company.

21. Deposits

During the financial year 2023-24, the Company accepted deposits from its members and others totaling Rs. 294.00 lakhs and repaid Rs. 629.57 lakhs, which are covered and exempted under the provisions of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014. As of now, deposits amounting to Rs. 692.50 lakhs are yet to mature.

Following are the disclosures relating to Deposits accepted:

Particulars	Amount Rs. In lakhs
Details of deposits accepted during the year	294.00
Deposits remaining unpaid or unclaimed as at the end of the year	NIL
Deposits yet to be matured	692.50
Default in repayment of deposits or payment of interest thereon during the year, and if so, the number of such cases and the total amount involved: at the beginning of the year; maximum during the year; at the end of the year.	NIL
Details of deposits which are not in compliance with the requirements of the Act.	NIL

Credit Rating

As per the provisions of Section 73 of the Companies Act, 2013, a credit rating for both, outstanding deposits and proposed deposits was obtained from Crisil Ratings on June 02, 2023. The agency assigned a rating of "BBB-/Stable" (pronounced as CRISIL Triple B minus with Stable outlook) for the deposits.

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

A] Conservation of Energy: Following initiatives were taken to reduce energy consumption.

- Installation of New 15 MT melting furnace helped in reducing the power consumption by 100 Units/MT for large castings with combined heats.
- All major energy consuming equipment's are installed VFD drives, connected with smart meters to track energy consumption and integrated with optimization software to optimize the power consumption.
- In order to have structured improvement of energy consumption, company has gone through the certification for ISO 50001 on Energy Management Systems.
- All above initiatives helped in reducing the energy consumption by 6% during last year.
- Brownfield expansion of foundry capacity from 30,000 TPA to 45000 TPA is estimated to reduce the energy consumption by another 5%

- f. As part of the sustainability and to optimize energy costs, 2 MW solar plant installed during last year and it is being planned to add another 8 MW during FY 2024-25. This will set off up to 14,000 MT of annual production and reduce energy costs up to 30%.

B] Technology Absorption: Following technological updates are being done to enhance the manufacturing efficiency;

- a. Presently size of the wind casting is going up to 30 MT because of increase in turbine sizes from 2 MW to 5 MW. In order to simulate the casting at faster pace, MAGMA software is updated from Ver 5.4 to 6.0 and enhanced from single core to four cores. This is expected to improve the quality of results analysis and reduction in simulation time by 35%.
- b. Company has successfully developed Solution strengthened ductile iron grade (SSDI) and brought the products in to serial production. It is being targeted to develop the Main Shaft parts with permanent die moulds in this special grade and same will give technological edge along with additional business to organization.
Thermal reclamation plant is being installed for recycling the sand. This will reduce new sand consumption by 80% from of 0.50 Kg/Kg to 0.10 Kg/Kg of casting production. This will help in preserving the natural resources like sand and also reduce the manufacturing costs.

C] Foreign Exchange Earnings & Outgo:

- a. By enlarge all the input material is procured from local suppliers.
- b. There is continuous effort in minimizing the imports and reduce the consumption of import material.
- c. During the year, the total foreign exchange outgo is Rs.1315.67 lakhs and the total foreign exchange earned was equivalent to Rs.3713.33 lakhs.

23. Corporate Social Responsibility (CSR)

During the year under consideration, reporting under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 was not applicable.

24. Auditors

i) Statutory Auditors

In the Annual General Meeting held on September 28, 2021, M/s DAB & Associates, Chartered Accountants, having FRN101119W, were appointed as Statutory Auditors of the Company for a period of five years, to hold office until the conclusion of the Annual General Meeting in the year 2027. With the notification of the amendment to Section 139 by the Companies (Amendment) Act, 2017, the provision for ratification of the appointment of Auditors at every Annual General Meeting of the Company has been omitted. Therefore, it is hereby informed to the members that ratification of the appointment of Statutory Auditors will not be required.

ii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Prajot Tungare & Associates, Company Secretaries, Pune to conduct the Secretarial Audit for the financial year 2024-25.

The Report of the Secretarial Audit for the Financial Year 2023-24 is annexed herewith as an **Annexure II** to this Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Secretarial Auditors in their report.

iii) Cost Auditors

Pursuant to provisions of section 148 of Companies Act 2013, M/s. Adawadkar Chougule & Associates, Cost Accountants (Firm Registration No.00425) have been re-appointed for conducting audit of cost records maintained by the Company for the products, applicable as per Companies (Cost Records and Audit) Amendment Rules, 2014 for F.Y. 2024-25. The Audit Committee of the Company has also recommended the appointment of M/s. Adawadkar Chougule & Associates, Cost Accountants, as Cost Auditor of the Company. Their remuneration is subject to approval by the Members.

Maintenance of Cost Records:

Company is duly maintaining cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

iv) Internal Auditor

The Board has appointed Mr. Vijay Mhakave, Asst. Manager - Accounts of the Company, as an Internal Auditor of the Company pursuant to the provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013.

25. Explanation or Comments of Statutory Auditors and Secretarial Auditor

The Notes on financial statements referred to in the Auditors report are self-explanatory and do not call for any further comments. The Statutory Auditors Report and Secretarial Audit Report do not contain any qualification, reservation or adverse remarks.

26. Directors Responsibility Statement

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Directors state:

That in the preparation of the Annual Accounts for the year ended March 31, 2024, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;

That 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 the period;

They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

That the annual financial statements have been prepared on a going concern basis;

That they have laid down internal financial controls to be followed by the Company and that such internal financials controls are adequate and are operating effectively.

That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. Annual Return

The Annual Return of the Company as on 31st March 2024, in the prescribed Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 and Rules made thereunder as amended from time to time, is available on the website of the Company and can be accessed at: https://synergysgreenind.com/wp-content/uploads/2024/07/SGIL-Form-MGT-7_FY-2023-24.pdf

28. Particulars of Loans, Guarantees and Investments

The Company has not given any loan or guarantee or security. The details of investment made by company under Section 186 of the Companies Act, 2013 are disclosed in Note no.2 (Financial Assets: Investments).

29. Particulars of Related Party Transactions

All transactions entered into with Related Parties as defined under Section 2(76) of the Companies Act, 2013 during the financial year were in the ordinary course of business and at an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

The Company has formulated a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. The Company has also taken omnibus approval from Audit Committee held on May 22, 2024 for the F.Y. 2024-25.

The particulars of related party transactions in prescribed Form AOC-2 are attached as **Annexure I**.

30. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Regulations, the Board has carried out performance evaluation of its own performance and that of its committees and individual Directors.

31. Familiarization Program:

The Company consistently conducts orientation sessions and provides business overviews to its Directors through detailed presentations by various business and functional heads during Board meetings and other interactive programs. These sessions include briefings on both domestic and global aspects of the Company's operations. Directors are also regularly updated on the Company's new projects, expansion plans, changes in regulatory frameworks, and strategic directions.

Additionally, the Board members receive relevant documents, reports, and internal policies to help them become familiar with the Company's procedures and practices on an ongoing basis.

Details of the familiarization programs specifically designed for Independent Directors are published on the Company's website and can be accessed at: [Familiarization Programmes] https://synergygreenind.com/wp-content/uploads/2024/04/Familiarization-programme-of-Synergy-Green-Industries-Limited_March-31-2024.pdf

32. Disclosures by Directors:

The Board of Directors have submitted a notice of interest in Form MBP 1 under Section 184(1) as well as intimation by Directors in Form DIR 8 under Section 164(2) and declaration as to compliance with the Code of Conduct of the Company.

33. Code of Conduct for Prohibition of Insider Trading:

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prevention of insider trading, as approved by the Board from time to time, is in force. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price-sensitive information, and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees, connected persons and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees, connected persons and other employees from trading in the shares of the Company at the time when there is unpublished price sensitive information.

The Policy is available on the website of the Company at: <https://synergygreenind.com/investors-relations/>

34. Code of Conduct for Independent Directors:

The Board has also laid down a Code of Conduct for Independent Directors pursuant to Section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and has been uploaded on the website of the Company at following web link: <https://synergygreenind.com/wp-content/uploads/2024/01/Code-Of-Business-Conduct-Ethics-for-Director-Senior-Management-Executives.pdf>

35. Finance and Accounts:

Financial Statement has been prepared in accordance with accounting standards as issued by the Institute of Chartered Accountants of India and as specified in Section 133 of the Companies Act, 2013 and the relevant rules thereof and in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. IND AS is applicable to the Company. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's financial position.

36. Fraud Reporting:

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-Section (12) of Section 143 of the Companies Act, 2013 during the financial year.

37. Non-Disqualification of Directors:

All the Directors of the Company are non- disqualified and certificate for the same from the Practicing Company Secretary in annexed as **Annexure-A** forming a part of Corporate Governance Report.

38. Business Responsibility Statement:

Your Company does not fall under Top 1000 listed entities as per Market Capitalization. Hence, the Business Responsibility Report for the financial year, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not enclosed to this Annual Report.

39. Corporate Governance

The Company has been following good Corporate Governance since its inception. The shares of the Company are listed on BSE Ltd. and National Stock Exchange of India Ltd. We are regularly and timely complying with the requirements as per the Listing Agreements. The Company has paid annual listing fees for the Financial Year 2024-25. As required by SEBI Guidelines, a Corporate Governance Report, including the Auditor's Certificate on Corporate Governance is annexed as **Annexure V**.

40. Management Discussion and Analysis Report

Management Discussion & Analysis Report for the year under review as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure IV** hereto and forms part of this Report.

41. Internal Control Systems and their adequacy

The Company has an Internal Control Framework, which is commensurate with the size, scale and complexity of its operations. This framework ensures adequate safeguards and process to address the evolving business requirements. The Company has in place adequate internal financial controls with reference to financial statements. The Company adopted Internal Audit Programme specifying mission, scope of work, independence, accountability, responsibility and authority of the said Internal Audit. The Company has also appointed Mr. Vijay Bhakave, Asst. Manager-Accounts as internal auditor of the Company for conducting Internal Audit.

In order to ensure that all these systems are working smoothly and with no errors or malfunctions, the Company has an Internal Audit System, which covers various functional areas within the Company as per the audit program drawn up in consultation with the audit committee on an annual basis.

Strengthening of controls is a continuous and evolving process in the Company. The management undertakes preventive and corrective actions, which are then horizontally deployed across the organization. During the year, such controls were put to test and no reportable material weaknesses were observed, either in framing the controls or their implementation.

In addition, the Company has an Audit Committee, which oversees the various aspects of the financial and other controls, including annual operating plans, quarterly reporting of performance, annual accounting etc.

42. Company's Policy on Directors', Key Managerial Personnel's and Senior Management Personnel Appointment and Remuneration

The Company has adopted Nomination and Remuneration Policy based on recommendations of Nomination and Remuneration Committee of the Company, for selection and appointment of Directors, Key Managerial Personnels, Senior Management and fixing their remuneration. Disclosures of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, is provided as "**Annexure III**". The Policy is placed on the Company's website and can be accessed at: <https://synergysgreenind.com/investors-relations/>

43. Compliances with respect to applicable Secretarial Standards

The Company has ensured compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

44. Insolvency and Bankruptcy Code Update:

No application has been made / No proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

45. Valuation for one time settlement with Bank and Financial Institution:

The Company has not made any valuation for one-time settlement with banks and financial Institution. Hence, there is no reason for elaboration on the said aspect.

46. Acknowledgements

Your directors would like to place on record their appreciation for the support to the Company received from the Employees at all levels. Our growth was made possible by their hard work, solidarity, co-operation and support. We would also like to thank our Bankers, Associates and all other clients and well-wishers.

**FOR AND ON BEHALF OF THE BOARD OF
SYNERGY GREEN INDUSTRIES LIMITED**

Place: Kolhapur
Date: May 22, 2024

SACHIN R. SHIRGAOKAR
CHAIRMAN & MANAGING DIRECTOR
DIN : 00254442

SOHAN S. SHIRGAOKAR
JOINT MANAGING DIRECTOR
DIN : 00217631

ANNEXURE - I
Form No. AOC-2

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

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

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

Sl.	Particulars	1	2	3.
1	Name(s) of the related party	S. B. Reshellers Pvt. Ltd.	The Ugar Sugar Works Ltd.	Tara Tiles Pvt. Ltd.
2	Nature of relationship	Company with common Directorship	Director's holding >2%	Company with common Directorship
3	Nature of Contracts / arrangements/ transactions	Purchase of castings, obtaining services such as machining, repairs to moulds, manufacturing of moulds, payment of rents, sale of scrap & shot blasting service given and Purchase of Sugar, mfg. of interlocking paving blocks, Design tiles and cement base products.		
4	Duration of the contracts/ arrangements/transactions	01.04.2023 to 31.03.2024		
5	Salient terms of the contracts or arrangements or transactions including the value	1. Purchase of Other items Rs. 250.71 Lakhs 2. Labour Charges received Rs.0.24 Lakhs 3. Purchase of Fixed Asset Rs. 129.34 Lakhs 4. Office Rent Paid Rs.3.00 Lakhs 5. Sale of Scrap Rs.0.42 Lakhs 6. Labour Charges paid Rs. 3.80 Lakhs	Purchase of other items Rs.1.37 Lakhs	Purchase of fixed Assets Rs. 4.27 Lakhs
6	Justification for entering into such contracts or arrangement or transactions	Transactions are done on the basis of comparison of quotations received from similar parties in the market and earlier performance of the party, quality of supply and service. Also, recommendations by our technical team have been considered. All the transactions are done at the fair market value and are at arm's length basis.		
7	Date(s) of approval by the Board	Omnibus Approval for all related party transaction has been obtained in Audit Committee Meeting as well as Board Meeting held on May 26, 2023.		
8	Amount paid as advances, if any	Nil		

For Synergy Green Industries Limited

Sachin R. Shirgaokar
Chairman & Managing Director
DIN : 00254442

Sohan S. Shirgaokar
Joint Managing Director
DIN : 00217631

ANNEXURE - II

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

SYNERGY GREEN INDUSTRIES LIMITED

CIN: L27100PN2010PLC137493

392 E Ward Shahupuri, Kolhapur Maharashtra 416001

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

Management is responsible for the preparation and filing of all the forms, returns and documents for the compliances under the Companies Act, 2013, rules there under and compliances of all the laws and regulations listed hereinafter and to ensure that they are free from material non-compliance, whether due to fraud or error.

Secretarial Audit for the Company is conducted as a process of verification of records and documents on sample basis to check secretarial compliances with the provisions of laws, rules and procedures. The procedure for Secretarial Audit is selected on the Secretarial Auditor's judgment of material facts of the documents submitted. Our responsibility is to express an opinion on the secretarial compliances of the aforesaid laws done by the Company on the basis of our audit. We have conducted the audit solely on the basis of secretarial compliances and filing done by the Company, under the below mentioned laws.

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 make our report on the basis of our opinion during the audit conducted covering the financial year ended on 31st March 2024, on various secretarial compliances with statutory provisions listed hereunder and on Board processes and compliance mechanism 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 2024, 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;
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;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) ~~The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable to the Company during the audit period];~~
 - (d) ~~The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable to the Company during the audit period];~~
 - (e) ~~The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the Company during the audit period];~~

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- ~~(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable to the Company during the audit period];~~
- ~~(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the Company during the audit period]; and~~
- (i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015.
- (v) As per discussion with the officials of the Company, there are no Other Laws specifically applicable to the Company.

We have also examined secretarial compliances with the applicable clauses of the following:

- (i) Secretarial Standard 1 & 2 issued by the Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

We further report that:

1. Board of Directors of the Company is duly constituted with proper balance of Directors, Non-Executive Directors and Independent Directors, including Woman Director.
2. As per information and representation given, we also report that 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 for active participation at the meeting.
3. As per minutes of the meetings duly recorded and signed by the Chairman, no dissenting views have been recorded.

We further report that the compliance by the Company of applicable financial statements and laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of representation provided by the Officers, Company Secretary and Director of the Company, in my opinion adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines as mentioned above.

We further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

This Report is to be read with our letter of even date which is annexed as annexure and forms an integral part of this report.

For Prajot Tungare & Associates
Company Secretaries
(Firm Reg. No. P2001MH01020)
(PR No.: 993/2020)

CS Jayesh Parmar
Partner
FCS: 11745
CP No: 17776
PR No.: 993/2020
UDIN:F011745F000416435

Date: May 22, 2024
Place: Pune

ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY
COMPANY SECRETARY IN PRACTICE FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH 2024

To,

The Members,

SYNERGY GREEN INDUSTRIES LIMITED

CIN: L27100PN2010PLC137493

392 E Ward Shahupuri, Kolhapur Maharashtra 416001

Our Secretarial Audit 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 processes 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 Prajot Tungare & Associates
Company Secretaries
(Firm Reg. No. P2001MH01020)
(PR No.: 993/2020)

CS Jayesh Parmar
Partner
FCS: 11745
CP No: 17776
UDIN:F011745F000416435

Date: May 22, 2024

Place: Pune

ANNEXURE – III

Details of 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) Rules, 2014.

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	% Increase / Decrease in Remuneration in the Financial Year 2023-24	Ratio of Remuneration of each Director/ to median remuneration of employees	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
1)	Sachin R. Shirgaokar Chairman & Managing Director	89.32%	39.13	Average salary increase of non-managerial employees is 1.66%. Average salary has increased of managerial employees is 29.17%. <u>Reasons for increase in Managerial Remuneration:</u> Commission has been provided to CMD, JMD & ED for F.Y.2023-24 which was not provided in F.Y.2022-23.
2)	Sohan S. Shirgaokar Jt. Managing Director	45.51%	30.07	
3)	V. S. Reddy Whole Time Director	48.54%	28.89	
4)	Suhas B. Kulkarni Chief Financial Officer	14.87%	N.A.	
5)	Nilesh M. Mankar Company Secretary	16.36%	N.A.	

- ii. The median remuneration of employees of the Company during the financial year was Rs.4.30 Lakh.
- iii. In the financial year, there was an increase of 0.62% in the median remuneration of employees.
- iv. There were 203 permanent employees on the role of the Company as on March 31, 2024.
- v. It is hereby affirmed that the remuneration paid during Financial Year 2023-24 is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and financial statements are being sent to Members and others entitled thereto, excluding the information on employees' particulars which will be available for inspection in electronic mode up to the date of AGM.

During the financial year 2023-24, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For Synergy Green Industries Limited

Sachin R. Shirgaokar
Chairman & Managing Director
DIN : 00254442

Sohan S. Shirgaokar
Joint Managing Director
DIN : 00217631

ANNEXURE – IV

Management Discussion and Analysis

FORWARD LOOKING STATEMENT

The report contains forward-looking statements, identified by words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’ and so on. All statements that address expectations or projections about the future, but not limited to the Company’s strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company’s actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as maybe required by law.

Global Wind Industry Overview:

Wind industry is in a pivotal moment with COP28 adoption of a target to triple renewable energy by 2030 and to accelerate the energy transition. Among policymakers and international institutions, there is a clear understanding that the world must accelerate installations of readily available technologies – namely wind and solar PV to move to a cleaner, modern and more flexible energy system.

Industry needs to accelerate wind energy installations from 117 GW in 2023 to at 320 GW of annual installations by 2030. This tripling of annual wind installations would bring around 3 TW of cumulative wind energy capacity by the end of the decade. It took over 40 years to reach the 1 TW mark and next 2 TW worldwide wind installations are being aimed with in 7 years.

So far, industry growth is powered by key markets like China, the EU, the US, India and Brazil. Other major economies also set up ambitious targets – particularly those with strong offshore resources – such as Japan, South Korea, Australia, Vietnam, the Philippines and Kenya.

Indian Wind Industry:

With India’s vision to become a ‘Developed Nation by 2047’. India has introduced several strategic initiatives, such as: “Self-reliant India” through “Make-in India”; targeting 500 GW of renewable energy capacity by 2030, including 140 GW of wind; reaching net zero by 2070; and a ‘National Green Hydrogen Mission’, among others. While thermal power continues to dominate the power generation mix, India is expected to more than double its onshore wind and solar PV capacity by 2028 and achieve its milestone of 50% non-fossil fuel generation before 2030.

Onshore wind is recovering from a growth slowdown Globally, India ranks fourth in total wind installations, with 46 GW of installed onshore wind as of March 2024. It is the second largest wind market in the Asia Pacific region after China. In 2023, due to a range of policy and institutional interventions by central and state governments, over 3.25 GW onshore wind capacity was commissioned – the highest annual installation level since 2017. GWEC expects continued recovery and has revised its onshore wind outlook for 2024-2028 to 22.8 GW. As per the National Electricity Plan of the central government for the period ending 2032, India’s installed wind capacity is estimated to amount to around 73 GW in 2026-27 and 122 GW in 2031-32.

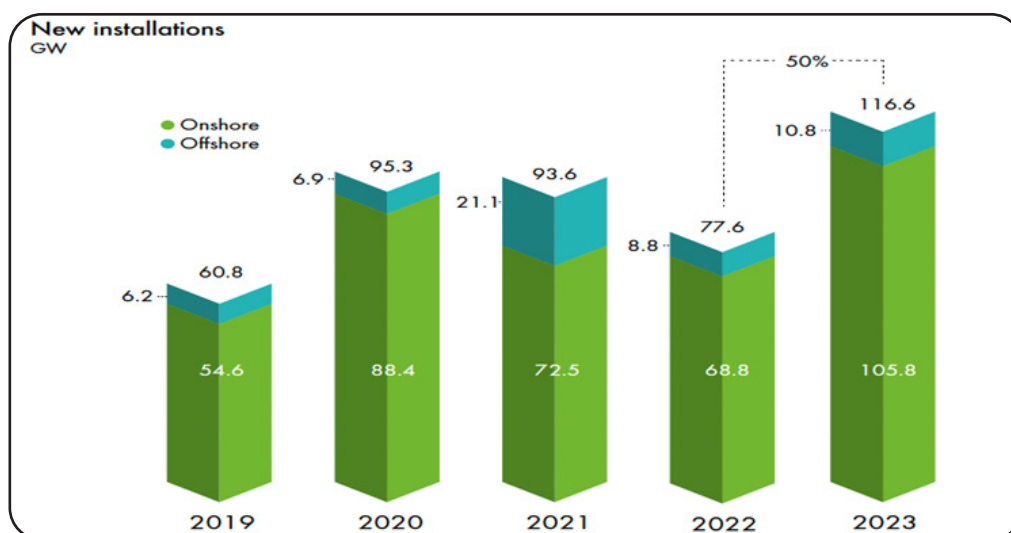
Recent wind and hybrid tenders affirm that there is a pipeline of more than 13 GW of wind projects in India, as of September 2023. To advance the attainment of targeted volumes of annual wind and renewable auctions, the central government has provisioned administration of auctions by public sector undertakings (PSUs) such as NHPC, NTPC, Indian Railways, SJVN and PTC. State utilities have announced standalone wind, RTC, FDRE and hybrid auctions totaling 21 GW of capacity in 2023.

The step-up in wind demand will accelerate onshore wind growth, with following policy initiatives

- a. 10 GW of annual onshore wind bids targeted from 2023-2027 through single stage/e-reverse auction bidding;
- b. Inter-State Transmission System (ISTS) charges waiver up to June 2025
- c. Wind specific renewable purchase obligations (RPOs) from 2023 to 2030
- d. Announced firm and dispatchable renewable power supply tenders, as an upgraded version of the round-the-clock tender for renewable and storage projects

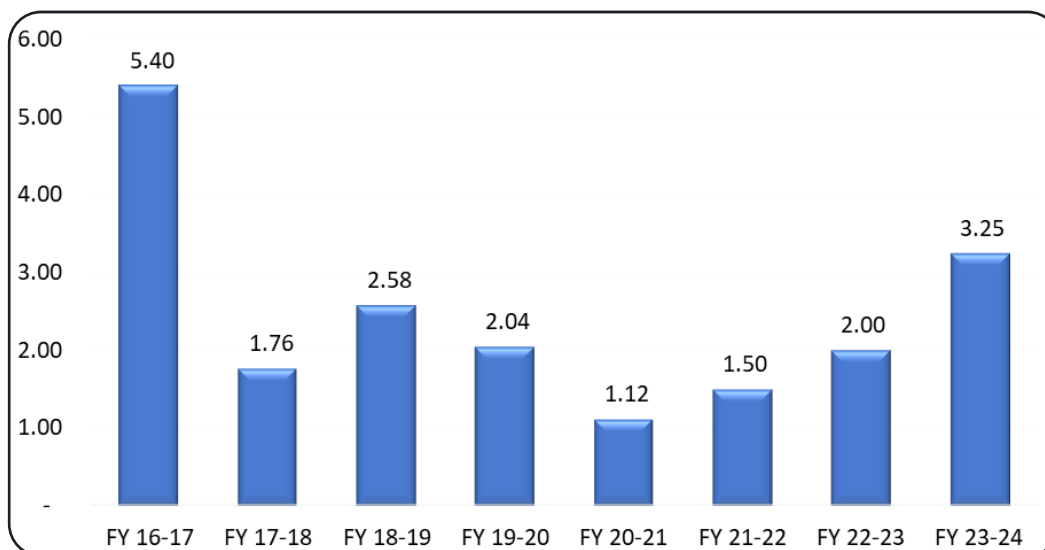
- e. Mandated minimum share of renewable energy consumption for the electricity distribution licensees (DISCOMs) and the ability for consumers to purchase green electricity
- f. Improvements in the timely disbursal of payments by DISCOMs
- g. Transmission planning to integrate 48 GW onshore wind capacity by 2030
- h. A revised 'National Repowering & Life Extension Policy for Wind Power Projects - 2023' to facilitate repowering of wind turbines.

The Government of India has approved a viability gap funding (VGF) scheme worth Rs 7,453 crore (\$890 million) to promote offshore wind energy projects. This scheme marks a crucial step towards harnessing the immense potential of offshore wind energy in India.



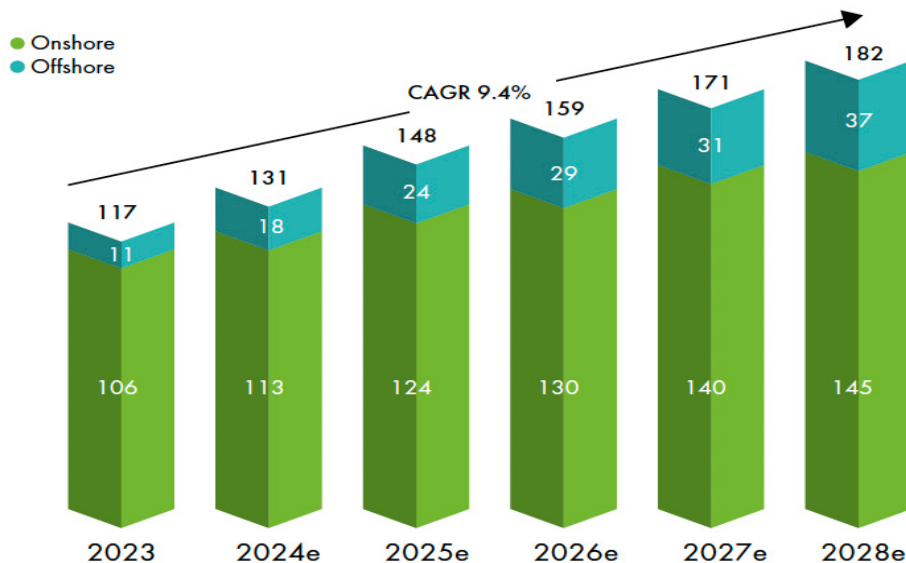
Global Wind Installations (GW)

Another excellent year for global wind industry with highest ever installations of 117 GW during 2023 and posted a decent 50% growth over the last year. Two thirds of these installations are from China. This year India also did well at 3.25 GW installations with a growth of 62.5% over the previous year and highest installation post 2016-17.



Indian Wind Installations (GW)

New installations outlook 2024–2028 (GW)



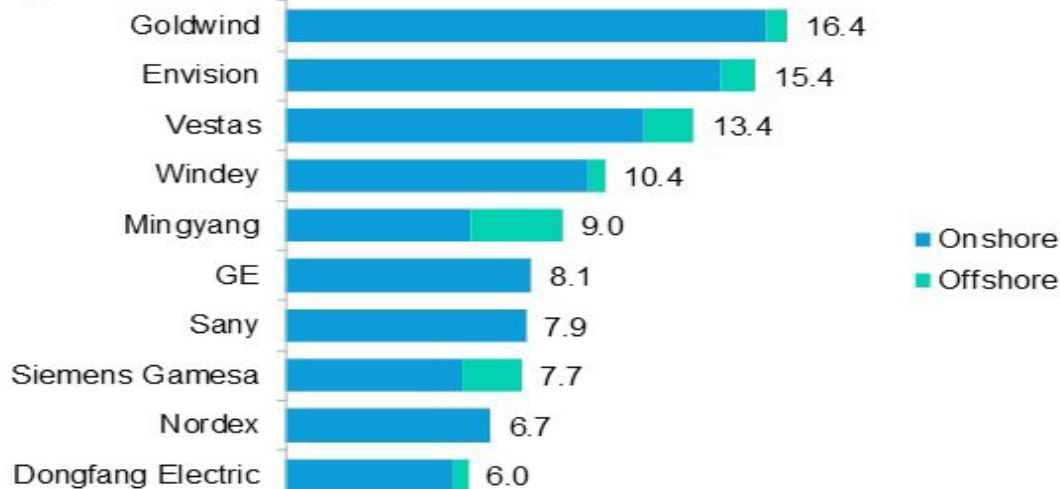
Wind Installations forecast by GWEC

As per GWEC forecasts wind installations growth momentum is projected to continue with 9.4% CAGR growth for next five years period. Indian installations are also likely to grow at faster pace with huge government initiatives in clearing the domestic hurdles along with improved competitiveness of turbines.

COMPANY & PERFORMANCE OVERVIEW:

Your Company mainly caters to the domestic & overseas requirements for wind turbine castings and established long term supply contracts with globally leading OEMs like Vestas, GE, Siemens Gamesa and Senvion. Other two leading OEM's operating in India like Nordex & Envision are also in the process of on boarding. All these OEMs demand includes domestic installations, Turbine assembly export and direct castings export.

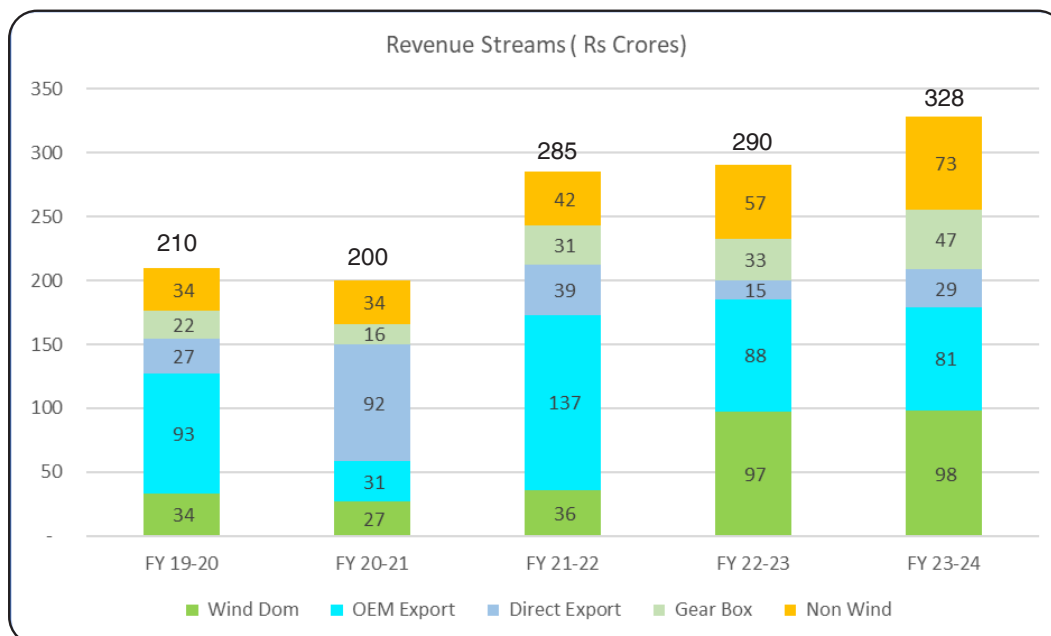
Gigawatts



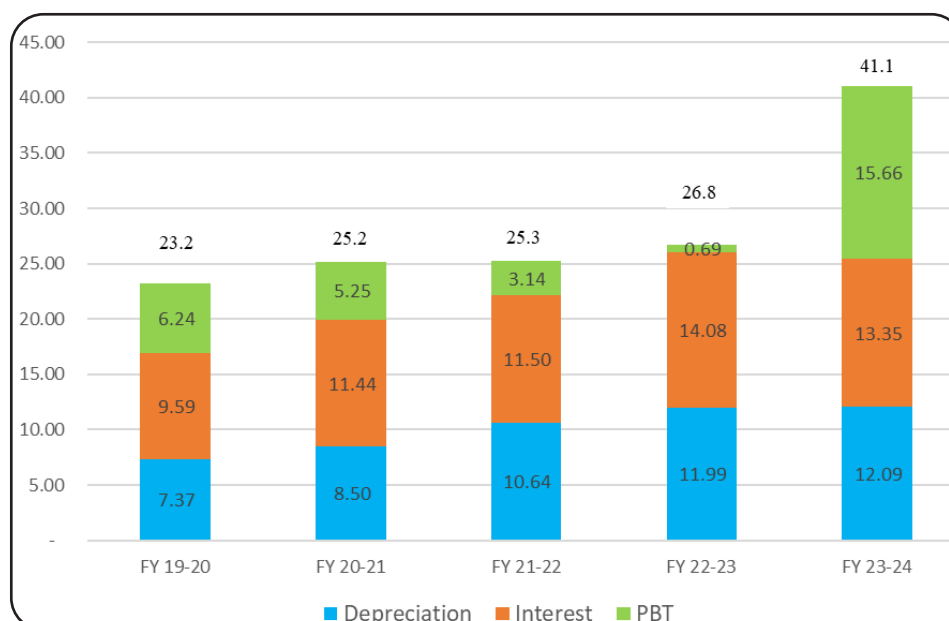
Top 10 Wind OEM's during 2023

Apart from wind OEMs, company established long-term contracts with leading wind gear box manufacturers like Flender Drives & ZF Wind. Company also caters to the non-wind customers like Terex in mining and Milacron for plastic injection castings.

In the financial year 2023-24, your Company recorded a net sale of Rs.328.13 Crores as against Rs.290.42 Crores in the previous year and thereby recorded an increase of 12.98% in the net sale. During the year Vestas revenue grown by 4% revenue and 148% growth in GE & Servion combined together. However, wind business remains flat for the year because of 55% drop in Siemens Gamesa revenue due to slowdown in their execution. This year's growth is contributed by Gear Box & Non wind segments.

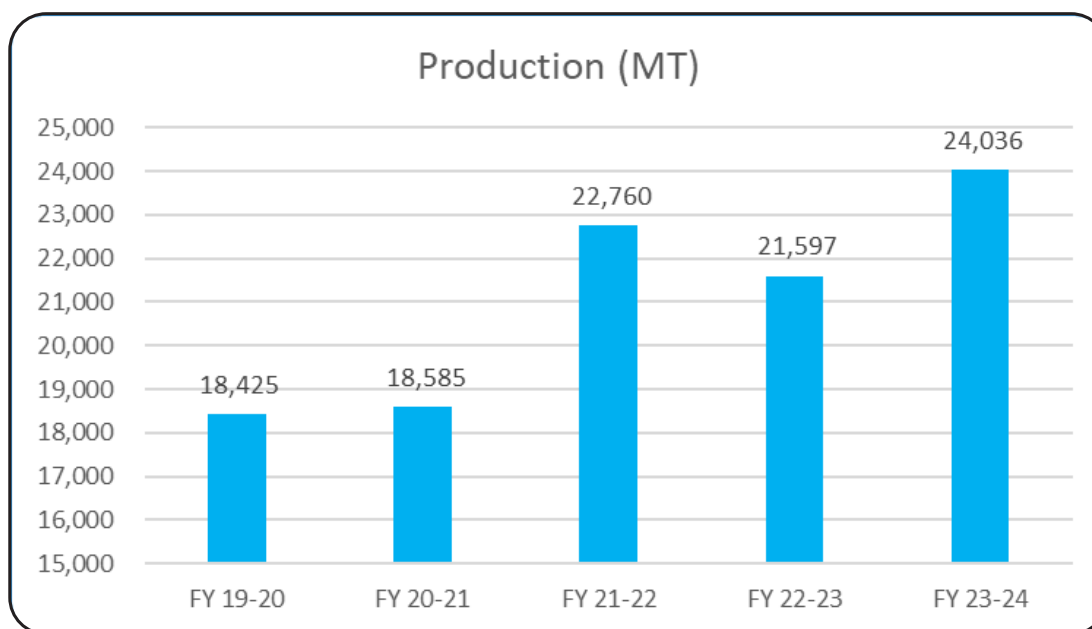


During the year, absolute PBDIT stands at Rs 41.10 Crores as against Rs 26.76 Crores previous year and achieved a decent growth of 53.58%. Supported by stable raw material and revenue growth, PBDIT margins have improved from 9.22% to 12.53%. PAT jumps by 13 folds from Rs 0.87 Crores to Rs 11.56 Crores.



CAPEX Planning:

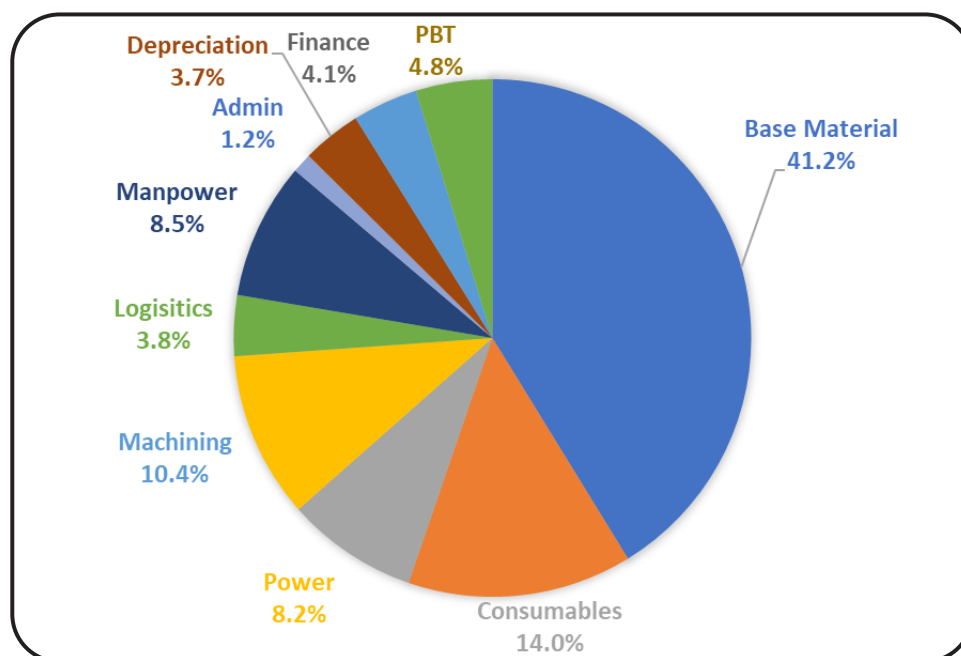
Foundry Capacity: Order book is expected to increase further in upcoming years with growth from existing customers and also addition of new customers like Nordex & Envision. Present 30,000 TPA foundry capacity is getting peaked with 80% utilization during FY 2023-24 and it is being planned to enhance the capacity up to 45,000 TPA with a brown filed expansion.



Machining Capacity: Presently entire machining activity is outsourced and 75% of our supplies are in machined condition. Present spend on machining is 10.4% of our revenues.

- i. Majority of our machining vendors are located at Chennai, considering the south based OEMs like Vestas & Siemens Gamesa.
- ii. During last few years business growth is happening with West/North based OEMs like Senvion, GE, Adani & Envision.
- iii. We are also expanding the foundry capacity and need for machining the larger size turbine up to 5 MW is increasing.
- iv. Local machining vendors are capable to handle up to 2 MW products.

This gives opportunity to establish in-house machining facility at Kolhapur to support increased business, optimize the logistic costs and also expand the margin. To start with 10,000 TPA machining facility is being planned to establish during FY 2024-25. These investments in machining are projected to contribute margin expansion to PBDIT up to 3%.



Captive Renewables: Presently we are connected with 8 MW of electricity. We are in the process of enhancing up to 12 MW for meeting the foundry expansion requirement.

- Present spend on electricity is 8.2% of revenue and costing Rs 10.50/Unit consumption. Solar investments are projected to contribute over Rs 6/Unit of electricity generation at PBDIT levels.
- Considering present guidelines, it is feasible to input up to 70% of consumption through captive renewables.
- These investments will offer accelerated depreciation benefit and also hedge against future inflation on electricity
- These investments will help in approaching towards carbon neutral goal and improve the sustainability.

Considering above benefits, initially 2 MW solar project commissioned during FY 2023-24 and showing good results. Another 8 MW is being planned to invest during FY 2024-25. This 10 MW of renewable installation is estimated to support up to 14,000 TPA of production. These investments in renewables is projected to contribute margin expansion at PBDIT levels up to 2%.

Performance Outlook for FY 2024-25:

For F.Y. 2024-25 executable order book is projected to be around Rs 400 Crores and estimated a revenue growth of over 20%. During the year export revenues are projected to increase over 100% from 11.5% to 25%. Being a brownfield foundry expansion, small amount of production interruption is anticipated. It is also being targeted to materialize partial capacity expansion during fourth quarter production.

Assuming reasonably stable raw material movement, increase in projected revenue growth along with increase in export business share, PBDIT margins are estimated to expand during the year FY 2024-25 by 150 to 200 bps.

OPPORTUNITIES AND THREATS:
a) Opportunities

- i. Indian wind market reverting to growth trajectory along with consistent global demand offers excellent growth opportunities.
- ii. As India being converted as manufacturing Hub by MNC OEMs offers global demand for the local casting manufacturers.
- iii. Trade wars/Global Sentiments favors Indian foundry demand from western buyers
- iv. Presently entire machining is outsourced and with investments in In-house facility offers margin expansion
- v. During last one year drastic reduction in renewable energy prices offers excellent return on investment and margin expansion opportunity.

b) Threats

- i. 80% of our business is coming from wind industry (company facilities are generic for any large castings and can be used for any other industries)
- ii. Volatile Commodity prices can impact profitability (Key commodities are hedged with customers on quarterly basis)

RISKS AND CONCERNS:

In accordance with the SEBI Listing Regulations, the Board of Directors of the Company is responsible for framing, implementing and monitoring the risk management plans of the Company. The Company does from time to time identify risks associated, assess its impact and take appropriate corrective steps to minimize the risks that may threaten the existence of the Company.

Annual risk assessment exercise is conducted in the line with the framework, existing risks, their mitigation plans are evaluated and new risks, if any, are identified. The Audit Committee has additional oversight over financial risks and controls. It also reviewed the mitigating factor and actions initiated by the management to minimize the impact.

Risk Mitigation

To mitigate various risks significant to its business, your Company took several strategic initiatives during the year, such as:

- To mitigate risk of limited customer base the Company has developed castings for new customers like Servion India Pvt. Ltd., GE India etc.
- To mitigate exchange fluctuation risk Company has availed Term Loan in Foreign Currency (FCTL) and also entered into currency swap arrangement which will ensure natural hedge against export.
- Focused efforts are taken to develop alternative sources for its critical raw material supplies i.e. Pig Iron and CRCA Scrap etc.

These initiatives have helped minimize the impact of uncertainties and helped the Company to achieve its planned business objectives during the year.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company works only in one segment i.e. manufacturing of SG & CI Castings.

IN ACCORDANCE WITH THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS 2018) (AMENDMENT) REGULATIONS, 2018, THE COMPANY IS REQUIRED TO GIVE DETAILS OF SIGNIFICANT CHANGES (CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS:

Sr. No.	Key Financial Ratios	2024	2023	Remark
1	Debtors Turnover	11.52	10.64	No material change
2	Inventory Turnover	5.46	4.68	No material change
3	Current Ratio	0.92	1.01	No material change
4	Debt Equity Ratio	1.71	2.38	Debts are reduced due to repayment. Shareholder equity is increase due to profits in F.Y.23-24.
5	Interest Coverage Ratio	3.20	1.06	Cashflow available to pay debts is increased due to higher profits in current year.
6	Operating Profit Margin (%)	9.11	5.10	Compare to last year, in F.Y.23-24 there is reduction in input prices and increase in Sales which leads to increase in Operating Profit, Net Profit and Net worth of the Company.
7	Net Profit Margin (%)	3.55	0.30	
8	Return on Net Worth (%)	24.76	2.47	

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes and recognizes that its employees are important resource in its growth and to give competitive advantage in the present business scenario. Ensuring business operations, employee safety and welfare became the foremost concerns for the Company.

During the year under review, the company ensured to keep the safety and the wellbeing of its employees as its topmost priorities. The Company has total 203 employees as on March 31, 2024. The company continued with its focus on an efficiently recruiting employees with the right talent and groom them to build a strong leadership pipeline. The diversity and inclusiveness in the workforce remained a strong fundamental to the company, in line with it the company continued to bring in more women employees.

The Company has well-thought out and employee-friendly HR policies which it has led to a positive working relationship with its employees. The Company has not had any work stoppages or cessations owing to labour disputes. The Company continues to lay great emphasis on Safety and Security. To ensure adherence to safety protocols, the company follows stringent procedures to safeguard and protect its workforce. The company also keeps prescribing policies and procedures while imparting training to its workforce. It has a system in place that promotes a positive work environment free of all forms of harassment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place a well-framed internal control system that authorizes, records, and reports transactions to safeguard assets and protect against loss from unauthorized use or disposition. The internal controls ensure the reliability of data and financial information to maintain accountability of assets. These internal controls are supplemented by extensive internal audits, management review, and documented policies, guidelines, and procedures.

DISCLOSURE OF ACCOUNTING TREATMENT

For the first time Indian Accounting Standard was applicable from the F.Y.2021-22 due to migration from BSE-SME Exchange to the Main Board of BSE & NSE. The Company has adopted and has followed all the treatments in the Financial Statements as per the prescribed Indian Accounting Standards.

Note:

For sake of brevity the items covered in Board's Report are not repeated in the Management Discussion and Analysis Report.

Cautionary Statement:

Certain Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectation or predictions may be forward looking statements within the meaning of applicable laws and regulations. It cannot be guaranteed that these assumptions and expectations are accurate or will be realized. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic markets, changes in the Government Regulations, tax laws and other statutes and incidental factors.

Annexure V Report on Corporate Governance

[Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. CORPORATE GOVERNANCE

1.1 Company's philosophy on Corporate Governance

At Synergy Green Industries Limited (SGIL), Corporate Governance has been an integral part of the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Corporate Governance, as an integral principle, is adhered by the Board of Directors and Management of your Company ensuring fairness, accountability, transparency in all dealings and functioning of the management and the Board. The Company strives for an enduring relationship with the stakeholders and protection of their interests.

The Company places great emphasis on values such as empowerment, integrity and safety of its employees and communities surrounding our plants, transparency in decision making process, fair and ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices, being followed since the inception, have contributed to the Company's sustained growth.

This report contains the details of implementation of the Corporate Governance by the Company which is in line with the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations').

1.2 Governance Structure

The Company's governance structure follows the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) **The Board of Directors** - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It ensures overall strategic supervision and control by setting up the goals and targets, policies, reporting mechanism and accountability and decision making process to be followed.
- (ii) **Committees of Directors** –The different Committees namely, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee are constituted to focus on financial reporting, audit and internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of CSR activities and the risk management framework.
- (iii) **Executive Management** – The entire business including the support services are managed with specifically defined responsibilities and authorities at different levels.

2. BOARD OF DIRECTORS

2.1 Composition

The Company has a very balanced and diverse Board of Directors, which comprises of experienced, competent and highly renowned persons from the fields of manufacturing, finance, taxation, economics, law, governance, etc. The Board of Directors provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board represents an optimal mix of professionalism, knowledge and experience and has been vested with requisite powers, authorities and duties. The Board plays an imperative role in the management, strategic directions and performance of the Company.

The Directors take active part at the Board and Committee Meetings by providing valuable guidance to the management on various aspects of business, policy direction, governance, compliance, etc. and plays critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Company.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31st March, 2024, the total Board strength comprised of the following:

Executive Directors	3
Non-Executive Non Independent Directors	2
Non-Executive Independent Directors	5
Total	10

The Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office as per their terms of appointment.

2.2 Meetings, agenda and proceedings etc. of the Board of Directors:

Meetings:

The Board generally meets 4 times during a financial year. Additional meetings are held when necessary. The Directors are also given an option of attending the Board meetings through video conferencing, whenever they request for the same. During the financial year under review, the Board of Directors duly met 7 (Seven) times on 26th May, 2023, 9th August, 2023, 22nd September, 2023, 7th November, 2023, 19th December 2023, 14th February, 2024 and 14th March, 2024. The previous Annual General Meeting ('AGM') of the Company was held on 9th August, 2023. The attendance record of the Directors at the Board Meetings and at last AGM is as under:-

Sr. No	Name of Director	Category	Attendance at meetings		As on 31 st March, 2024			List of Directorship held in other listed companies and category of Directorship	No. of Shares held by Non executive directors
					No. of Directorships in other Companies ¹	No. of Committee positions held in other Companies ²			
			Board	AGM		Membership	Chairmanship		
1	Mr. Sachin R. Shirgaokar	Chairman & Managing Director	7	Yes	3	2	-	The Ugar Sugar Works Ltd.-Non-Executive Director	740228
2	Mr. Shishir S. Shirgaokar	Non-Executive Non-Independent Director	6	Yes	7	-	-	The Ugar Sugar Works Ltd.-Chairman	185964
3.	Mr. Chandan S. Shirgaokar	Non-Executive Non-Independent Director	5	Yes	5	-	-	The Ugar Sugar Works Ltd.- Executive Director	7902
4.	Mr. Sohan S. Shirgaokar	Joint Managing Director	5	Yes	3	2	-	The Ugar Sugar Works Ltd.- Whole Time Director	120004
5.	Mr. V. S. Reddy	Executive Director	7	Yes	-	-	-	-	1465600
6.	Mrs. Prabha P. Kulkarni	Independent Director	5	Yes	3	-	-	KPT Indu. Ltd Executive Director	-
7.	Mr. Dattaram P. Kamat	Independent Director	7	Yes	1	-	-	-	2000
8.	Mr. Mallappa R. Desai	Independent Director	5	Yes	4	3	1	The Ugar Sugar Works Ltd.- Independent Director Sri Chamundeshwari Sugar Ltd.-Director	1000
9.	Mr. Meyyappan Shanmugam	Independent Director	1	Yes	5	-	-	-	-
10.	Mr. Subhash G. Kutte	Independent Director	4	Yes	5	7	3	Centrum Capital Ltd.- Independent Director Menon Pistons Ltd.- Independent Director	-

Notes:

1. The other directorships held by Directors as mentioned above do not include Alternate directorships and directorships in foreign companies and Section 8 companies.
2. Membership/Chairmanship of Board Committees include only in Audit Committee and Stakeholders' Relationship Committee as required under Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
3. None of the Independent Directors, serve as an Independent Director in more than 7 (Seven) listed companies nor is a member in more than 10 (Ten) committees or act as Chairman of more than 5 (Five) committees.
4. Except sitting fees, no other remuneration is paid to the Non-Executive Directors. Leave of absence is granted to the Directors absent for meetings.
5. Intern se Relationship between Directors:
Mr. Sohan S. Shirgaokar (JMD) is the brother of Mr. Chandan S. Shirgaokar (NED).
6. Non-Executive Directors holds equity shares in the Company as follows: (Shishir Suresh Shirgaokar holds 185964 number of Equity shares and Chandan Sanjeev Shirgaokar hold 7902 number of equity shares)

2.3 Skills/Expertise/Competence of the Board of Directors:

The Nomination and Remuneration Committee (NRC) recommends appointment of a person possessing requisite skill sets, to be appointed as a Director of the Company. Additionally, the NRC also recommends such appointment if the person possesses knowledge and in-depth experience of the business in which the Company operates or has experience in the areas of banking, finance, marketing and other related aspects of the Company's business. Only those persons who possess the relevant industry skill or having specialization in a relevant area are recommended for appointment as a Director of the Company.

Sr. No.	Name of Director	Skill, Expertise and Competence
1.	Mr. Sachin R. Shirgaokar	A Mechanical Engineering from the College of Engineering, Bijapur, Karnataka University. This was followed by a Masters Degree in Business Administration from the University of New Hampshire, USA in 1990. He has over 34 years of work experience. He has worked for R. E. Sanderson & Associates, New York as a Junior Consultant. He is currently Managing Director of S. B. Reshellers Pvt. Ltd., and Non-Executive Director of The Ugar Sugar Works Limited as and also with other group companies as a Director. He is presently the Chairman of the Company.
2.	Mr. Shishir S. Shirgaokar	He has a vast experience in the sugar industry. He has worked as Whole time Director of the Ugar Sugar Works Limited from 2005 to 2008, as an Executive Director from 2008 to 2010, as a Managing Director from 2010 to 2015, as an Executive Vice Chairman in 2015-16 and presently he continues as a Non-Executive Director & Chairman of the Ugar Sugar Works Limited.
3.	Mr. Chandan S. Shirgaokar	He has vast experience in the sugar industry from last 23 number of years, and he has also acquired technically processing proficiency related to manufacturing activities. He is currently Managing Director of the Ugar Sugar Works Ltd. He is representing All Indian Distillery Association as a President.
4.	Mr. Sohan S. Shirgaokar	A Commerce graduate from the Chintamanrao Commerce College, Sangli (Shivaji University Kolhapur), has completed his M.B.A in Finance & Marketing from the Institute of Management Development & Research Sangli, a unit of the Deccan Education Society, Pune. He is presently the Joint Managing Director of S. B. Reshellers Pvt. Ltd., and Whole Time Director of The Ugar Sugar Works Ltd w.e.f. 1 st Jan 2024. He is a Joint Managing Director of the Company.
5.	Mr. V. S. Reddy	He holds a degree of Master in Technology from NIFFT, Ranchi, and a Bachelor in Mechanical Engineering from SKD University Andhra Pradesh. He did Six Sigma Black Belt from GE Power System. He started his carrier in 1995. He has about 30 years of experience in the Industry He handled various responsibility as product development, operation management, green field foundry project design and execution. He also worked with various companies like Simplex Casting Limited, U.P Steels, Larsen & Toubro Limited. He is working as an Executive Director of the Company.

6.	Mrs. Prabha P. Kulkarni	She holds a degree of Bachelor of Engineering in Mechanical branch from Shivaji University. She has an overall experience of 57 years. She was Managing Director of Kulkarni Engg. Associates Limited. Presently she is working as President of Trimurti Engg. Tools Private Limited. She also an Executive Director with KPT Industries Limited. She has been continued as Independent Director for second term by passing special resolution through postal ballot on 23.03.2023.
7.	Mr. Dattaram P. Kamat	He holds a degree of Bachelor of Engineering in Mechanical branch from Karnatak University, Dharwar. He has an overall experience of 45 years. He is an Executive Director of Kolhapur Airochem Pvt. Ltd. He has been continued as Independent Director for second term by passing special resolution through postal ballot on 23.03.2023.
8.	Dr. M. R. Desai	He is a qualified doctor. He has rich experience in the working of sugar industry. He was a chairman of National Federation for Co-operative Sugar Industries. He has been continued as Independent Director for second term by passing special resolution through postal ballot on 23.03.2023.
9.	Mr. Meyyappan Shanmugam	He has overall experience of 36 years. He is Master of Engineering. He was originally appointed on the Board as Additional Non-Executive Independent Director w.e.f. May 26, 2023 and regularized as Non-Executive Independent Directors w.e.f. August 9, 2023.
10.	Mr. Subhash G. Kutte	He holds a degree of Bachelor of Commerce and also he is Intermediate C.A. He is having total experience of 44 years in banking sector. He had started his carrier in banking with Tasgaon Urban Co-op. Bank as Manager from December 1977. Then he Joined Ratnakar Bank (presently known as RBL Bank) as Probationary Officer in June 1980 and worked in Sangli Branch. He kept on getting various promotions with periodical intervals in the Ratnakar Bank Ltd. such as he was appointed as Managing Director & Chief Executive Officer in the Ratnakar Bank Ltd. from 30 th April 2008 to 30 th June 2010. Thereafter, he was appointed as Chairman from 1 st July 2010 to 30 th June 2014. He has worked as senior advisor from 1 st July 2014 till 30 th June 2018.

2.4 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 14th February, 2024 without the presence of Non-Independent Directors and members of the management to consider the following:

- performance of Non-Independent Directors and the Board as a whole;
- performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors;
- assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

2.5 Familiarization programme for Independent Directors

The Independent Directors have been familiarized with the Company, their roles and responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc. During the financial year ended 31st March, 2024, Independent Directors were taken through various aspect of the Company's business and operations. The details of familiarization programmes imparted to the Independent Directors during financial year 2023-24 are placed on the website of the Company at <https://synergygreenind.com/wp-content/uploads/2024/01/Familization-Programmes.pdf>

2.6 Key Board qualifications, expertise and attributes

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualification, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

Gender, ethics, national, or other diversity	Representation of gender, ethics, geographic, cultural, or other perspective that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
Financial	Leadership in management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, regulatory frameworks, and board perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.
Technology	Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation and extends or create new business model.
Board Services and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

Details of the specific areas of focus or expertise of individual Board members are given in below table:

Directors	Financial	Diversity*	Global Business	Leadership	Technology	Board Service and Governance	Sales and Marketing
Mr. Sachin R. Shirgaokar (Chairman & Managing Director)	√	√	√	√	√	√	√
Mr. Shishir S. Shirgaokar (Non-Executive Director)	√	√	√	√		√	√
Mr. Chandan S. Shirgaokar (Non-Executive Director)	√	√	√	√	√	√	√
Mr. Sohan S. Shirgaokar (Joint Managing Director)	√	√	√	√	√	√	√
Mr. V. S. Reddy (Executive Director)	√	√	√	√	√	√	√
Mrs. Prabha P. Kulkarni (Independent Director)	√	√	√	√	√	√	√
Mr. Dattaram P. Kamat (Independent Director)	√	√	√	√		√	√
Mr. Mallappa R. Desai (Independent Director)	√	√	√	√		√	√
Mr. Meyyappan Shanmugam (Independent Director)	√	√	√	√	√	√	√
Mr. Subhash G. Kutte (Independent Director)	√	√		√		√	√

* Gender, ethnicity, nationality, and other

2.7 Agenda:

All the meetings are conducted as per well designed and structured agenda complying with the provisions of Secretarial Standard-1 on "Meetings of the Board of Directors", issued by the Institute of Company Secretaries of India (ICSI). All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also

includes minutes of the previous Board and Committees' meetings for the information of the Board. Agenda papers are circulated seven days prior to the Board Meeting. In case of any business exigencies, meetings are called and convened at shorter notice or the resolutions are passed by circulation and later placed in the subsequent Board Meeting.

Compliance Framework: The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board on a periodic basis. The Audit Committee and the Board periodically review the status of the compliances with the applicable laws.

2.8 Confirmation of Board:

The Board of Directors of the Company confirms that the Independent Directors of the Company fulfil the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs in this regard.

2.9 Reason of resignation of Independent Director:

None of the Independent Director of the Company resigned during the financial year ended 31st March, 2024 before completing their term of appointment.

2.10 Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Board of Directors (including independent directors) and senior management ('the Code') for all the Board members and all the employees in the management grade of the Company. The Code covers Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. All the Board members and senior management personnel have confirmed compliance with the code. A declaration by Mr. Sachin R. Shirgaokar, Chairman & Managing Director, of the Company affirming the compliance of the same in respect of the financial year ended 31st March, 2024 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this Report.

2.11 Prevention of Insider Trading Code:

As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the directors, designated persons and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window was closed during the time of declaration of results and occurrence of any material events as per the applicable regulations.

3. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Audit Committee. Majority of the members of the Committee are Independent Directors including the Chairman of the Committee. They possess sound knowledge on accounts, audit, finance, taxation, internal controls, etc.

The Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

The Audit Committee of the Company reviews the financial statements to be submitted with the Board of Directors with respect to auditing and accounting matters, to review reports of the Internal and Cost Auditors. It also supervises the Company's internal control and financial reporting process. In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

During the year under review, the Audit Committee met 4 (four) times on 26th May, 2023, 9th August, 2023, 7th November, 2023 and 14th February, 2024 and the gap between two committee meetings did not exceed one hundred and twenty days.

3.1 Composition and attendance:

S r . No.	Name of the Member	Status	No. of meetings	
			Held	Attended
1.	Mr. Subhash G. Kutte	Chairman	4	4
2.	Mrs. Prabha P. Kulkarni	Member	4	4
3.	Mr. Dattaram P. Kamat	Member	4	4
4.	Mr. Mallappa R. Desai	Member	4	4
5.	Mr. Chandan S. Shirgaokar	Member	4	2

3.2 Terms of reference:

The terms of reference of the Audit Committee are as per the guidelines set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Companies Act, 2013. These broadly includes (i) develop an annual plan for Committee (ii) review of financial reporting processes, (iii) review of risk management, internal financial controls and governance processes, (iv) discussions on quarterly, half yearly and annual financial statements, (v) interaction with statutory, internal and cost auditors, (vi) recommendation for appointment, remuneration and terms of appointment of auditors and (vii) risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- Matter to be included in the Director's Responsibility Statement.
- Changes, if any, in the accounting policies.
- Major accounting estimates and significant adjustments in financial statement.
- Compliance with listing and other legal requirements concerning financial statements.
- Disclosures in financial statements including related party transactions.
- Management's Discussions and Analysis of Company's operations.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Periodical review of Internal Audit Reports.
- Findings of any special investigations carried out by the Internal Auditors.
- Findings of Statutory Auditors to the management on internal control weakness, if any.
- Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of statutory auditors considering their independence and effectiveness and recommend the audit fees.
- Review the functioning of the Vigil mechanism.

4. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, *inter alia*, recommends the appointment / reappointment of executive directors and senior management personnel of the Company and remuneration payable to them.

The Company Secretary and Compliance Officer of the Company acts as a secretary to the Committee.

During the year under review, the Nomination and Remuneration Committee met 2 (two) times on 26th May 2023 and 7th November, 2023.

4.1 Composition and attendance:

Name of the Member	Status	No. of meetings	
		Held	Attended
Mr. Dattaram P. Kamat	Chairman	1	1
Mrs. Prabha P. Kulkarni	Member	1	1
Mr. Subhash G. Kutte	Member	1	1

4.2 Terms of reference:

The Committee is empowered to—

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identify and access potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- Formulate a policy relating to remuneration of the Directors and the Senior Management Personnel of the Company. The Remuneration Policy is available on the website of the Company.
- Determine terms and conditions for appointment of Independent Directors. The same is also available on the website of the Company at: <https://synergygreenind.com/wp-content/uploads/2024/01/Terms-and-Conditions-for-appointment-of-Independent-Director.pdf>

4.3 Performance evaluation criteria of Independent Directors:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performance of each Independent Director.

The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- Attendance at Board and Committee Meetings;
- Quality of contribution to Board deliberations;
- Contribution to the development of strategies and Risk Assessment and Management and
- Overall interaction with the other members of the Board.

5. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Stakeholders' Relationship Committee. The Committee is empowered to oversee the redressal of investors' complaints pertaining to Share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer/transmission /demat / remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

During the year under review, the Stakeholders' Relationship Committee met 1 (one) time on 14th February, 2024.

5.1 Composition and attendance:

Name of the Member	Status	No. of meetings	
		Held	Attended
Mrs. Prabha P. Kulkarni	Chairman	1	1
Mr. Dattaram P. Kamat	Member	1	1
Mr. Shishir S. Shirgaokar	Member	1	1

The Company Secretary and Compliance Officer of the Company acts as a secretary to the Committee.

Status of investors' complaints handled by the Company and its Registrar & Share Transfer Agents during the year 2023-24 are as under:

Opening balance at the beginning of the year	Nil
Received during the year	Nil
Disposed during the year	Nil
Closing balance at the end of the year	Nil

6. CORPORATE SOCIAL RESPONSIBILITY(CSR)COMMITTEE:

The Corporate Social Responsibility Committee is not required to be formed as per the provision of Section 135(9) of the Companies Act 2013 inserted vide the Companies (Amendment) Act, 2020 and made effective from September 28, 2020.

The functions of CSR Committee are monitored by the Board of Directors of the Company.

7. RISK MANAGEMENT COMMITTEE:

During the financial year ended 2024, the Company was not required to constitute Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. REMUNERATION OF DIRECTORS

8.1 The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year ended 31st March, 2024.

8.2 Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid at the rate of Rs.5,000 for each meeting of the Board and Committees attended by them.

8.3 Details of remuneration/sitting fees paid during the financial year ended 31st March, 2024 are as follows:

(Rs. in Lakhs)

Name of Director	Salary	Contribution to Provident fund	Other Perquisites	Sitting fees	Total
Mr. Sachin R. Shirgaokar	164.32	-	-	-	164.32
Mr. Shishir S. Shirgaokar	-	-	-	0.30	0.30
Mr. Chandan S. Shirgaokar	-	-	-	0.25	0.25
Mr. Sohan S. Shirgaokar	126.29	-	-	-	126.29
Mr. V. S. Reddy	116.72	4.61	-	-	121.33
Mrs. Prabha P. Kulkarni	-	-	-	0.45	0.45
Mr. Dattaram P. Kamat	-	-	-	0.55	0.55
Dr. M. R. Desai	-	-	-	0.45	0.45
Mr. Meyyappan Shanmugam	-	-	-	0.20	0.20
Mr. Subhash G. Kutte	-	-	-	0.50	0.50

Note: Company did not pay any commission or consultancy charges to any of the Non-Executive Directors of the Company.

9. VIGIL MECHANISM / WHISTLE BLOWER POLICY

With the rapid expansion of business, various risks associated with the business have also increased considerably. Some such risks identified are the risk of fraud, misconduct and unethical behaviour. To ensure fraud-free work and ethical environment, the Company has laid down a Vigil Mechanism/Whistle Blower Policy, by which the Company provides a

platform to all the Directors and employees to report any suspected or confirmed incident of fraud, misconduct, unethical behaviour, etc. through any of the following reporting protocols:

- E-mail : whistleblower@synergygreenind.com
- Phone No. : 0231-2658375
- Written Communication to : 392 E Ward, Shahupuri, Kolhapur – 416001, Maharashtra.

The mechanism also provides for adequate safeguards against victimization of the person who avails the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. Vigil Mechanism/Whistle Blower Policy is also available on the website of the Company at: <https://synergygreenind.com/investors-relations/>

9.1 OBJECTIVES:

- To protect the brand reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- To provide guidance to the Directors and employees on reporting any suspicious activity and handling critical information and evidence.
- To provide healthy and fraud-free work culture.

9.2 WORKING:

The Audit committee is responsible for reviewing and working of Vigil Mechanism which includes following matters:

- Implementation of the policy and spreading awareness amongst employees;
- Review all reported cases of suspected fraud, misconduct, unethical behaviour;
- Order investigation of any case either through internal audit department or through external investigating agencies or experts;
- Recommend to the management for taking appropriate actions such as disciplinary action, termination of service, changes in policies & procedure and review of internal control systems;
- Annual review of the policy.

10. INTERNAL COMPLAINT COMMITTEE

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a policy for prevention of sexual harassment at workplace and adopted the same. The existing policy has been amended by incorporating the rules and procedures as mandated in the notification issued by Ministry of Woman & Child Development on 9th December, 2013. The objective of the policy is to provide its women employees, a workplace free from harassment/ discrimination and every employee is treated with dignity and respect.

The objective of this policy is to provide its woman employees, a workplace free from harassment/ discrimination and every employee is treated with dignity and respect.

10.1 Composition:

Name of the Members	Designation
Ms. Divya Bangade	Presiding Officer & Sr. Engineer – Technology
Ms. Shreya Shirgaokar	Management-Executive
Mr. Sandip Jangam	Member & Sr. Officer – HR
Ms. Rima Patil	Member & Jr. Officer – HR & Admin
Ms. Yogita Lad	Member & Sr. Engineer – Technology
Ms. Sushma Jadhav	Member & Engineer – GET Technology
Ms. Amruta Sankpal	Member & Engineer – GET QA
Mr. Ram Birangaddi	Member & Asst. Sr. Manager- Accounts
Dr. Kalindi Ranbhare	External Member (NGO)

No complaint was received during the financial year ended 31st March, 2024, nor any complaint was pending at the beginning and end of the financial year.

11. GENERAL BODY MEETINGS

11.1 Annual General Meetings:

The Company convenes Annual General Meeting within six months from the close of the Financial Year. The details of Annual General Meetings held during last 3 years are as under:

Financial Year	Date	Location	Time
2022-23	9 th August, 2023	392, E Ward, Shahupuri, Kolhapur-416001	11.00 a.m.
2021-22	29 th September, 2022	Through Video Conferencing	11.00 a.m.
2020-21	28 th September, 2021	Through Video Conferencing	11.00 a.m.

11.2 Details of Special Resolutions passed in last three Annual General Meetings:

Date of AGM	Description of resolution
9 th August, 2023	Re-appointment of Mr. Meyyappan Shanmugam (DIN: 00079844) as Independent Director for second term.
29 th September, 2022	Increase in Borrowing limits under Section 180 (1) (c) of the Companies Act from Rs.150.00 Crores to Rs.200.00 Crores.
28 th September, 2021	Re-appointment of Mr. Shishir S. Shirgaokar under Reg. 17(1A) of SEBI (LODR) Regulations 2015.

11.3 Postal Ballot

Special Resolution was passed through Postal Ballot during the year 2023-24 on 07.10.2023 and 30.12.2023. The details of the Special Resolution passed through the Postal Ballot are as under;

Date of Passing Resolution through Postal Ballot	Description of resolution
7 th October, 2023	- To consider and approve the re-appointment of Mr. Sachin R. Shirgaokar (DIN: 00254442) as Chairman & Managing Director of the Company for a further period of three (3) years and his remuneration. - To consider and approve the re-appointment of Mr. Sohan S. Shirgaokar (DIN: 00217631) as Joint Managing Director of the Company for a further period of three (3) years and his remuneration.
30 th December, 2023	- To consider and approve the re-appointment of Mr. Subhash G. Kutte as Independent Director for second term. - To consider and approve the alteration in the object clause of the Company.

12. MEANS OF COMMUNICATION:

The Company has published its Quarterly Results as per the details mentioned below:

News Papers	Date of Board Meetings	Date of Publication
Business Standard (English - All India Edition) Pudhari (Marathi)	26 th May, 2023	27 th May, 2023
Business Standard (English - All India Edition) Tarun Bharat (Marathi)	9 th August, 2023	10 th August, 2023
Business Standard (English - All India Edition) Tarun Bharat (Marathi)	7 th November, 2023	8 th November, 2023
Business Standard (English - All India Edition) Tarun Bharat (Marathi)	14 th February, 2024	15 th February, 2024

Website: The Company's website viz. www.synergysgreenind.com contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Reports and quarterly results are also available in a user-friendly and downloadable form.

News releases, presentations, among others: All corporate announcements made to the Stock Exchanges during the year 2023-24 are made available on the website of the Company.

13. GENERAL SHAREHOLDERS' INFORMATION:

13.1 Annual General Meeting:

Day & Date : Tuesday & 20th August 2024

Time : 11.00 a.m.

Venue : at Registered Office of the Company at 392, E Ward, Shahupuri, Kolhapur-416001

13.2 Financial Year:

The Company follows the period of 1st April to 31st March, as the Financial Year.

13.3 Dividend payment date: 25th August, 2024

13.4 Book Closure: Not Applicable

13.5 Cut-off date for remote e-voting:

The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. August 14, 2024. Remote evoting shall remain open from August 17, 2024 (9.00 a.m.) till August 19, 2024 (5.00 p.m.).

13.6 Listing on Stock Exchanges:

- a. The equity shares are listed at the following Stock Exchanges:

Name of the Stock Exchanges	Scrip Code / Symbol
BSE Ltd. P J Towers, Dalal Street, Mumbai -400001	541929
NSE Ltd. Exchange Plaza, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	SGIL Series: EQ

- b. ISIN for the Company's equity share : INE00QT01015 (having face value of Re.10/-)
- c. Corporate Identity Number (CIN) : L27100PN2010PLC137493
- d. The Company has paid listing fees for the financial year 2024-25 to BSE Ltd. and National Stock Exchange of India Ltd., where Company's shares are listed.

13.7 Stock Market Price Data and performance in comparison to BSE Sensex/NSE NIFTY 50:

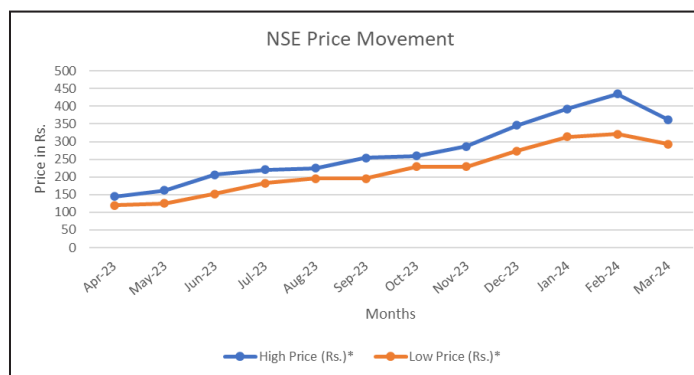
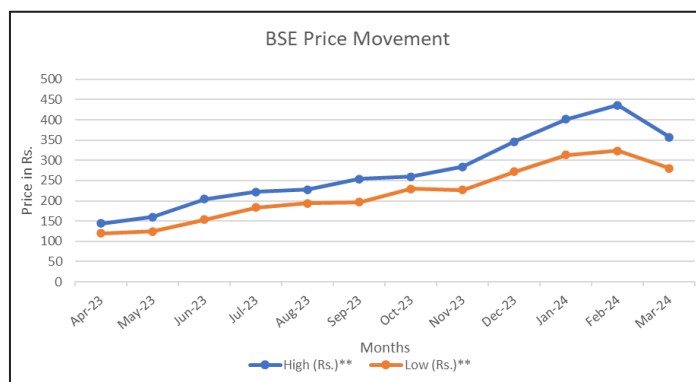
The monthly high / low quotations of shares traded on BSE Ltd. and at National Stock Exchange of India Ltd. during each month in last financial year and performance in comparison to BSE Sensex and NSE Nifty 50 are as follows:

NSE			BSE		
Months	High (Rs.)*	Low (Rs.)*	Months	High (Rs.)**	Low (Rs.)**
Apr-23	144.95	119.35	Apr-23	144.50	119.45
May-23	162.00	125.35	May-23	160.00	124.25
Jun-23	206.00	152.05	Jun-23	204.50	153.60
Jul-23	220.30	182.00	Jul-23	221.75	183.55
Aug-23	224.50	195.10	Aug-23	228.00	194.40
Sep-23	254.00	196.05	Sep-23	254.00	197.05
Oct-23	260.00	229.60	Oct-23	260.00	230.05
Nov-23	286.30	229.00	Nov-23	284.30	226.50
Dec-23	345.75	274.00	Dec-23	346.30	272.10
Jan-24	393.00	313.20	Jan-24	401.30	313.00
Feb-24	435.00	321.05	Feb-24	436.10	323.60
Mar-24	362.50	293.00	Mar-24	357.35	280.00

Source: *www.nseindia.com

** www.bseindia.com

13.8 Performance in comparison to broad based indices:



13.9 Trading of Securities: The securities of the Company were not suspended from trading during the year 2023-24.

13.10 Registrar and Share Transfer Agents:

The Company has engaged Link Intime India Pvt. Ltd., Block No.202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411001, Tel. 020-26161629, Email : pune@linkintime.co.in, website : <https://www.linkintime.co.in>, a SEBI registered body as its Registrar and Share Transfer Agent for processing transfers, sub-division, consolidation etc.

Since trading in Company's shares can now be done only in the dematerialized form, request for demat and remat should be sent directly to the Registrar through depository participants concerned.

13.11 Share Transfer System:

As stated above, the Company's shares are compulsorily traded in demat mode on the stock exchange. This is to further inform that all the shares of Company are held in demat form.

The Company obtains from a Company Secretary in practice, a yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the said certificate with stock exchanges in compliance with regulation 40 of the Listing regulation.

13.12 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during the financial year ended 2024.

13.13 Distribution of Shareholding:

The shareholding distribution of the equity shares as on 31st March, 2024 is given below:

Shareholding by Nominal Value	No. of Shareholders	% of Total Shareholders	No of Shares	% of Total Shareholding
1 – 5000	8246	92.04	4,48,207	3.17
5001-10000	311	3.47	2,48,671	1.76
10001-20000	163	1.82	2,63,605	1.87
20001-30000	65	0.73	1,68,420	1.19
30001-40000	46	0.51	1,71,351	1.21
40001-50000	22	0.25	1,02,753	0.73
50001-100000	44	0.49	3,26,965	2.31
100001 & Above	62	0.69	1,24,00,028	87.76
Total	8959	100.00	1,41,30,000	100.00

13.14 Shareholding Pattern as on 31st March, 2024:

Sr. No.	Category	Total No. of Shares held	% of Total Shareholdings
1.	Clearing Members	2,000	0.01
2.	Other Bodies Corporate	7,58,828	5.37
3.	Hindu Undivided Family	1,32,439	0.94
4.	Non Resident Indians	42,263	0.30
5.	Non Resident (Non Repatriable)	40,724	0.29
6.	Public	21,98,569	15.56
7.	Promoters	77,35,796	54.75
8.	Relatives Of Promoters	27,22,881	19.27
9.	Body Corporate - Ltd Liability Partnership	21,355	0.15
10.	FPI (Corporate) - I	3,67,145	2.60
11.	Alternate Invst Funds - III	1,08,000	0.76
	Total	1,41,30,000	100.00

13.14 Dematerialization of Shares and liquidity:

The entire shareholding of the Company is in DEMAT form.

CDSL : 1,18,34,814

NSDL : 22,95,186

13.15 Convertible Instruments:

The Company has not issued any Global Depository Receipts (GDRs)/American Depository Receipts (ADRs)/warrants or any convertible instrument, which is likely to have impact on the Company's Equity.

13.16 Commodity Price risk or foreign exchange risk and hedging activities:

The Company is exposed to the risk of price fluctuations while exporting the castings, which are proactively managed. The Company has a robust framework in place to protect its interests from risks arising out of market volatility. Based on continuous monitoring and market intelligence the sales and procurement team take appropriate strategy to deal with the market volatility. As exposure to the foreign exchange risk is not significant, the Company has decided not to hedge the currency risk.

13.17 Plant locations: C-18, Five Star MIDC, Kagal, Tal. Hatkanangle, Kolhapur – 416216, Maharashtra.

13.18 Registered Office:

Synergy Green Industries Limited,
392, E Ward, Shahupuri,
Kolhapur-416001, Maharashtra
Telephone: 0231-2658375
E-mail: nmm@synergygreenind.com

13.19 Address for correspondence:

All Shareholders correspondence should be addressed to:

The Company Secretary & Compliance Officer

Synergy Green Industries Limited

392, E Ward, Shahupuri,

Kolhapur-416001, Maharashtra

Telephone: 0231-2658375

E-mail: nmm@synergygreenind.com

13.20 Credit rating:

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds.

Tenure	Rating
Long Term Rating	'CRISIL BBB-/Stable'
Short Term Rating	'CRISIL A3'
Fixed Deposits	'FA-/ Stable'

13.21 Dividend:

The Board of Directors have proposed & recommended the dividend to 10% Cumulative Redeemable Preference Shares for the 5 (five) financial years i.e. from the F.Y. 2019-20 to F.Y. 2023-24. The Board of Directors have not proposed & recommended any dividend on Equity Share for the Financial Year ended on 31st March 2024.

14. DISCLOSURES
14.1 Related Party Transactions:

All transactions entered into with related parties as defined under the Act, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended 31st March, 2024 were in the ordinary course of business and on arm's length basis. There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors during the financial year

ended 31st March, 2024 that may have potential conflict with the interest of the Company at large. Suitable disclosures as required by Indian Accounting Standards (Ind AS 24) have been made in the notes to the Financial Statements, forming part of the Annual Report. The Board has approved a policy for related party transactions which can be accessed at the Company website link at: <https://synergysgreenind.com/wp-content/uploads/2024/01/Policy-on-related-party-transactions.pdf>

14.2 Compliance by the Company:

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the regulations and guidelines of SEBI. There were no strictures or penalties imposed by either SEBI or Stock Exchanges or any other statutory authorities for non-compliance of any matter related to the capital markets during the last three years except penalties imposed by the National Stock Exchange of India and BSE Ltd. for non-compliance under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, during the period from 28th July, 2021 to 28th January, 2022, which was subsequently complied with.

14.3 Whistle Blower Policy /Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of persons who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year ended 31st March, 2024, no person was denied access to the Audit Committee.

14.4 Compliance with mandatory / discretionary requirements under Regulation 27 read with Schedule II Part E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has complied with all mandatory requirements under Regulation 27 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14.5 Risk Management:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board.

14.6 Policy on Material Subsidiary:

In accordance with the requirements of Regulation 16(1)(c) of SEBI Listing Regulations, this is to inform that the Company does not have subsidiary.

14.7 CMD and CFO Certification:

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Mr. Sachin R. Shirgaokar, Chairman & Managing Director and Mr. Suhas B. Kulkarni, Chief Financial Officer of the Company certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs, was placed before the Board.

14.8 Review of Directors' Responsibility Statement:

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2024 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

14.9 Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended 31st March, 2024.

14.10 Recommendation by Committee:

The Board has accepted all recommendations made by its committees during the financial year ended 31st March, 2024.

14.11 Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part, given below:

(Rs. in Lakhs)

Nature of Payments	Amount
Statutory Audit	3.00
Other services including reimbursement of expenses	0.78
Total	3.78

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

Sr. No.	Particulars	No. of Complaints
a.	Complaints filed during the financial year	Nil
b.	Complaints disposed of during the financial year	Nil
c.	Complaints pending as on end of the financial year	Nil

14.13 Compliance of the requirement of Corporate Governance Report:

During the financial year ended 31st March, 2024 the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

14.14 Disclosure of the compliance with Corporate Governance:

The Company has complied with the Regulations 17-20, 22-23, 24A, 25-27 and Clauses (b) to (i) of sub-regulations (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, during the financial year ended 31st March, 2024. Regulations 21 and 24 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

14.15 Compliance Certificate for Code of Conduct:

The declaration by Executive Chairman affirming compliance of Board and Senior Management Personnel to the Code of Conduct is also annexed herewith and forms part of this Report as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14.16 Disclosure of accounting treatment:

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind AS) as prescribed by the Ministry of Corporate Affairs under Companies (Indian Accounting Standards) Rule, 2015 and provisions of Companies Act, 2013 to the extent notified and applicable.

14.18 Auditors' certificate on Corporate Governance:

The Company has obtained a certificate from the Secretarial Auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is annexed herewith as **Annexure-B** and forming part of this Report.

Place: Kolhapur
Date: 22nd May, 2024

Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

As per Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sachin R. Shirgaokar, Chairman & Managing Director do hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company during the financial year ended 2024.

Place: Kolhapur
Date: 22nd May, 2024

Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442

**TO THE BOARD OF DIRECTORS OF SYNERGY GREEN INDUSTRIES LIMITED
CERTIFICATE BY CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY
[As per Regulation 17(8) read with Para B of Schedule II of SEBI (LODR) Regulations 2015]**

We, the undersigned, in our respective capacities as Chairman & Managing Director and Chief Financial Officer of the Synergy Green Industries Limited, hereby certify that;

- A. We have reviewed financial statements and the cash flow statement for the year ended on 31st March 2024, and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, there are no deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit Committee that;
- (1) There are no significant changes in internal control over financial reporting during the year;
 - (2) There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There are no 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 listed entity's internal control system over financial reporting.

For Synergy Green Industries Limited

**Place: Kolhapur
Date: 22nd May, 2024**

**Suhas B. Kulkarni
Chief Financial Officer**

**Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442**

ANNEXURE-A

CERTIFICATE OF PRACTICING COMPANY SECRETARY

To,
The Members of,
Synergy Green Industries Limited
392 E WARD Shahupuri, Kolhapur,
Maharashtra, India, 416001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Synergy Green Industries Limited having CIN L27100PN2010PLC137493 and having its Registered Office at 392 E WARD Shahupuri, Kolhapur, Maharashtra, India, 416001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the MCA portal) 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 2024 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1	Mr. Sachin Rajendra Shirgaokar	00254442	08/10/2010
2	Mr. Sohan Sanjeev Shirgaokar	00217631	08/10/2010
3	Mr. Vendavagali Reddy Srinivasa	03425960	01/04/2012
4	Mr. Shishir Suresh Shirgaokar	00166189	17/09/2014
5	Mr. Chandan Sanjeev Shirgaokar	00208200	19/01/2011
6	Ms. Prabha Prakash Kulkarni	00053598	20/02/2018
7	Mr. Dattaram Pandurang Kamat	02081844	20/02/2018
8	Mr. Meyyappan Shanmugam	00079844	18/05/2018
9	Mr. Subhash Gundappa Kutte	00233322	09/01/2019
10	Mr. Mallappa Rachappa Desai	01625500	20/02/2018

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

For Prajot Tungare & Associates
Company Secretaries
(Firm Reg. No. P2001MH01020)
(PR No. 993/2020)

CS Jayesh Parmar
Partner
FCS: 11745
CP No: 17776
UDIN: F011745F000707418

Date: 10/07/2024
Place: Pune

ANNEXURE-B

PRACTICING COMPANY SECRETARIES' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Synergy Green Industries Limited
CIN: L27100PN2010PLC137493
392 E Ward Shahupuri, Kolhapur Maharashtra 416001

We have examined the compliance of conditions of Corporate Governance by Synergy Green Industries Limited ("the Company") for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **Prajot Tungare & Associates**
Company Secretaries
(Firm Reg. No. P2001MH01020)

CS Jayesh Parmar
Partner
FCS No. 11745
COP No. 17776
PR No. 993/2020
UDIN: F011745F000707495

Date: 10/07/2024
Place: Pune

INDEPENDENT AUDITORS' REPORT

To the Members of
Synergy Green Industries Limited
Report on the Audit of the Financial Statements

Opinion

We have audited Financial Statements of Synergy Green Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Material Accounting Policies and other explanatory information (hereinafter referred to as "Financial Statements").

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, 2024, and its profits (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

Following is the Key Audit Matter identified which is of most significance:

A. Capitalisation and useful life of property, plant and equipment

During the year ended March 31, 2024, the Company has capitalized property, plant and equipment to the tune of 2,174.75 Lakhs on various projects included in capital work in progress. Out of the total capitalization Rs. 807.74 Lakhs relates to capitalization of the Solar Plant at Malegaon, Nashik.

Property, Plant and Equipment comprise 44.07% of Total Assets. Further, items of property, plant and equipment that are ready for its intended use as determined by the management have been capitalised in the current year. Judgement is involved to determine that the aforesaid capitalisation meet the recognition requirement under Ind AS specifically in relation to determination of whether the criteria for intended use of the management has been met.

Assessment of useful life of plant and machinery involves management judgement, technical assessment, consideration of historical experiences, anticipated technological changes, etc

Accordingly, the above has been determined as a key audit matter.

Our audit procedures included and were not limited to the following:

1. Examined the management assessment of the assumptions considered in estimation of useful life.
2. Examined the useful economic lives with reference to the Company's historical experience and technical evaluation by third party and a specialist appointed by management.
3. Assessed the objectivity and competence of the Company's external specialists involved in the process.
4. Assessed the nature of the additions made to property, plant and equipment, intangible assets, capital work-in-progress and intangible asset under development on a test check basis to test whether they meet the recognition criteria as set out in para 16 to 22 of Ind AS 16 – Property, Plant and Equipment, including intended use of management.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information in the Directors Report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, 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 in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the 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 judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 and for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).
 - 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 Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) As required by section 197 (16) of the Act; in our opinion and according to information and explanation provided to us, the remuneration paid by the company to its directors is in accordance with the provisions of section 197 and Schedule V of the Act read with Companies (Appointment and Managerial Personnel) Rules, 2014 and remuneration paid to directors is in accordance with provisions of this section read with Schedule V.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 34 to the Financial Statements;
- (ii) The Company has made provision, as required under the applicable law or accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 18 to the Financials Statements;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts to the financial statements, if any, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts to the Financial Statements, if any, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 information and explanation given to us and audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made by the management and as mentioned under sub-clause (iv)(a) and (iv)(b) above contain any material misstatement.
- (v) As stated in Note 10 the Board of Directors of the Company have proposed dividend on 10% Cumulative Redeemable Preference Shares of Rs.100/- each for last 5 years i.e. from the F.Y.2019-20 to F.Y.2023-24 for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (vi) Based on our examination which included test checks, in respect of financial year commencing on 01 April 2023, the company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except at the database level for accounting software SAP S4 HANA to log any direct data changes. Further, during the course of our audit we did not note any instance of the audit trail (edit log) feature being tampered with on accounting software where this feature has been enabled.

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

For **M/s DAB & Associates**
Chartered Accountants
Firm Registration Number: 101119W
Guruprasad Bobhate
Partner
Membership Number: 198670
UDIN: 24198670BKGQQS8897

Place: Kolhapur
Date: 22nd May 2024

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
(B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant & Equipment are physically verified by the Management according to a phased program 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 program, a portion of the Property, Plant & Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 1 Property, Plant & Equipment to the financial statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations provided to us there are no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Hence reporting under clause 3(i) (e) of the order is not applicable.
- ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion and based on the policy adopted by the management, the coverage and procedure of such verification is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory as compared to book records and have been appropriately dealt with in the books of accounts.
- (b) According to the information and explanations provided to us, the company has been sanctioned working capital limits in excess of five crore rupees during the year, in aggregate, from banks or financial institutions on the basis of security of current assets. The management of the company has provided us with the quarterly returns or statements which they have represented to us have been filed by the company with their banks or financial institutions. In our opinion, these quarterly returns or statements are in agreement with the books of account of the Company.
- iii. (a) The company during the year has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence reporting under Clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f), of the said Order are not applicable to the Company.
- (b) The company during the year has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans and guarantees, hence said reporting under 3 (iii) (b) is not applicable.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules made thereunder to the extent notified, with regard to the deposits from members. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Goods and Service Tax, provident fund, employees' state insurance, sales tax, income tax, service tax, duty of customs duty of excise, value added tax, cess as applicable with the appropriate authorities though there is slight delay in a few cases.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at 31st March 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Service Tax under Finance act, 1994	Central Excise Duty	2.95	2012-13 & 2013-14	The Commissioner of Central GST (Appeals), Pune
Goods & Services Tax Act, 2017	Excess refund of GST	507.22	2017-18	Deputy Commissioner of State Tax (Appeals), Kolhapur

- viii. In terms of the information and explanations given to us and the books of account and records examined by us, the Company has not surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence reporting under clause 3(viii) of the order is not applicable.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender as at the balance sheet date.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The company does not have any subsidiary, associate or joint venture, hence reporting under clause 3(ix)(e) of the order is not applicable.
- (f) The company does not have any subsidiary, associate or joint venture, hence reporting under clause 3(ix)(f) of the order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, the provisions of Clause 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report in the form ADT-4 as specified under sub-section (12) of section 143 of the Companies Act has not been filed. Accordingly reporting under clause 3(xi)(b) of the order is not applicable.

- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- xiv. (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and procedures performed by us, we report that the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, reporting under clause 3(xvi)(b) of the order is not applicable.
- (c) According to the information and explanations given to us and procedures performed by us, the Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the order is not applicable.
- (d) Based on information and explanation given to us and as represented by the management, the Group does not have any Core Investment Company (CIC) as part of the Group.
- (xvii) The Company has not incurred cash losses during current financial year and had not incurred cash losses during immediately preceding financial year.
- (xviii) There has been no resignation by statutory auditors during the year hence reporting under clause 3(xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanation given to us, section 135 of the Act is not applicable to the company during the current year. Accordingly, reporting on clause 3 (xx) (a) & (b) of the order is not applicable.

For M/s DAB & Associates

Chartered Accountants

Firm Registration Number: 101119W

Guruprasad Bobhate

Partner

Membership Number: 198670

UDIN: 24198670BKGQQS8897

Place: Kolhapur

Date: 22nd May 2024.

Annexure B to the Independent Auditors' Report

Referred to in paragraph 2 (f) under the heading, "Report on Other legal and Regulatory Requirements"
of our report on even date:

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

We have audited the internal financial controls with reference to the Financial Statements of Synergy Green Industries Limited ("the Company") as of 31st March 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Financial Statements.

Meaning of Internal Financial controls with reference to the Financial Statements

A company's internal financial controls with reference to the Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Financial Statements includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

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

Opinion

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

For **M/s DAB & Associates**

Chartered Accountants

Firm Registration Number: 101119W

Guruprasad Bobhate

Partner

Membership Number: 198670

UDIN: 24198670BKGQQS8897

Place: Kolhapur

Date: 22nd May, 2024

Balance Sheet As At March 31, 2024

₹ in Lacs

Sr. No.	Particulars	Note No.	March 31, 2024	March 31, 2023
	ASSETS			
I	Non-current assets		9,023.28	8,178.95
	(a) Property, plant and equipment	1	7,848.41	6,901.89
	(b) Capital work-in-progress	1	877.88	1,096.29
	(c) Other Intangible assets	1	13.63	16.72
	(d) Financial assets			
	(i) Investments	2	0.25	0.25
	(ii) Other financial assets	3	16.96	15.44
	(e) Other non-current assets	4	266.15	148.36
II	Current assets		10,777.07	9,997.64
	(a) Inventories	5	5,597.04	6,312.56
	(b) Financial assets			
	(i) Trade receivables	6	3,439.23	2,207.49
	(ii) Cash and cash equivalents	7a	406.43	28.91
	(iii) Bank balance other than (ii) above	7b	629.55	579.01
	(iv) Other financial assets	8	178.23	245.76
	(c) Current tax assets (net)		4.60	-
	(d) Other current assets	9	521.99	623.91
	Total Assets		19,800.35	18,176.59
	EQUITY AND LIABILITIES			
	Equity		4,669.33	3,511.22
	(a) Equity share capital	10	1,413.00	1,413.00
	(b) Other equity	11		
	(i) Retained earnings		1,000.61	(157.50)
	(ii) Security Premium		2,255.72	2,255.72
	Liabilities			
I	Non-current liabilities		3,408.90	4,774.62
	(a) Financial liabilities			
	(i) Long Term Borrowings	12	3,169.27	4,206.06
	(ii) Other financial liabilities	13	0.12	428.52
	(b) Long-term provisions	14	160.60	111.49
	(c) Deferred tax liabilities (net)	15	78.91	28.55
II	Current liabilities		11,722.12	9,890.75
	(a) Financial liabilities			
	(i) Borrowings	16	4,824.07	4,160.19
	(ii) Trade and other payables	17		
	(a) Total outstanding dues of MSME		219.17	52.26
	(b) Total outstanding dues other than (ii)(a) above		5,142.81	5,151.74
	(iii) Other financial liabilities	18	1486.24	451.10
	(b) Other current liabilities	19	31.62	54.78
	(c) Short-term provisions	20	18.21	20.68
	Total Equity & Liabilities		19,800.35	18,176.59
	Corporate Information, Basis of Preparation	31		
	Statement of Compliance	32		
	Material Accounting Policies	33		
	Other Information & Disclosure	34-55		

As per our report of even date
For M/s DAB & Associates
Chartered Accountants
Firm Registration No. 101119W

For and on behalf of the board of directors of
SYNERGY GREEN INDUSTRIES LTD

Guruprasad Bobhate
Partner
Membership No.198670

Sachin R. Shirgaokar
Chairman and Managing Director
DIN:00254442

Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631

Place : Kolhapur
Date : May 22, 2024

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

Statement of Profit And Loss For The Year Ended March 31, 2024

₹ in Lacs

Sr. No.	Particulars	Note No.	March 31, 2024	March 31, 2023
	Income			
I	Revenue from operations	21	32,630.97	28,971.17
II	Other income	22	181.73	70.48
III	Total Income		32,812.70	29,041.65
IV	Expenses			
	Cost of raw materials and components consumed	23	13,202.09	13,220.75
	Changes in inventories of finished goods, work-in-progress	24	364.50	(679.51)
	Employee benefits expense	25	2,783.95	2,418.62
	Finance costs	26	1,334.94	1,407.87
	Depreciation and amortisation expense	27	1,209.48	1,198.95
	Other Expenses	28	12,352.18	11,405.68
	Total Expenses		31,247.14	28,972.36
V	Profit before exceptional items and tax		1,565.56	69.29
VI	Exceptional items		-	-
VII	Profit before tax		1,565.56	69.29
VIII	Tax expense	30	409.32	(17.45)
	Current tax		359.60	-
	Deferred tax		49.72	(17.45)
IX	Profit for the year		1,156.24	86.74
X	Other comprehensive income			
	A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
	Re-measurement gains / (losses) on defined benefit plans	29	2.52	10.85
	Income tax effect on above	29	(0.63)	(2.73)
	Net other comprehensive income not to be reclassified to profit or loss in subsequent periods (A)		1.89	8.12
	Total other comprehensive income for the year, net of tax [A]		1.89	8.12
XI	Total comprehensive income for the year, net of tax		1,158.13	94.86
XII	Earnings per equity share (nominal value per share Rs.10)			
	Basic & Diluted		8.18	0.61
	Corporate Information, Basis of Preparation	31		
	Statement of Compliance	32		
	Material Accounting Policies	33		
	Other Information & Disclosure	34-55		

As per our report of even date
For M/s DAB & Associates
Chartered Accountants
Firm Registration No. 101119W

For and on behalf of the board of directors of
SYNERGY GREEN INDUSTRIES LTD

Guruprasad Bobhate
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DIN:00217631

Place : Kolhapur
Date : May 22, 2024

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

Cash Flow Statement for the Year Ended March 31, 2024

₹ in Lacs

Sr. No.	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
A	Cash flows from operating activities		
	Net profit before taxes and extraordinary items -	1,565.56	69.29
	Adjustments for:		
(a)	Depreciation & Amortisation	1,209.48	1,198.95
(b)	Provision for Doubtful Debts	1.50	17.72
(c)	(Profit)/Loss on sale of fixed assets	(7.79)	(10.29)
(d)	Provision no Longer required written back	(87.44)	-
(e)	Advances written off	81.50	-
(f)	Interest income	(37.18)	(26.62)
(g)	Interest expenses	1,256.99	1,407.87
(h)	Bad Debts Write Off	87.63	-
(i)	Dividend received	(0.03)	-
(j)	Foreign Exchange (Gain)/Loss	(46.71)	37.30
(k)	Fair Value Changes in Financial Liabilities (FVTPL)	(7.55)	-
(l)	Credit Balances Written back	(0.40)	-
	Operating profits before working capital changes	4,015.56	2,694.22
	Adjustments for:		
(a)	(Increase)/decrease in trade and other receivables	(1,228.62)	1,022.87
(b)	(Increase)/decrease in other non current financial assets	(1.53)	-
(c)	(Increase)/decrease in other non-financial assets	101.91	385.52
(d)	(Increase)/decrease in inventories	715.89	(247.71)
(e)	(Increase)/decrease in other current financial assets	67.52	90.31
(f)	Increase/(decrease) in trade payables	158.37	(1,274.15)
(g)	Increase/(decrease) in other financial liabilities	252.71	(10.54)
(h)	Increase/(decrease) in other current liabilities	(23.15)	(159.79)
(i)	Increase/(decrease) in Provisions	49.16	8.72
	Cash generated from operations	4,107.82	2,509.45
(a)	Income tax paid	(339.16)	57.21
	Net cash from operating activities	3,768.66	2,566.66

Cash Flow Statement for the Year Ended March 31, 2024 (Cont.)

₹ in Lacs

Sr. No.	Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
B	Cash flows from investing activities		
(a)	Payments for PPE and Intangible assets	(1,924.47)	(1,034.77)
(b)	Proceeds from sale of PPE	29.33	25.00
(c)	Purchase of Investments	-	(0.25)
(d)	Interest received	37.18	26.62
(e)	Dividend Received	0.03	-
(f)	(Increase)/decrease in fixed deposits	(50.54)	(395.23)
	Net Cash From Investing Activities	(1,908.47)	(1,378.63)
C	Cash Flows From Financing Activities		
(a)	Proceeds from Long Term Borrowings	744.82	893.54
(b)	Repayment of Long Term Borrowings	(1,631.39)	(775.90)
(c)	Proceeds from Short Term Borrowings	555.57	-
(d)	Interest paid	(1,151.67)	(1,285.38)
	Net cash used in financing activities	(1,482.67)	(1,167.74)
(a)	Net increase in cash and cash equivalents	377.52	20.29
(b)	Cash and cash equivalents at beginning of period	28.91	8.62
(c)	Cash and cash equivalents at the end of period	406.43	28.91

Notes to Cash Flow Statement

- Cash Flow statement has been prepared under indirect method as set out in Ind AS 7 Statement of Cash Flow.
- For Net Debt reconciliation statement refer note no.12
- For Company's policy on cash and cash equivalents refer a note no.33.4

As per our report of even date
For M/s DAB & Associates
Chartered Accountants
Firm Registration No. 101119W

For and on behalf of the board of directors of
SYNERGY GREEN INDUSTRIES LTD

Guruprasad Bobhate
Partner
Membership No.198670

Sachin R. Shirgaokar
Chairman and Managing Director
DIN:00254442

Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631

Place : Kolhapur
Date : May 22, 2024

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

Statement of changes in Equity for the year ended 31st March 2024

A. Equity Share Capital (Note 10)

Current reporting period

₹ in Lacs

Equity Shares of Rs 10 each issued, subscribed and fully paid	No. of Shares	Amount
Opening Balance as on At 1 April 2023	141.30	1,413.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	141.30	1,413.00
Changes in equity share capital during the year	-	-
Balance at the end of current reporting period	141.30	1,413.00

Previous reporting period

₹ in Lacs

Equity Shares of Rs 10 each issued, subscribed and fully paid	No. of Shares	Amount
Opening Balance as on At 1 April 2022	141.30	1,413.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	141.30	1,413.00
Changes in equity share capital during the year	-	-
Balance at the end of previous reporting period	141.30	1,413.00

B. Other Equity

₹ in Lacs

Particulars	Reserves and Surplus		Total equity
	Securities Premium	Retained Earning	
At 1 April 2022	2,255.72	(252.34)	2,003.38
Changes in equity share capital due to prior period errors	-	-	-
Restated balance at the beginning of the current reporting period	2,255.72	(252.34)	2,003.38
Profit for the year	-	86.72	86.72
Other comprehensive income for the year	-	8.12	8.12
Total Comprehensive income for the year	-	94.84	94.84
As at 31 March 2023	2,255.72	(157.50)	2,098.22
As at 1 April 2023	2,255.72	(157.50)	2,098.22
Changes in equity share capital due to prior period errors	-	-	-
Restated balance at the beginning of the current reporting period	2,255.72	(157.50)	2,098.22
Profit for the year	-	1,156.23	1,156.23
Other comprehensive income for the year	-	1.88	1.88
Total Comprehensive income for the year	-	1,158.11	1,158.11
At 31 March 2024	2,255.72	1,000.61	3,256.33

As per our report of even date
For M/s DAB & Associates
Chartered Accountants
Firm Registration No. 101119W

For and on behalf of the board of directors of
SYNERGY GREEN INDUSTRIES LTD

Guruprasad Bobhate
Partner
Membership No.198670

Sachin R. Shirgaokar
Chairman and Managing Director
DIN:00254442

Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631

Place : Kolhapur
Date : May 22, 2024

Suhas B. Kulkarni
Chief Financial Officer

Nilesh M. Mankar
Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 1: PROPERTY, PLANT AND EQUIPMENT

Particulars	Leasehold Land (Right of use of asset)	Buildings	Plant & Equipment	Tools & Equipments	Dies & Moulds	Electrical Installation	Furniture & Fixtures	Office Equipment	Computers	Vehicles	Total	Other intangible Assets
Gross Block	151.65	3,263.51	7,043.50	314.55	2,610.58	43.49	126.49	51.25	61.45	127.20	13,793.66	229.15
As at 1 April 2022	-	-	155.80	20.86	325.42	-	-	0.68	12.70	-	515.47	5.49
Additions												
Other adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Asset Held for Disposal	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Amortisation	-	-	8.37	-	9.49	-	0.08	-	-	-	17.94	-
As at 31 March 2023	151.65	3,263.51	7,190.93	335.41	2,926.51	43.49	126.41	51.93	74.16	127.20	14,291.18	234.64
Additions	26.30	372.38	1,462.32	1.24	225.18	-	12.86	4.68	20.01	49.48	2,174.45	-
Other adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Asset Held for Disposal	-	-	-	-	-	-	-	-	-	-	-	-
Deductions/Amortisation	-	-	-	-	60.26	-	-	-	0.95	11.98	73.19	-
As at 31 March 2024	177.95	3,635.89	8,653.25	336.65	3,091.42	43.49	139.26	56.61	93.22	164.70	16,392.44	234.64
Depreciation	17.74	1,221.04	3,231.10	261.64	1,203.14	19.06	87.30	38.30	50.55	73.58	6,203.46	208.02
Upto 1 April 2022	1.66	198.57	439.24	25.71	476.15	6.33	10.12	5.42	9.44	16.42	1,189.05	9.90
For the year	-	-	-	-	-	-	-	-	-	-	-	-
Asset Held for Disposal	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Amortisation	-	-	2.54	-	0.61	-	0.08	-	-	-	3.23	-
As at 31 March 2023	19.41	1,419.60	3,667.81	287.35	1,678.68	25.39	97.34	43.72	59.99	90.01	7,389.29	217.92
For the year	1.66	198.68	528.12	20.88	413.03	4.70	8.28	4.13	10.37	16.54	1,206.39	3.09
Asset Held for Disposal	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Amortisation	-	-	-	-	39.37	-	-	-	0.90	11.38	51.65	-
As at 31 March 2024	21.07	1,618.28	4,195.93	308.23	2,052.34	30.09	105.62	47.85	69.45	95.16	8,544.03	221.01
Net Block	-	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2023	132.24	1,843.90	3,523.13	48.06	1,247.83	18.10	29.07	8.21	14.17	37.19	6,901.89	16.72
As at 31 March 2024	156.88	2,017.60	4,457.32	28.42	1,039.08	13.40	33.64	8.76	23.76	69.54	7,848.41	13.63

NOTES TO FINANCIAL STATEMENTS

Notes:

- 1 For Depreciation and amortisation refer accounting policy Note No.33.5
- 2 **Contractual Obligation**
Refer Note No.35 for estimated amount of contracts remaining to be executed on capital account.
- 3 **Impairment Loss**
No provision for impairment loss is made during the year.
- 4 **PPE pledged as security**
Company has hypothecated / mortgaged all property plant and equipments, vehicles and land building situated at C-18 Five Star MIDC Kagal, Dist. Kolhapur. Against the borrowings from IndusInd Bank Ltd., Saraswat Coop. Bank Ltd., ICICI Bank Ltd., and Toyota Financial Services India Ltd.
- 5 **Ageing Schedule for CWIP & Intangible Assets under Development**

As at 31.03.2024

(A) Ageing Schedule for Capital Work In Progress (CWIP)

₹ in Lacs

Capital Work in Progress	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Grand Total
Project Description					
1. Projects in Progress	547.35	74.95	(42.30)	297.87	877.88
2. Projects Temporarily Suspended	-	-	-	-	-
Total Capital Work in Progress	547.35	74.95	(42.30)	297.87	877.88

As at 31.03.2023

(A) Ageing Schedule for Capital Work In Progress (CWIP)

₹ in Lacs

Capital Work in Progress	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Grand Total
Project Description					
1. Projects in Progress	406.83	368.54	320.93	-	1,096.29
2. Projects Temporarily Suspended	-	-	-	-	-
Total Capital Work in Progress	406.83	368.54	320.93	-	1,096.29

As at 31.03.2024

₹ in Lacs

Relevant line item in Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the
Property Plant and Equipment	-	-	-	-	-	-
Property Plant and Equipment	-	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS
As at 31.03.2023
₹ in Lacs

Relevant line item in Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the
Property Plant and Equipment	-	-	-	-	-	-
Property Plant and Equipment	-	-	-	-	-	-

NOTE 2: FINANCIAL ASSETS : INVESTMENTS
₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Investment at Fair Value through Other Comprehensive Income		
1. Unquoted Investments		
a. Equity Shares in Saraswat Bank	0.25	0.25
Total	0.25	0.25

1. Refer Note-38 for Financial assets at fair value through other comprehensive income- unquoted equity instruments.
2. Refer Note-38A on risk management objectives and policies for financial instruments.

NOTE 3: FINANCIAL ASSETS : OTHER (NON CURRENT)
₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Security deposits (Unsecured, considered good)	15.80	14.27
2. Income Tax Refund Receivable	1.01	1.01
3. Advance To Gratuity Trust	0.15	0.15
Total	16.96	15.44

1. No Advances are given to Directors or other officers of the company or any of them either severally or jointly with any other persons or advances to firms or private companies respectively in which any director is a partner or a director or a member.
2. Other financial assets are measured at amortised cost.
3. Refer Note no.38 on risk management objectives and policies for financial instruments.

NOTE 4: OTHER NON-CURRENT ASSETS
₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Capital advances	222.46	79.27
2. GST, Central Excise & Service Tax (Under protest)	36.29	36.72
3. Income Tax Refund Receivable	7.40	32.37
Total	266.15	148.36

NOTES TO FINANCIAL STATEMENTS
NOTE 5: INVENTORIES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Raw materials		
a. Raw materials and components	677.07	881.48
	677.07	881.48
2. Pattern Stock	225.04	358.28
3. Work-in-progress	3,183.36	3,835.89
4. Finished goods		
a. Finished goods	382.49	202.60
b. Finished goods in Transit	580.79	472.66
	963.28	675.26
5. Stores and spares	548.29	561.65
Total	5,597.04	6,312.56

- Inventories written down to net realisable value during the year ended 31 March 2024, ₹ Nil (Previous Year ₹7.78 Lakhs) were recognised as an expense in the statement of profit and loss during the year.
- The above inventories are hypothecated to Bankers for working capital facility.

NOTE 6 : FINANCIAL ASSETS : TRADE RECEIVABLES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Total Trade Receivables		
Trade receivables [Refer note (1) below]	3,439.23	2,207.49
Break-up for security details:		
Secured, considered good	-	-
Unsecured, considered good	3,378.79	2,201.21
Doubtful credit impaired	67.66	99.45
Loss Allowance (allowance for bad and doubtful debts)	(7.22)	(93.17)
Total	3,439.23	2,207.49

- Trade receivables are measured at transaction price.
- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade or other receivables due from firms or private companies respectively in which any director is a partner, a director or a member ₹ Nil (Previous year ₹ Nil)
- Trade receivables are non-interest bearing and generally on terms of 90 to 120 days.
- Movement of impairment Allowance (allowance for bad and doubtful debts)

₹ in Lacs

Particulars	Amount
At 1 April 2022	87.45
Provided during the year	5.72
At 31 March 2023	93.17
Provision no longer required	(87.45)
Provided during the year	1.50
At 31st March 2024	7.22

- Refer Note 38A & 38B on credit risk of trade receivables, which explains how the Company manages and measures credit quality of trade receivables.

NOTES TO FINANCIAL STATEMENTS

6. Company have entered into factoring agreement with India Factoring and Finance Solutions Pvt. Ltd. wherein we have factored export receivables without recourse to us hence invoice amount which is not factored has been shown as trade receivables and same is included above.

Also, in case of domestic debtors Company have entered into factoring agreement with India Factoring and Finance Solutions Pvt. Ltd. with recourse to us, hence amount factored is not included in trade receivables above. ₹ in Lacs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
As at 31st March 2024							
(i) Undisputed Trade receivables — considered good	3,305.01	73.78	-	-	-	-	3,378.79
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	67.66	-	67.66
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
Less:- Loss Allowance	-	-	-	-	(7.22)	-	(7.22)
Total	3,305.01	73.78	-	-	60.44	-	3,439.23

₹ in Lacs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
As at 31st March 2023							
(i) Undisputed Trade receivables — considered good	2,015.53	160.75	19.04	5.89	-	-	2,201.21
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	99.45	99.45
Less: Loss allowance	-	-	-	-	-	(93.17)	(93.17)
Total	2,015.53	160.75	19.04	5.89	-	6.28	2,207.49

NOTES TO FINANCIAL STATEMENTS
NOTE 7a : CASH AND CASH EQUIVALENTS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Balance with Bank		
a. Current accounts and debit balance in cash credit accounts	405.59	26.55
2. Cash on hand	0.84	2.36
Total	406.43	28.91

NOTE 7b : OTHER BANK BALANCES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Deposits with original maturity of more than three months but less than 12 months	629.55	579.01
Total	629.55	579.01

1. Refer Note No.38A on risk management objectives and policies for financial instruments.

NOTE 8 : FINANCIAL ASSETS : OTHER (CURRENT)

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Export incentive receivable	44.69	30.06
2. Factoring Loans and advances	109.32	66.99
3. GST Refund receivable	24.22	148.71
Total	178.23	245.76

NOTE 9 : OTHER CURRENT ASSETS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advance to suppliers	72.41	171.59
2. Staff Advances	1.31	0.05
3. Balance with collectorate of central excise and customs		
a. Sales tax / VAT / service tax receivable (net)	0.25	1.75
b. GST Receivable	266.76	317.34
4. Prepaid expenses	177.20	129.22
5. Other Current Assets	4.06	3.96
Total	521.99	623.91

NOTES TO FINANCIAL STATEMENTS

NOTE 10: SHARE CAPITAL

Authorised share capital Equity shares of Rs 10 each

₹ in Lacs

Particulars	No. of shares	Amount
At 1 April 2022	150.00	1,500.00
Increase/(decrease) during the year	20.00	200.00
At 31 March 2023	170.00	1,700.00
Increase/(decrease) during the year	-	-
At 31 March 2024	170.00	1,700.00

The Company has only one class of equity shares having a par value of Rs 10 each. Each equity shareholder is entitled to one vote per share and has a right to receive dividend as recommended by Board of Directors subject to the necessary approval from the shareholder

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder

Issued and subscribed share capital Equity shares of Rs 10 each

₹ in Lacs

Particulars	No. of shares	Amount
As at 1 April 2022	141.30	1,413.00
Changes during the year	-	-
As at 31 March 2023	141.30	1,413.00
Changes during the year	-	-
As At 31 March 2024	141.30	1,413.00

Terms / Rights attached to equity shares

Each member present in person shall have one vote, the voting right of the members shall be in proportion to his share in the paid up equity share capital of the company and has a right to receive dividend as recommended by the Board of Directors subject to the necessary approval from the shareholders. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. For the year ended March 31, 2024 the Board of Directors has not proposed any dividend (Previous year Nil).

Number of Shares held by each shareholder holding more than 5% Shares in the Company

Name of the Shareholder	As At 31 March 2024		As at 31 March 2023	
	No. of shares	% of share-holding	No. of shares	% of share-holding
S. B. Reshellers Pvt. Ltd.	54.10	38.29%	54.10	38.29%
Radhika Sanjeev Shirgaokar & Sohan Sanjeev Shirgaokar	7.42	5.25%	7.42	5.25%
Radhika Sanjeev Shirgaokar & Chandan Sanjeev Shirgaokar	7.42	5.25%	7.42	5.25%
Sachin Rajendra Shirgaokar & Laxmi Sachin Shirgaokar	7.40	5.24%	7.40	5.24%
Vendavagali Srinivasa Reddy & Sou. Vendavagali Kuberi Reddy	14.66	10.37%	14.66	10.37%
Massachusetts Institute of Technology	3.64	2.58%	8.36	5.92%

As per records of the Company, including its register of shareholders and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES TO FINANCIAL STATEMENTS

Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

- (a) The Company has not issued any shares without payment being received in cash.
- (b) The Company has not issued any bonus shares.
- (c) The Company has not undertaken any buyback of shares.

Promoters' shareholding

Name of Promoter Shareholder	As At 31 March 2024		
	No. of shares	% of share holding	% change during the year
S. B. Reshellers Pvt. Ltd.	54.10	38.29%	0.00%
Sachin Rajendra Shirgaokar	7.40	5.24%	0.00%
Sohan Sanjeev Shirgaokar	1.20	0.85%	0.00%
Vendavagali Srinivasa Reddy	14.66	10.37%	0.00%

Promoters' shareholding

Name of Promoter Shareholder	As at 31 March 2023		
	No. of shares	% of share holding	% change during the year
S. B. Reshellers Pvt. Ltd.	54.10	38.29%	0.00%
Sachin Rajendra Shirgaokar	7.40	5.24%	0.00%
Sohan Sanjeev Shirgaokar	1.20	0.85%	0.00%
Vendavagali Srinivasa Reddy	14.66	10.37%	-0.32%

NOTE 11: OTHER EQUITY

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. SECURITIES PREMIUM	2,255.72	2,255.72
2. RETAINED EARNINGS		
Opening Balance	(157.50)	(252.34)
Add : Profit for the period	1,156.23	86.72
Add : Other Comprehensive income (Loss)	1.88	8.12
	1,000.61	(157.50)
Total	3,256.33	2,098.22

Nature and purpose of reserves

A. Securities Premium:

Securities premium is a premium collected above face value on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

NOTES TO FINANCIAL STATEMENTS
NOTE 12: LONG-TERM BORROWINGS

₹ in Lacs

Particulars	Interest rate	Current Maturity	As at 31-Mar-24	As at 31-Mar-23
TERM LOANS FROM BANKS, SECURED				
Term Loan from Indusind Bank (Account No.510.003.494282)	8.00%	318.90	956.70	1,275.59
Term Loan from Saraswat bank (Account No.910.000.000043486)	PLR-6.00%	-	-	169.26
Term Loan from Saraswat bank (Account No.910.000.000043487)	PLR-6.00%	27.84	93.02	120.86
Term Loan from Saraswat bank (Account No.910.000.000043495)	PLR-6.00%	202.28	202.28	434.18
Term Loan from Saraswat bank (Account No.910.000.000043500)	PLR-6.00%	193.20	531.70	580.00
Term Loan from Saraswat bank (Account No.910.000.000043506)	PLR-6.00%	95.76	303.09	398.85
Term Loan from Saraswat bank (Account No.910.000.000043515) (Foreign Currency Term Loan)	SOFR + 200bps	81.65	249.95	339.31
Term Loan from Saraswat bank (Account No.910.000.000075908)	PLR-6.00%	22.67	260.80	-
Term Loan from Saraswat bank (Account No.910.000.000075910)	PLR-6.00%	30.06	140.87	-
Vehicle loan from Saraswat Bank (Account No.910.000.000076894)	8.20%	16.57	45.50	-
Vehicle loan from ICICI Bank Ltd - 1	11.01%	-	-	2.10
Vehicle loan from ICICI Bank Ltd - 2	9.30%	5.89	7.43	12.49
		994.81	2,791.33	3,332.65
Less: Current maturities of non current borrowings			994.81	1,077.68
Sub Total	Sub total (a)		1,796.52	2,254.97
TERM LOANS FROM FINANCIAL INSTITUTION, SECURED				
Vehicle loan from Toyota Financial Services India Ltd.		9.16	9.16	18.84
Sub Total		9.16	9.16	18.84
Less: Current maturities of non current borrowings			9.16	9.75
Sub Total	Sub total (b)		-	9.09
	Sub total (a) +(b)		1,796.52	2,264.07
UNSECURED LOANS				
Deposits from Directors, Relatives of Directors and Companies			692.50	1,028.07
Sub Total	Sub total		692.50	1,028.07
Less: Current maturities of non current borrowings			390.75	157.07
Sub Total	Sub total (c)		301.75	871.00
PREFERENCE SHARE CAPITAL			1,071.00	1,071.00
			3,169.27	4,206.06

NOTES TO FINANCIAL STATEMENTS

Principal terms, security and repayment schedule of long term secured loans

Vehicle Loan from Saraswat Bank sanctioned amount ₹ 49.15 Lacs is secured by hypothecation of Vehicles, which is repayable in 36 monthly instalments and last instalment is falling due on 22nd December 2026. Rate of Interest 8.20% p.a.

Vehicle Loan - 1 from ICICI Bank Ltd. Sanctioned amount ₹ 9.62 Lacs is secured by hypothecation of Vehicles, which is repayable in 60 monthly instalments and last instalment was due on 1st February 2024.

Rate of Interest 9.30% p.a. This loan is closed on 1st February 2024.

Vehicle Loan - 2 from ICICI Bank Ltd. Sanctioned amount ₹ 24.31 Lacs is secured by hypothecation of Vehicles, which is repayable in 60 monthly instalments and last instalment is falling due on 15th July 2025. Rate of Interest 8.30% p.a.

Vehicle Loan from Toyota Financial Services India Ltd. Sanctioned amount ₹37.43 Lacs is secured by hypothecation of Vehicles, which is repayable in 48 monthly instalments and last instalment is falling due on 10th February 2025.

Rate of Interest 7.66% p.a.

Deposits accepted during the year from Directors, relatives of Directors and Companies and are repayable on maturity @ 9% p.a. interest. (Previous Year 10% p.a.)

Name of Bank	Loan Availed/ Sanctioned ₹ in Lacs	Repayment Details	Last Instalment
Term Loan from Indusind Bank (Account No. 510003494282)	1,275.59	15 Quarterly Instalments of Rs. 79.72 Lacs each	Rs. 79.72 Lacs during Jan 27

This loans was secured by hypothecation of plant & machineries, and equitable mortgage of factory land and building. Charge over current assets was created as Collateral security. First Pari passu charge on entire fixed assets (Both Present and Future) of the Company with Saraswat Co-operative Bank Ltd and second Pari passu charge on hypothecation of entire current assets.

Name of Bank	Loan Availed / Sanctioned ₹ in Lacs	Repayment Details	Last Instalment
Term Loan from Saraswat bank (Account No.910000000043486)	244.26	16 Monthly instalments of ₹ 15 Lacs each	₹ 4.26 Lacs during Mar. 24
Term Loan from Saraswat bank (Account No.910000000043487)	132.46	57 Monthly instalments of ₹ 2.32 Lacs each	₹ 0.22 Lacs during July 27
Term Loan from Saraswat bank (Account No.910000000043495)	530.80	27 Monthly instalments of ₹ 19.33 Lacs each	₹ 9.03 Lacs during Feb. 25
Term Loan from Saraswat bank (Account No.910000000043500)	580.42	36 Monthly instalments of ₹ 16.10 Lacs each	₹ 0.82 Lacs during Nov. 26
Term Loan from Saraswat bank (Account No.910000000043506)	438.75	54 Monthly instalments of ₹ 7.98 Lacs each	₹ 7.83 Lacs during May 27
Term Loan from Saraswat bank (Account No.910000000043515) (Foreign Currency Term Loan)	\$ 4.46	55 Monthly instalments of \$ 0.08 Lacs each	\$ 0.004 Lacs during May 27
Term Loan from Saraswat bank (Account No.910000000075908)	544.00	71 Monthly instalments of ₹ 7.56 Lacs each & 1 Monthly Instalment of ₹ 7.60 lac	₹ 7.60 Lacs during Dec. 30
Term Loan from Saraswat bank (Account No.910000000075910)	722.00	71 Monthly instalments of ₹ 10.02 Lacs each & 1 Monthly Instalment of ₹ 10.58 lac	₹ 10.58 Lacs during Dec. 30

This loans was secured by hypothecation of plant & machineries, tools, Equipment & Other fixed assets and equitable mortgage of factory land and building at Kagal location.

Charge over current assets was created as Collateral security. First Pari passu charge on entire fixed assets (Both Present and Future) of the Company with Indusind Bank Ltd and second Pari passu charge on hypothecation of entire current assets at Kagal Location.

NOTES TO FINANCIAL STATEMENTS

Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for the year ended March 31, 2024

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents	406.43	28.91
Non-Current Borrowings	(3,169.27)	(4,206.06)
Current Borrowings	(4,824.07)	(4,160.19)
Total	(7,586.91)	(8,337.34)

Particulars	Cash & Cash Equivalents	Borrowings	Total
Net Debt As on April 1, 2022	8.62	8,240.23	8,231.61
Cash Flows	20.29	248.51	228.22
Foreign Exchange Adjustment	-	-	-
Interest paid	-	1,285.38	1,285.38
Interest and Other Expenses	-	(1,407.87)	(1,407.87)
Net Debt As on March 31, 2023	28.91	8,366.25	8,337.34
Cash Flows	377.52	(478.23)	(855.75)
Foreign Exchange Adjustment	-	-	-
Interest paid	-	1,334.94	1,334.94
Interest and Other Expenses	-	(1,229.62)	(1,229.62)
Net Debt As on March 31, 2024	406.43	7,993.34	7,586.91

NOTE 12 a: Disclosure pertaining to Preference share capital

Authorised share capital - Preference shares of Rs 100 each

₹ in Lacs

Particulars	No. of shares	Amount
At 1 April 2022	13.00	1,300.00
Increase/(decrease) during the year	-	-
At 31 March 2023	13.00	1,300.00
Increase/(decrease) during the year	-	-
At 31 March 2024	13.00	1,300.00

Issued and subscribed share capital Preference shares of Rs 100 each

₹ in Lacs

Particulars	No. of shares	Amount
As at 1 April 2022	10.71	1,071.00
Changes during the year	-	-
As at 31 March 2023	10.71	1,071.00
Changes during the year	-	-
As at 31 March 2024	10.71	1,071.00

Each Share shall confer on the holders thereof, the right to a fixed preferential dividend from the date of allotment, at a rate of 10%, on the capital for the time being paid up or credited as paid up thereon. With effect from April 1, 2019 Preference Shares class was changed from Non - cumulative to Cumulative. Each share has priority to the equity share of the company, but shall not confer any further or other right to participate either in profits or assets of the Company. The shares are redeemable at any time after completion of one year but within twenty years from the date of allotment. As per Section 47 of The Companies Act, if the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company. The Board of Directors have proposed & recommended Preference Dividend of Rs.10/- per Preference Shares of Rs.100/- each on 10% Redeemable Cumulative Preference Shares per year for last 5 years i.e. from F.Y. 2019-20 to F.Y. 2023-24, subject to approval of members.

NOTES TO FINANCIAL STATEMENTS

Number of Shares held by each shareholder holding more than 5% Shares in the Company

Name of the Shareholder	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of share-holding	No. of shares	% of share-holding
S. B. Reshellers Pvt. Ltd.	5.96	55.65%	5.96	55.65%
The Ugar Sugar Works Ltd	4.75	44.35%	4.75	44.35%

Reconciliation of Share Capital

₹ in Lacs

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	Amount	No. of shares	Amount
Number of shares outstanding as at the beginning of the year	10.71	1,071.00	10.71	1,071.00
Add: No. of shares issued during the year	-	-	-	-
Less: Number of shares redeemed during the year	-	-	-	-
Number of shares outstanding as at the end of the year	10.71	1,071.00	10.71	1,071.00

Promoters' shareholding

Name of Promoter Shareholder	As At 31 March 2024		
	No. of shares	% of share-holding	% change during the year
S. B. Reshellers Pvt. Ltd.	5.96	55.65%	-

Promoters' shareholding

Name of Promoter Shareholder	As At 31 March 2023		
	No. of shares	% of share-holding	% change during the year
S. B. Reshellers Pvt. Ltd.	5.96	55.65%	-

NOTE 13: FINANCIAL LIABILITIES : OTHERS (NON CURRENT)

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Deposits from contractors	0.12	0.12
2. Preference Dividend Payable	-	428.40
Total	0.12	428.52

Notes :

- Other financial liabilities are measured at amortised cost.
- For explanations on the Company's Interest risk, Foreign currency risk and liquidity risk management processes, refer to Note 38A.

NOTE 14 : LONG-TERM PROVISIONS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Provision for employee benefits		
Provision for leave encashment	74.51	66.74
2. Provision for warranty	86.09	44.75
Total	160.60	111.49

NOTES TO FINANCIAL STATEMENTS

2 Provision for warranty

- a. Warranty is given to customers at the time of sale of castings manufactured. In case of subsequent casting rejections the same are rectified / replaced based on mutual discussion with customer

Movement of warranty provision :

₹ in Lacs

Particulars	Amounts
At 1 April 2022	28.47
Arising during the year	44.75
Utilised	28.47
Unused amount reversed	-
At 31 March 2023	44.75
Arising during the year	58.20
Utilised	16.86
Unused amount reversed	-
At 31st March 2024	86.09

NOTE 15 : DEFERRED TAX LIABILITY (NET)

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Deferred Tax Assets		
a. Provision for Doubtful debts & advances	4.03	26.47
b. Disallowances u/s 43 B of Income Tax Act	67.92	43.57
c. Carried Forward Loss & Other timing differences	7.60	11.54
Total Deferred Tax Asset	79.55	81.58
2. Less : Deferred Tax Liability		
a. Depreciation	(152.60)	(110.13)
b. Ind AS Adjustment	(5.85)	-
Total Deferred Tax Liability	(158.45)	(110.13)
Total	(78.91)	(28.55)

1. Reconciliation of deferred tax assets / (liabilities), net

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance as of 1 April	28.55	43.27
Tax income/(expense) during the year recognised in profit or loss	49.73	(17.45)
Tax income/(expense) during the year recognised in OCI	0.63	2.73
Closing balance as at 31 March	78.91	28.55

2. The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.
3. There is no change in the applicable tax rate of 25.168% compare to the previous year (31 March 2023: 25.168%)

NOTES TO FINANCIAL STATEMENTS
NOTE 16 : SHORT TERM BORROWINGS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest bearing borrowings from Banks		
a. Cash credit	2,874.16	1,867.77
b. Bills Payable	555.18	1,047.92
	3,429.34	2,915.69
2. Current Maturities of Long Term Debt		
a. From Banks	994.81	1,077.68
b. From Others	399.92	166.82
	1,394.73	1,244.50
Total	4,824.07	4,160.19

Aggregate secured borrowings 4,433.32 4,003.12

Aggregate unsecured borrowings 390.75 157.07

- Borrowings are measured at amortised cost.
- Cash Credit from Saraswat Co-Operative Bank & Indusind Bank is secured against Hypothecation of stock, book debts, current and future, and collateral security in nature of equitable mortgage of factory land and building and extended charge on Plant and Machineries of the Company. The cash credit is repayable on demand and carries rate of interest at PLR+7% p.a.
- There is no continuing default, as at the balance sheet date, in repayment of any of the above loans & interest thereon.
- For explanations on the company's Interest risk, foreign currency risk and liquidity risk management processes, refer to Note 38A.
- Quarterly returns or statements filed with bank are in arrangement with the books of accounts.

NOTE 17 : FINANCIAL LIABILITIES : TRADE AND OTHER PAYABLES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Acceptances	1,356.08	910.81
2. Due to micro, small and medium enterprises	219.17	42.20
3. Due to other than micro, small and medium enterprises	3786.73	4,250.99
Total	5,361.98	5,204.00

- Trade and other payables are measured at amortised cost.
- For explanations on the Company's Foreign currency risk and liquidity risk management processes, refer to Note 38A..

NOTES TO FINANCIAL STATEMENTS
Disclosure requirement for Current Trade payables

₹ in Lacs

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less Than 1 year	1-2 Years	2-3 Years	More than 3 years	
As at March 2024						
1. MSME	190.43	28.74	-	-	-	219.17
2. Acceptances	1,086.88	269.20	-	-	-	1,356.08
3. Others						-
a) external parties	3,263.56	418.00	-	-	-	3,681.56
b) related parties	81.64	23.52	-	-	-	105.16
4. Disputed Dues – MSME	-	-	-	-	-	-
5. Dispute Dues - Others	-	-	-	-	-	-
Total	4,622.51	739.46	-	-	-	5,361.98
As at March 2023						
1. MSME	-	52.26	-	-	-	52.26
2. Acceptances	-	909.05	-	-	-	909.05
3. Others		-	-	-	-	-
a) external parties	-	4,168.19	-	-	-	4,168.19
b) related parties	-	74.51	-	-	-	74.51
4. Disputed Dues – MSME	-	-	-	-	-	-
5. Dispute Dues - Others	-	-	-	-	-	-
Total	-	5,204.00	-	-	-	5,204.00

Terms and conditions of the above Trade payables:

Trade payables including related parties are non-interest bearing and having average term of 6 months except retention money payable.

NOTE 18 : FINANCIAL LIABILITIES : OTHER (CURRENT)

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest accrued but not due on borrowings	13.61	15.39
2. Payable for capital purchases		
a. To MSME	6.37	23.58
b. To Others	312.94	39.47
3. Employee benefits payable	226.70	126.00
4. Security Deposits of Civil Contractors	10.26	10.26
5. Other financial liabilities	380.85	236.40
6. Preference Dividend Payable	535.50	-
Total	1,486.24	451.10

- Other financial liabilities are measured at amortised cost.
- For explanations on the Company's Interest risk, Foreign currency risk and liquidity risk management processes, refer to Note 38A.

NOTES TO FINANCIAL STATEMENTS
NOTE 19 : OTHER CURRENT LIABILITIES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advance from customers	-	27.25
2. Other payables		
a. Statutory dues including provident fund and tax deducted at source	31.62	27.53
Total	31.62	54.78

NOTE 20 : SHORT-TERM PROVISIONS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Provision for employee benefits		
a. Provision for gratuity (Refer note no. 36)	11.06	13.78
b. Provision for leave encashment	7.15	6.90
Total	18.21	20.68

1. Employee benefits obligations
a. Gratuity

The Company provides gratuity for employees as per the Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity is payable on retirement or termination whichever is earlier. The level of benefits provided depends on the member's length of service and salary at retirement age. The gratuity plan is funded plan.

b. Compensated absences

The leave obligation covers the Company's liability for earned leaves. Also refer Note 36 for detailed disclosure.

NOTE 21 : REVENUE FROM OPERATIONS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Revenue from Contract with Customers		
a. Sale of products		
i. Windmill Castings	21,794.41	20,558.83
ii. Other Castings	10,386.76	8,027.88
b. Service Charges		
i. Sale of services	3.07	19.40
Total Revenue from Contract with Customers	32,184.24	28,606.11
2. Other Operating Revenues		
a. Sale of Pattern	287.16	199.15
b. Export Incentive	95.21	59.83
c. Sale of Scrap	64.36	106.08
Total other operating Revenues	446.73	365.06
Total	32,630.97	28,971.17

NOTES TO FINANCIAL STATEMENTS

Details of revenue contributed by single customer that exceeds 10% of total revenue:

Name of the Customer	2023-24	2022-23
Vestas Wind Technology India Pvt. Ltd.	23.93%	30.31%
Servion Wind Technology Pvt. Ltd.	10.87%	5.97%
Siemens Gamesa Renewable Power Pvt. Ltd.	9.84%	24.42%

NOTE 22 : OTHER INCOME

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest Income		
a. On Income Tax and Sales Tax and VAT Refund	2.89	2.89
b. On Bank Deposits	34.29	23.73
	37.18	26.62
2. Other		
a. Net foreign currency exchange gain on transactions	41.33	33.58
b. Fair Value Changes in Financial Liabilities (FVTPL)	7.55	-
c. Dividend Received	0.03	-
d. Gain on disposal of property, plant and equipment	7.79	10.29
e. Provision no Longer required written back	87.45	-
f. Credit Balance written back	0.40	-
	144.55	43.87
Total	181.73	70.48

NOTE 23 : COST OF RAW MATERIALS CONSUMED

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Raw materials consumed	12,905.49	13,051.98
2. Pattern Material Consumed	296.60	168.78
Total	13,202.09	13,220.75

NOTE 24 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Opening inventory (A)		
a. Work-in-process	3,835.89	3,227.55
b. Finished goods	202.60	188.46
c. Finished goods in Transit	472.65	415.63
	4,511.14	3,831.64
2. Closing Inventory (B)		
a. Work-in-process	3,183.36	3,835.89
b. Finished goods	382.49	202.60
c. Finished goods in Transit	580.79	472.66
	4,146.64	4,511.15
Changes in inventory (A - B)	364.50	(679.51)

NOTES TO FINANCIAL STATEMENTS
NOTE 25 : EMPLOYEE BENEFITS EXPENSE

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Salaries, wages, bonus, commission, etc.	1,367.17	1,121.98
2. Wages Contract Labour	1,249.91	1,146.26
3. Gratuity (Refer Note 36)	28.99	24.88
4. Contribution to provident and other funds (Refer Note 36)	57.86	55.34
5. Welfare and training expenses	80.02	70.16
Total	2,783.95	2,418.62

NOTE 26 : FINANCE COSTS

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest Expense		
a. Interest on Term Loan, CC and Bill discounting etc.	1,147.63	1,121.14
b. Preference Dividend on Redeemable Preference Shares	107.10	107.10
c. Net interest expense/(income) on defined benefit obligation (Refer Note 36)	(0.08)	0.93
d. Interest expense - others	2.34	8.89
	1,256.99	1,238.06
2. Other borrowing cost		
a. Bank Commission & Charges	1.58	67.81
b. Bank LC Charges	47.55	36.41
c. Bank Processing Charges	28.82	65.59
	77.95	169.81
Total	1,334.94	1,407.87

NOTE 27 : DEPRECIATION AND AMORTIZATION EXPENSE

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Depreciation and amortization expense		
a. Depreciation on Property, Plant and Equipment	1206.39	1,189.05
b. Amortization of Intangible assets	3.09	9.90
	1,209.48	1,198.95
2. Amount written off against leasehold land	-	-
Total	1,209.48	1,198.95

NOTE 28 : OTHER EXPENSES

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Manufacturing expenses		
a. Stores and Spares consumed	4,206.35	4,355.21
b. Power and fuel	2,636.77	2,352.47
c. Machinery spares	94.08	83.16
d. Repairs to machinery	30.60	14.42
e. Repairs to Building	10.25	2.51
f. Repairs to Others	36.86	39.77
g. Outside Labour Charges	3,387.74	2,679.68
h. Others manufacturing expenses	117.70	103.60
	10,520.35	9,630.82

NOTES TO FINANCIAL STATEMENTS

2. Selling expenses		
a. Freight outward	933.54	878.55
b. Packing and forwarding	304.43	470.86
c. Provision for Warranty	23.08	34.55
d. Provision for doubtful debts	1.50	17.72
e. Bad Debts Written off	87.62	-
	1,350.17	1,401.68
3. Administration expenses		
a. Rent	100.85	69.42
b. Rates and taxes	25.90	55.10
c. Insurance	22.63	26.01
d. Other repairs and maintenance	26.82	20.28
e. Travelling and conveyance	86.89	54.71
f. Communication expenses	8.34	8.39
g. Printing and stationery	7.16	3.47
h. Fair Value Changes in Financial Liabilities (FVTPL)	-	26.82
i. Professional charges	46.03	34.21
j. Auditor's remuneration		
i. Statutory Audit Fees	3.00	2.55
ii. Tax Audit Fees	-	-
iii. Limited Review Fees	0.60	0.45
iv. Certification Charges	0.16	0.03
v. Reimbursement of Expenses	0.02	-
k. Spend on CSR activities (Refer Note 41)	-	10.00
l. Directors' Sitting Fees	3.45	2.45
m. Miscellaneous expenses	21.36	23.76
n. Staff & Guest Expenses	14.79	8.86
o. Garden Expenses	0.98	0.26
p. Security Charges	30.88	26.11
q. Bad debts and irrecoverable balances written off	81.50	-
	481.66	373.18
Total	12,352.18	11,405.68

NOTE 29 : Other comprehensive income not to be reclassified to profit or loss in subsequent periods: ₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
1. Re-measurement gains / (losses) on defined benefit plans	2.52	10.85
2. Income tax effect on above	(0.63)	(2.73)
Total	1.89	8.12

Note 30 : Income Tax and Deferred Tax

(1) The major components of income tax expense for the period ended 31 March 2024 and 31 March 2023 are:

(a) Profit or loss

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Current income tax:		
Current income tax charge	359.60	-
Deferred tax:		
Relating to origination and reversal of temporary differences	49.72	(17.45)
Income tax expense reported in the statement of profit or loss	409.32	(17.45)

NOTES TO FINANCIAL STATEMENTS

(b) Other Comprehensive Income

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

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax charged to OCI	(0.63)	(2.73)

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2024 and 31 March 2023

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Accounting profit before tax	1,565.56	69.29
At statutory income tax rate of 25.168% (a)	394.02	17.44
Adjustments		
Preference Dividend Expense	26.95	26.95
Other Disallowance	(11.65)	(61.84)
Total (b)	15.30	(34.89)
Tax expenses at effective rate (a+b)	409.32	(17.45)
Total Tax expense as per books	409.32	(17.45)

The companies effective tax rates for the year ended 31st March 2024 and 31st March 2023 were

26.15%

-25.18%

(2) Movement in deferred tax

(a) Deferred tax relates to the following: (DTL)/DTA

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Property, plant and equipment (Depreciation)	(152.60)	(110.14)
Employee benefits - compensated absences	75.52	43.57
Provision for doubtful debts and advances	4.03	26.48
Carry Forward Loss	-	11.54
Others - DTA/(DTL)	(5.86)	-
Net deferred tax (liabilities)/assets other than MAT credit	(78.91)	(28.55)

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Property, plant and equipment (Depreciation)	42.46	(27.85)
Employee benefits - compensated absences	(31.95)	(7.95)
Provision for doubtful debts and advances	22.44	(4.46)
Carry Forward Loss	11.54	32.62
Others - DTA/(DTL)	5.23	(9.81)
Deferred tax expense/(income)	49.72	(17.45)

(b) Reflected in balance sheet as

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax asset	79.55	81.58
Deferred tax liability	(158.46)	(110.14)
Net Deferred tax asset/(liability)	(78.91)	(28.55)

NOTES TO FINANCIAL STATEMENTS
(3) Movement in current tax

₹ in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Non Current tax (asset)/ liability as at beginning of period	(32.44)	(66.04)
Add : Refund Received during the year	30.72	65.29
Less : TDS credit of previous year	(10.28)	(31.69)
Current and Non Current tax (asset)/ liability as at end of period	(12.00)	(32.44)

₹ in Lacs

Reflected in balance sheet as	As at March 31, 2024	As at March 31, 2023
Provision for income tax	359.60	-
Current advance tax	(364.19)	-
Non- current advance tax (net of provision)	(7.41)	(32.44)
Total	(12.00)	(32.44)

NOTE 31. Corporate Information

Synergy Green Industries Limited ("the Company") is a public limited Company incorporated in 2010, had listed on BSE & NSE. Company has its corporate office situated at 392, E ward, Shahupuri, Kolhapur-416001 and the works is situated at Kagal - Hatkanangale Five Star Industrial Area, Kolhapur-416216.

The Company is engaged in the business of foundry i.e., manufacturing of wind turbine casting and other large precision castings. The Company started as a green filed foundry project during 2011 and entered in commercial operation in June 2012.

NOTE 32. Statement of Compliance

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time and other relevant provisions of the Act.

NOTE 33. Material accounting policies
NOTE 33.1. Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as issued under the Companies (Indian Accounting Standards) Rules, 2015 (as amended till date)

The financial statements were authorized for issue by the Board of Directors as on 22nd May, 2024.

NOTE 33.2. Basis of measurement

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 value 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.

NOTE 33.3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the company's functional currency. All financial information is presented in INR rounded to the nearest Lakhs except share and per share data, unless otherwise stated.

Exchange differences are recognized in the Statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

NOTE 33.4. Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, current assets, non-current assets, current liabilities, noncurrent liabilities and disclosure of the contingent liabilities at the end of each reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying value of assets or liabilities in future periods.

NOTES TO FINANCIAL STATEMENTS

This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

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

Critical estimates and judgments

The areas involving critical estimates or judgments are:

1. Estimation of defined benefit obligation – Refer note 36

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates, attrition rate etc. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables which tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on past historical average and future expectation of inflation rates.

Further details about gratuity obligations are given in Note 36.

2. Impairment - Refer no. 33.16

The Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value.

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

3. Deferred tax assets are recognized for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

4. Lease term - The company has applied provisions of Ind AS 116 effective 01st April, 2019. The said standard provides for certain recognition exemptions for short term leases as well as provides for certain criteria when the lease contracts are non-enforceable. The determination of lease term for the purpose of availing such exemptions and evaluation of such criteria for non-enforceability of a contract involves significant judgment.

Current versus non-current classification

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

An asset is current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

NOTES TO FINANCIAL STATEMENTS

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

NOTE 33.5. Inventories

- Raw materials, components, stores and spares are valued at cost or net realizable value whichever is lower. Cost includes all cost of purchase and incidental expenses incurred in bringing the inventories to their present location and condition. Cost is ascertained using weighted average method.
- Work-in-process and finished goods are valued at cost or net realisable value whichever is lower. Cost includes direct materials, labour costs and a proportion of manufacturing overheads i.e. cost of conversion. Variable production overheads are allocated to each unit of production on the basis of the actual use of the production facilities. Fixed overheads are allocated based on the normal operating capacity, or actual capacity if actual capacity approximates normal capacity.
- Materials-in-transit are valued at actual cost incurred up to the date of balance sheet.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
- Runners and Risers are valued at replacement cost or net realisable value whichever is lower.
- The inventory of patterns purchased and held for sale is valued at lower of cost and net realizable value. The cost comprises of all the costs of purchases and other costs incurred in bringing the inventories to their present location and condition

NOTE 33.6. Cash and short-term deposits

Cash and short-term deposits in the balance sheet comprise cash at banks and on hand and highly liquid short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

NOTE 33.7. Property, plant and equipment

• Recognition and measurement

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the entity; and the cost of the item can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Items of property, plant and equipment are measured at cost of acquisition or deemed cost applied on transition to Ind AS or cost of construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use by the management; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under "Other non-current assets".

Assets value up to 5,000 are fully depreciated in the year of acquisition.

NOTES TO FINANCIAL STATEMENTS

- **Subsequent costs**

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

- **Disposal**

An item of property, plant and equipment is derecognized upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/expenses in the statement of profit and loss.

- **Depreciation**

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is provided on the "Written Down value" Method, as per the useful life of assets prescribed in Part C of Schedule II of Companies Act, 2013, except "Tools and Equipment" which is depreciated using Straight Line Method (SLM).

Life of Dies and Moulds is taken as 8 years, Plant & Machinery is taken as 25 years & Tools & Equipment is taken as 4 years based on technical evaluation.

Depreciation on addition to assets or sale/disposal of assets is calculated pro rata from the date of put to use or up to the date of sale/disposal, as the case may be.

Depreciation is not calculated on capital work in progress until construction or installation is completed and the asset is when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The useful lives of assets are reviewed by the management at each financial year end & revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised useful life of asset

NOTE 33.8. Intangible assets and amortization

- **Recognition and measurement**

Intangible assets are recognised when the it meets the definition of intangible asset and it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured.

Intangible assets acquired by the Company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

- **Subsequent measurement**

Subsequent expenditure is capitalised only when it recognition only when such asset meets definition of intangible asset and recognition criteria mentioned above.

- **Amortization**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its Intangible assets which consist of computer software is amortised over a period of three years and ATAS software is amortised over a period of 25 years.

NOTE 33.9. Revenue recognition

Revenue is recognized when (or as) a performance obligation is satisfied, at the transaction price. The company uses 5 steps model given by Ind AS 115 i.e. identifying contract, identifying performance obligation, determination of transaction price, allocation of transaction price over performance obligation and recognition of revenue when performance obligation is satisfied. A company's performance obligation is satisfied when it transfers control over a good or service to a customer i.e. when goods/ services are delivered/provided to the customer.

Revenue is measured at the transaction price i.e. Consideration to which a company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties and after considering effect of variable consideration, significant financing component.

NOTES TO FINANCIAL STATEMENTS

For contracts with multiple performance obligations, the transaction price is allocated to different obligations based on their standalone selling price. In such case, revenue recognition criteria are applied for each separately to different performance obligations, in order to reflect the substance of the transaction and revenue is recognised separately for each obligation as and when the recognition criteria for the component is fulfilled.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Amounts included in revenue are net of returns, trade allowances, rebates, goods and service tax.

Trade receivables that do not contain a significant financing component (determined in accordance with Ind AS 115 Revenue from Contracts with Customers) are initially measured at their transaction price.

Other income

Other income comprises of interest income, dividend income, foreign currency gain on financial assets and liabilities, profit on sale of non-financial assets export benefits and fair value changes on financial instruments.

Dividend income is recognised when the Company's right to receive the payment is established, which is in the year when shareholders approve the dividend.

Interest income is recognised as it accrues in the statement of profit and loss, using the effective interest method. Export benefits in the form of Duty Draw Back claims are recognised in the statement of profit and loss on the date that the Company's right to receive payment is established. The company presents interest income on financial assets at Fair Value through Profit & Loss separately from fair value changes on financials assets.

NOTE 33.10. Finance costs

Finance costs comprise of interest expense on borrowings, and foreign currency loss on financial assets and liabilities, bank charges and commission. Interest expenditure are recognised as it accrues in the statement of profit and loss, using the effective interest method. Other finance cost is recognized as it accrues.

NOTE 33.11. Foreign currencies transactions

The financial statements are presented in INR, which is also the company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded at functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognized using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. 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 recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

NOTE 33.12. Employee Benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services, cost of bonus and short-term compensated absences, leave travel allowance etc. are recognized in the period in which the employee renders the related service.

Post-Employment Benefits

Defined Contribution Plans

The Company has state governed provident fund scheme and employee state insurance scheme as defined contribution plans. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service.

NOTES TO FINANCIAL STATEMENTS

Defined Benefit Plans

The employees' gratuity fund scheme is the Company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized 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.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Past service cost is recognized as expenses on a straight-line basis over the average period until the benefits become vested. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Long Term Employee Benefit

The obligation for long term employee benefits such as long-term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned above.

Accumulated leaves that are expected to be utilized within the next 12 months are treated as short term employee benefits.

NOTE 33.13. Income Taxes

Current income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at the end of reporting period. Management periodically evaluates positions taken in tax returns with respect to situation 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.

The offset of current tax assets and current tax liabilities if the company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

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

NOTES TO FINANCIAL STATEMENTS

deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTE 33.14. Provisions

A Provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources is expected to settle the obligation, in respect of which a reliable estimate can be made.

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

Contingent liability is disclosed in case of:

a) a present obligation arising from past events, when it is not probable that an outflow of resources

will be required to settle the obligation.

b) present obligation arising from past events, when no reliable estimate is possible

c) a possible obligation arising from past events where the probability of outflow of resources is remote.

Contingent assets are neither recognized, nor disclosed except when an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

NOTE 33.15. Leases

Lease is a contract that provides to the customer (lessee) the right to use an asset for a period of time in exchange for consideration. A lessee is required to recognize assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognize depreciation of leased assets separately from interest on lease liabilities in the statement of Profit and Loss.

As a Lessee

Initial Measurement

Right to use asset

At the commencement date, the Company measures the right-of-use asset at cost. The cost of the right of-use asset shall comprise:

- the amount of the initial measurement of the lease liability
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the lessee; and
- an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset the lease, unless those costs are incurred to produce inventories.

The lessee incurs the obligation for those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period.

Lease liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise the following payments:

NOTES TO FINANCIAL STATEMENTS

- fixed payments (including in substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent measurement Right to use asset

Subsequently the Company measures the right-of-use asset at cost less any accumulated depreciation and any Accumulated impairment losses.

Lease Liability

Subsequently the Company measures the lease liability by:

- increasing the carrying amount to reflect interest on the lease liability at the interest rate implicit in the lease, if that rate can be readily determined or the Company's incremental borrowing rate.
- reducing the carrying amount to reflect the lease payments made; and
- re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

NOTE 33.16. Impairment of non-financial assets

The company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount and the reduction is treated as impairment loss and recognized in profit and loss account. If at any subsequent balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

NOTE 33.17. Fair value measurement

The Company measures financial instruments at fair value if they are to be measured at fair value are accordance with Ind AS, such as investment 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 or the most advantageous market must be accessible by the Company.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are 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:

NOTES TO FINANCIAL STATEMENTS

- 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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

External valuation experts are involved for valuation of significant assets and liabilities. The involvement of external valuation experts is decided upon annually by the management.

NOTE 33.18. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and 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 and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. Trade Receivables that do not contain a significant financing component are measured at transaction price.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Company amortizes all transactions cost over period of financial instrument on straight line basis.

Financial assets

Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these 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.

The Company in respect of certain equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument-by-instrument basis at the time of initial recognition of such equity investments. These investments are held for medium or long-term purposes. The Company has chosen to designate these investments in equity instruments as fair value through other comprehensive income as the management believes this provides a more meaningful presentation for medium or long-term investments, than reflecting changes in fair value immediately in the statement of profit and loss.

Financial assets not measured at amortised cost or at fair value through other comprehensive income are carried at fair value through profit and loss.

NOTES TO FINANCIAL STATEMENTS

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits etc.
- financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- Loan commitments which are not measured as at FVTPL

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

NOTES TO FINANCIAL STATEMENTS

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Derivative financial instruments

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to cross currency swaps. The instruments are employed as hedges of transactions included in the financial statements.

Derivatives are initially accounted for and measured at fair value on the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period.

Note: 33.19. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period as reduced by number of shares bought back, if any. The weighted average number of equities shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equities shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Note : 34 Contingent liabilities Other money for which the company is contingently liable for

₹ in Lacs

Particulars	31 March 2024	31 March 2023
i) Excise & Service Tax [Amount paid under protest ₹ 9.39 Lacs (Previous Year ₹ 9.39 Lacs)]	12.34	12.34
ii) Goods & Service Tax [Amount paid under protest ₹ 26.90 Lacs.(Previous Year ₹ 26.90 Lacs)]	534.12	534.12
Total	546.46	546.46

Note : 35 Commitments

₹ in Lacs

Particulars	31 March 2024	31 March 2023
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	528.72	244.18
(b) Other Commitments		
i) EPCG License towards duty saved and interest thereon (Refer Note A below)	340.47	335.99
ii) PSI Scheme 2007 towards exemption of stamp duty on mortgage (Refer Note B below)	19.91	18.90
iii) PSI Scheme 2007 towards exemption of Electricity duty for a period of 15 years (Refer Note B below)	2,495.65	2,017.97
Total	3,384.75	2,617.04

Note A : EPCG License towards duty saved and interest thereon

- Authorisation Holder shall be under obligation to export items as per details mentioned in this Authorisation. The Export Obligation shall be 6 times of the duty saved on import of Capital Goods on FOB basis within a period of 6 years (Block Years: 1st to 4th year (1st Block) - 50% and 5th to 6th year (2nd Block)- 50%) and shall be reckoned from the date of issue of this Authorisation.

NOTES TO FINANCIAL STATEMENTS

- ii Authorization Holder shall also be required to maintain the past average level of exports [achieved by the EPCG applicant in the preceding three licensing years] for the same and similar products, as endorsed on this Authorisation for the entire export obligation period, including extended period, if any. This annual average Export Obligation is in addition to the FOB value of exports mentioned in Point i above.
- iii EO shall be fulfilled by the authorisation holder through export of goods which are manufactured by him or his supporting manufacturer / services rendered by him, for which the EPCG authorisation has been granted.
- iv Authorization Holder may discharge the export obligation by way of direct exports as well as through third party exports. Exports to SEZ units/Supplies to developers/co-developers irrespective of currency of realisation would also be counted for discharge of Export Obligation. Deemed exports as specified under Para 7.02 (a), (b), (e), (f) and (h) of the Foreign Trade Policy 2015-2020 shall also be counted towards fulfilment of Export Obligation.
- v Authorization Holder shall mention this EPCG Authorisation number and date on all export documents of shipments for consideration of exports towards EO fulfilment of the EPCG Authorisation. In case, the Authorization Holder has supporting manufacturer(s), the name of the supporting manufacturer(s) shall also be indicated in Shipping Bills.

Note B : PSI Scheme 2007

Commitments mentioned under point ii & iii above are based on commitments mentioned in Eligibility certificate issued by the authority. This includes unrestricted access to factory for inspection of books and register etc., employment of employees and salaries based on conditions mentioned in certificate, submission of documents, forms etc. Also

- i not to transfer/shift/lease/hire with or without consideration of fixed assets,
- ii diuse/keep assets without write of, shift or close unit from existing location
- iii Change in constitution or management of company
- iv Company should not get merged or amalgamate with other company.

Note : 36 Employee Benefits:

i. Defined Contribution Plans:

a. Provident fund:

The Company provides provident fund benefits for eligible employees as per applicable regulations wherein both employees and the Company make monthly contributions at a specified percentage of the eligible employee's salary. Contributions under such schemes are made to state managed funds. Benefits provided under plans wherein contributions are made to state managed funds and the Company does not have a future obligation to make good short fall if any, are treated as a defined contribution plan.

Amount of ₹ **57.86 Lakhs** in F.Y: 2023-24 (₹55.34 lakhs in F.Y: 2022-23) is recognised as an expense and included in Employees benefits expense (Note-25 in the Statement of Profit and Loss.)

ii. Defined Benefit Plans:

a) The amounts recognised in Balance Sheet are as follows : Funded Plan

₹ in Lacs

	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
A.	Amount to be recognised in Balance Sheet		
	Present Value of Defined Benefit Obligation at the end of period	237.88	206.03
	Less: Fair Value of Plan Assets at the end of period	226.81	192.25
	Amount to be recognised as liability or (asset)	11.07	13.78
B.	Amounts reflected in the Balance Sheet		
	Long Term Provision	237.88	206.03
	Non-Current Liability	226.81	192.25
	Net Liability/(Asset) (Refer Note 14 & 20)	11.07	13.78

NOTES TO FINANCIAL STATEMENTS
b) The amounts recognised in the Statement of Profit and Loss are as follows: Funded Plan ₹ in Lacs

	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
1	Current Service Cost (Refer Note 25)	28.99	24.88
2	Net Interest (income)/expenses	(0.08)	0.93
	Net periodic benefit cost recognised in the statement of profit & loss (refer note 25 & 26)	28.91	25.82

c) The amounts recognised in the statement of other comprehensive income (OCI) : Funded Plan ₹ in Lacs

	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
1	Opening amount recognised in OCI outside profit and loss account	42.58	53.44
2	Remeasurements for the year - Obligation (Gain)/loss	(3.95)	(12.08)
3	Remeasurement for the year - Plan assets (Gain) / Loss	1.43	1.22
4	Total Remeasurements Cost	40.06	42.58
5	Less: Accumulated balances transferred to retained earnings	-	-
6	Total Remeasurements Cost / (Credit) for the year recognised in OCI (refer note 29)	(2.52)	(10.85)
	Closing balances (remeasurement (gain)/loss recognised OCI	40.06	42.58

d) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows: Funded Plan ₹ in Lacs

	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
1	Balance of the present value of Defined benefit Obligation at the beginning period	206.03	185.19
2	Interest expenses	15.14	12.98
3	Past Service Cost	-	-
4	Current Service Cost	28.99	24.88
5	Benefits paid	(8.34)	(4.94)
6	Remeasurements on obligation - (Gain) / Loss	(3.95)	(12.08)
	Present value of obligation as at the end of the period	237.87	206.03

NOTES TO FINANCIAL STATEMENTS

- e) **Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows: Funded Plan** ₹ in Lacs

	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
1	Fair value of the plan assets as at beginning of the period	192.25	157.02
2	Acquisition adjustment	-	-
3	Transfer in/(out)	-	-
4	Interest income	15.22	12.04
5	Contributions	29.77	30.00
6	Benefits paid	(8.34)	(4.94)
7	Amount paid on settlement	-	-
8	Return on plan assets, excluding amount recognized in Interest Income - Gain / (Loss)	(1.43)	(1.22)
9	Mortality Charges and Taxes	(0.66)	(0.65)
10	Fair value of plan assets as at the end of the period	226.81	192.25

- f) **Net interest (Income) /expenses: Funded Plan** ₹ in Lacs

Sl. No.	Particulars	31 March 2024	31 March 2023
		Gratuity Plan	Gratuity Plan
		(Funded)	(Funded)
1	Interest (Income) / Expense – Obligation	15.14	12.97
2	Interest (Income) / Expense – Plan assets	(15.22)	(12.04)
3	Net Interest (Income) / Expense for the year	(0.08)	0.93

- g) **Remeasurement for the year (Actuarial Gain/Loss)** ₹ in Lacs

Particulars	31 March 2024	31 March 2023
Experience(Gain)/Loss on plan liabilities	(9.83)	(5.04)
Demographic (Gain)/Loss on plan liabilities	(1.20)	0.61
Financial (Gain)/Loss on plan liabilities	7.08	(7.10)
Experience(Gain)/Loss on plan assets	2.25	2.41
Financial (Gain)/Loss on plan assets	(0.81)	(1.19)

- h) **The broad categories of plan assets as a percentage of total plan assets of Employee's Gratuity Scheme are as under:** ₹ in Lacs

Sl. No.	Particulars	Percentage	Percentage
		2023-24	2022-23
1	Funds managed by insurer	100%	100%
	Grand Total	100%	100%

Basis used to determine the overall expected return

The net interest approach effectively assumes an expected rate of return on plan assets equal to the beginning of the year discount rate. Expected return of 7.50% in F.Y: 2023-24 (7.10% in F.Y: 2022-23) has been used for the valuation purpose.

NOTES TO FINANCIAL STATEMENTS

i) The amounts pertaining to defined benefit plans are as follows: **Funded Plan** ₹ in Lacs

Particulars	31 March 2024	31 March 2023
	Gratuity Plan	Gratuity Plan
	(Funded)	(Funded)
Defined Benefit Obligation	237.88	206.03
Plan Assets	226.81	192.25
(Surplus)/Deficit	(11.06)	13.78

Significant estimates

j) **Principal actuarial assumptions at the balance sheet date (expressed as weighted averages)**

- Discount rate as at 31-03-2024 - 7.20% (7.50% in F.Y: 2022-23)
- Expected return on plan assets as at 31-03-2024 - 7.50% (7.10% in F.Y: 2022-23)
- Salary Increment rate as at 31-03-2024 Staff 9.00% & Directors 5% (Staff 7.00% & Directors 5% in F.Y: 2022-23)
- Attrition rate as at 31-03-2024: 10.10% (9.43% in F.Y: 2022-23)
- The estimates of future salary increase considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

k) **General descriptions of defined plans:**

1 Gratuity Plan:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement whichever is earlier. The benefit vests after five years of continuous service.

2 Company's Pension Plan:

The company operates a Pension Scheme for specified ex-employees through a Employees family pension Scheme of 1971 notified by government. wherein the beneficiaries are entitled to defined monthly pension.

l) The Company has contributed ₹ 29,77,862 to its gratuity fund in 2024. The Company has informed me that it intends to contribute ₹ 30,00,000 towards its gratuity fund in 2023.

m) **Sensitivity analysis**

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the out come of the Present value of obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact

₹ in Lacs

Sl. No.	Change in assumption	Effect on Gratuity obligation	Effect on Gratuity obligation
		31 March 2024	As at 31 March 2023
1 Discount rate			
	Decrease by 6.20%	259.49	190.13
	Increase by 8.20%	219.26	224.41
2 Salary increase rate			
	Increase by 1%	256.85	222.23
	Decrease by 1%	221.17	191.70
3 Withdrawal rate			
	Increase by 1%	237.55	206.43
	Decrease by 1%	238.29	207.11

NOTES TO FINANCIAL STATEMENTS

Average Duration

Weighted average duration of the plan (based on discounted cash flows using mortality, withdrawal rate and interest rate) is 13.08 years.

Expected Future Benefit Payments

The following benefits payments for each of the next five years and the aggregate five years thereafter, are expected to be paid: ₹ in Lacs

Year Ending March 31	Expected Benefit Payment rounded to nearest thousand
2025	11.76
2026	61.60
2027	11.63
2028	13.86
2029	80.65
2030-2034	118.24

The above cashflows have been arrived at based on the demographic and financial assumptions mentioned earlier in section

Risk Exposure:

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as companies take on uncertain long term obligations to make future benefit payments.

1. Liability Risk

a. Asset liability Mismatch Risk

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the company is successfully able to neutralize valuation swings caused by interest rate movements. Hence companies are encouraged to adopt asset-liability management.

b. Discount Rate Risk

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practise can have a significant impact on the defined benefit liabilities

c. Future Salary Escalation and Inflation Risk

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

2. Asset Risk

All plan assets are maintained in a trust fund managed by a public sector insurer viz; Life Insurance Corporation of India

The company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.

NOTES TO FINANCIAL STATEMENTS

Note 37 : Related party disclosures

(A) Names of the related party and nature of relationship where control exists

There are no parties where control exists

(B) Names of the related party and nature of relationship

Sr. No.	Name of the related party	Nature of relationship
1	S.B. Reshellers Pvt. Ltd.	Enterprise having significant influence

(C) Names of the related parties with whom transactions have been entered into

I. Key Management Personnel

Sr. No.	Name of the related party	Nature of relationship
1	Shri Sachin Rajendra Shirgaokar	Chairman & Managing Director (CMD)
2	Shri Sohan Sanjeev Shirgaokar	Joint Managing Director (Jt.MD)
3	Shri V. S. Reddy	Executive Director
4	Shri Shishir Suresh Shirgaokar	Non Executive Director
5	Shri. Chandan Sanjeev Shirgaokar	Non Executive Director
6	Shri Suhas Bhalchandra Kulkarni	Chief Financial Officer
7	Shri Nilesh Mohan Mankar	Company Secretary

II. Relative of Key Management Personnel

Sr. No.	Name of the related party	Nature of relationship
1	Sou. Laxmi Sachin Shirgaokar	Wife of CMD
2	Ms. Shreya Sachin Shirgaokar	Daughter of CMD
3	Ms. Priya Sachin Shirgaokar	Daughter of CMD

III. Enterprises over which KMP or Relatives of KMP are able to Exercise significant influence

Sr. No.	Name of the related party	Nature of relationship
1	V. S. Shirgaokar Enterprises LLP	CMD, Spouse of CMD, Father of CMD are Partners
2	D. M. Shirgaokar Enterprises LLP	CMD, Jt. MD are Partners
3	Suresh Shirgaokar Enterprises LLP	Brother of Jt. MD & Father of CMD are Partners
4	The Ugar Sugar Works Ltd.	Jt. MD is whole time director
5	Shishir Shirgaokar Enterprise LLP	Jt. MD is Partner
6	Shri Siddhivinayak Ganapati Cancer Hospital	Non-Executive Director is Chairman
7	Tara Tiles Pvt. Ltd.	CMD & Jt. MD are directors
8	Prafulla Shirgaonkar Enterprises LLP	Father of CMD is Partner

NOTES TO FINANCIAL STATEMENTS
(D) Disclosure of related parties transactions

₹ in Lacs

Sr No	Nature of transaction	2023-24		2022-23	
		Total Amount	Amount	Total Amount	Amount
1	Purchase of goods	252.08		270.23	
	S. B. Reshellers Pvt. Ltd.		250.71		268.62
	The Ugar Sugar Works Limited		1.37		1.61
2	Labour Charges Paid	3.80		1.19	
	S. B. Reshellers Pvt. Ltd.		3.80		1.19
3	Office Rent Paid	3.00		2.65	
	S. B. Reshellers Pvt. Ltd.		3.00		2.65
4	Purchase of Fixed Assets	133.60		56.58	
	S. B. Reshellers Pvt. Ltd.		129.34		56.58
	Tara Tiles Pvt. Ltd.		4.27		-
5	Revenue from contracts with Customers	0.66		-	
	S. B. Reshellers Pvt. Ltd.		0.66		-
6	Interest Payment	42.18		44.67	
	Ms. Shreya S. Shirgaokar		5.82		6.32
	Mrs. Laxmi S. Shirgaokar		7.20		7.26
	Ms. Priya S. Shirgaokar		1.15		1.15
	Shri Shishir Shirgaokar		4.99		5.90
	D M Shirgaokar Enterprises LLP		2.18		2.20
	Shishir Shirgaokar Enterprises LLP		3.16		3.20
	Suresh Shirgaokar Enterprises LLP		5.43		6.32
	Prafulla Shirgaonkar Enterprises LLP		4.07		4.07
	V S Shirgaokar Enterprises LLP		8.20		8.25
7	Repayment of Deposit	278.32		90.00	
	Mrs. Laxmi S. Shirgaokar		66.00		-
	Shri Shishir Shirgaokar		40.00		-
	Ms. Shreya S. Shirgaokar		-		40.00
	Ms. Priya S. Shirgaokar		5.00		-
	D M Shirgaokar Enterprises LLP		20.00		-
	Shishir Shirgaokar Enterprises LLP		26.00		3.00
	V S Shirgaokar Enterprises LLP		75.00		-
	Prafulla Shirgaonkar Enterprises LLP		37.00		-
	Suresh Shirgaokar Enterprises LLP		9.32		47.00

NOTES TO FINANCIAL STATEMENTS

8	Acceptance of Deposit	240.00		90.00	
	Mrs. Laxmi S. Shirgaokar		66.00		-
	Ms Priya S Shirgaokar		5.00		-
	Shri Shishir Shirgaokar		25.00		-
	Ms. Shreya S. Shirgaokar				40.00
	D M Shirgaokar Enterprises LLP				-
	Shishir Shirgaokar Enterprises LLP		26.00		3.00
	V S Shirgaokar Enterprises LLP		75.00		-
	Prafulla Shirgaonkar Enterprises LLP		37.00		-
	Suresh Shirgaokar Enterprises LLP		6.00		47.00
9	Payment to Key Management Personnel	447.87		287.25	
	Short Term employee benefit				
	Shri Sachin R. Shirgaokar		164.32		86.79
	Shri Sohan S. Shirgaokar		126.29		86.79
	Shri V. S. Reddy		116.72		77.07
	Suhas Kulkarni		23.54		21.03
	Nilesh Mankar		10.74		9.52
	Post-employment benefits*				
	Shri V. S. Reddy		4.61		4.61
	Suhas Kulkarni		0.61		0.57
	Nilesh Mankar		0.34		0.31
	Sitting Fees				
	Shri Chandan S. Shirgaokar		0.35		0.30
	Shri Shishir Shirgaokar		0.35		0.25
10	Contribution towards CSR	-		1.00	
	Shri Siddhivinayak Ganapati Cancer Hospital		-		1.00

*As post employment obligations are computed for all employees in aggregate, the amounts relating to key management personnel cannot be individually computed and hence are not included in the above

NOTES TO FINANCIAL STATEMENTS
(E) Amount due to/from related parties

₹ in Lacs

Sr No	Nature of transaction/relationship/major parties	31 March 2024		31 March 2023	
		Amount	Amount for Major parties	Amount	Amount for Major parties
1	Accounts receivable				
	Nilesh Mankar		0.10		-
	TOTAL	0.10		-	
2	Amount Due				
	S. B. Reshellers Pvt. Ltd.*		699.52		670.51
	The Ugar Sugar Works Limited*		475.00		475.00
	Tara Tiles Pvt. Ltd.		1.77		-
	Mrs. Laxmi S. Shirgaokar		66.00		66.00
	Ms. Shreya S. Shirgaokar		55.00		55.00
	Ms. Priya S. Shirgaokar		10.00		10.00
	Shishir Shirgaokar		35.00		50.00
	Shraddha Shirgaokar		-		-
	D M Shirgaokar Enterprises LLP		-		20.00
	V S Shirgaokar Enterprises LLP		75.00		75.00
	Prafulla Shirgaonkar Enterprises LLP		37.00		37.00
	Shishir Shirgaokar Enterprises LLP		29.00		29.00
	Suresh Shirgaokar Enterprises LLP		53.00		56.32
	Shri Sachin R. Shirgaokar		83.66		6.22
	Shri Sohan S. Shirgaokar		58.08		6.22
	Shri V. S. Reddy		44.18		5.46
	Suhas Kulkarni		1.96		1.56
	Nilesh Mankar		0.87		0.79
	TOTAL	1,725.04		1,564.08	

* Includes Preference Share Capital Payable

All outstanding balances are unsecured and to be settled in cash.
Note 38 : Fair Value of financial assets and liabilities

a) Set out below, is the fair value of the company's financial instruments that are recognized in the financial statements ₹ in Lacs

Sr. No	Particulars	Fair Value	
		As at March 31, 2024	As at March 31, 2023
a)	Financial Assets		
	Carried at amortized cost		
	Other financial assets (Current)	178.23	245.76
	Other financial assets (Non Current)	16.96	15.44
	Trade receivables	3,439.23	2,207.49
	Cash and cash equivalents	406.43	28.91
	Bank balances	629.55	579.01
		4,670.40	3,076.61
b)	Investment at Fair Value through Other Comprehensive Income		
	Equity Shares in Saraswat Bank	0.25	0.25
		0.25	0.25
a)	Financial Liabilities		
	Carried at amortized cost		
	Long Term Borrowings	3,169.27	4,206.06
	Other financial liabilities	1,456.16	845.36
	Short Term Borrowings	4,824.07	4,160.19
	Trade and other payables	5,361.98	5,204.00
		14,811.48	14,415.62
b)	Carried at FVTPL		
	Other financial liabilities	30.20	34.26
		30.20	34.26

NOTES TO FINANCIAL STATEMENTS

The fair value of the financial assets and liabilities are included at the amount at which the instrument that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of financial assets and liabilities measured at amortised cost are a reasonable approximation of their fair values.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level is

- 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.

b) Financial assets and liabilities for which fair value is disclosed

Financial assets

₹ in Lacs

Sr. No.	Particulars	Level 1	Level 2	Level 3
1	Investment at Fair Value through Other Comprehensive Income			
	March 31, 2024	-	-	0.25
	March 31, 2023	-	-	0.25

Financial liabilities

₹ in Lacs

Sr. No.	Particulars	Level 1	Level 2	Level 3
1	Other financial liabilities Carried at FVTPL			
	March 31, 2024	-	-	30.20
	March 31, 2023	-	-	34.26

Note 38 A: Financial risk management policy and objectives

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

Company is exposed to certain risks which includes market risk, credit risk and liquidity risk.

Risk Management committee of the company oversees the management of these risks. This committee is accountable to audit committee of the board. This process provides assurance to the company's senior management that company's financial risk-taking activities are governed by the appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with company's policies and risk appetite.

The policies for managing these risks are summarised below.

1) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, foreign exchange transactions and other financial instruments.

Company uses expected credit loss model for assessing and providing for credit risk.

a) Trade receivable

Customer credit risk is managed through the company's policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. Trade receivables are non interest bearing and are generally on, 30 days to 120 days credit terms. The company has concentration of risk as customer base is not widely distributed, almost 90% of total revenue is contributed by top six customers both economically and geographically.

NOTES TO FINANCIAL STATEMENTS

b) Expected Credit Loss for Trade Receivable

The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 month (net of expected credit loss allowance)

i) Impairment of financial assets: Expected credit loss

₹ in Lacs

Particulars	March 31, 2024	March 31, 2023
Gross carrying amount	3,446.45	2,300.66
Expected loss rate	0.00	0.04
Expected credit losses (loss allowance provision)	(7.22)	(93.17)
Carrying amount of trade receivables (net of impairment)	3,439.23	2,207.49

c) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the company's CFO in accordance with company's policy. Investments of surplus funds are made only in fixed deposits and within credit limits assigned to each counterparty. Company monitors rating, credit spreads and financial strength of its counter parties. Based on ongoing assessment company adjust it's exposure to various counterparties. Company's maximum exposure to credit risk for the components of statement of financial position is the carrying amount.

2) Liquidity risk

Liquidity risk is the risk that the company may not be able to meet it's present and future cash flow and collateral obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet it's cash and collateral requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from domestic banks at optimised cost.

The table summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments

₹ in Lacs

Particulars	On Demand	Less than 1 year	More than 1 year	Total
a) Trade Payables				
March 31, 2024	-	739.46	-	739.46
March 31, 2023	-	5,204.00	-	5,204.00
b) Borrowings				
March 31, 2024	2,874.16	1,949.91	3,169.27	7,993.34
March 31, 2023	1,867.77	2,292.42	4,206.06	8,366.25
c) Other Financial Liabilities				
March 31, 2024	-	1,486.24	0.12	1,486.36
March 31, 2023	-	451.10	428.52	879.62

3) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. Company's activities expose it to variety of financial risks, including effect of changes in foreign currency exchange rate and interest rate.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

b) Foreign Currency Exposure Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue, expense, assets & liabilities is denominated in a foreign currency).

The company manages its foreign currency risk by mapping receive bale against payables in order to minimize currency fluctuation impact.

NOTES TO FINANCIAL STATEMENTS

C) Foreign currency exposure :

Financial Assets	Currency	Amount in Foreign Currency in Lacs		Amount in INR in Lacs	
		31st March 2024	31st March 2023	31st March 2024	31st March 2023
Trade Receivables	EUR	1.88	0.62	167.97	53.80
	GBP	1.00	1.03	104.23	100.78
	USD	0.93	-	76.43	-

Financial Assets	Currency	Amount in Foreign Currency in Lacs		Amount in INR in Lacs	
		31st March 2024	31st March 2023	31st March 2024	31st March 2023
Factoring loan	USD	1.17	0.61	96.23	49.99
	GBP	0.13	0.18	13.60	17.69

Financial Liabilities	Currency	Amount in Foreign Currency in Lacs		Amount in INR in Lacs	
		31st March 2024	31st March 2023	31st March 2024	31st March 2023
Term loan	USD	2.98	5.03	249.95	420.67
PCFC	USD	-	-	-	-

Financial Liabilities	Currency	Amount in Foreign Currency in Lacs		Amount in INR in Lacs	
		31st March 2024	31st March 2023	31st March 2024	31st March 2023
Trade payable	USD	4.80	3.70	403.00	310.07
	EUR	0.08	0.08	7.54	7.28

Currency wise net exposure (assets - liabilities)

Particulars	Amount in Foreign Currency in Lacs		Amount in INR in Lacs	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
EUR	1.80	0.54	160.43	46.52
USD	(5.67)	(8.12)	(480.28)	(680.75)
GBP	1.13	1.21	117.83	118.47

Sensitivity Analysis

Currency	Amount in INR in Lakhs		Sensitivity %	
	2023-24	2022-23	2023-24	2022-23
EUR	160.43	46.52	3.65%	2.35%
USD	(480.28)	(680.75)	0.36%	10.43%
GBP	117.83	118.47	6.46%	-1.16%
Total	(202.02)	(515.76)	10.47%	11.62%

₹ in Lacs

Currency	Impact on profit (strengthen) INR		Impact on profit (weakening) INR	
	2023-24	2022-23	2023-24	2022-23
EUR	5.86	1.09	(5.86)	(1.09)
USD	(1.72)	(71.02)	1.72	76.24
GBP	7.61	(1.37)	(7.61)	1.17
Total	11.75	(71.31)	(11.75)	76.32

EUR - Euro

GBP - Great Britain Pound

USD - United States Dollar

NOTES TO FINANCIAL STATEMENTS

Note 38 B: Impairment of financial assets: Expected credit loss

Provision for expected credit loss

Internal rating	Category	Description of category	Basis of recording expected credit loss	
			Loans and deposits	Trade receivables
A	High quality asset, negligible credit risk	Assets where the counter party has strong capacity to meet obligations and where risk is negligible or nil.	12 months expected credit losses	Life- time expected credit losses - simplified approach
B	Standard asset, moderate credit risk	Assets where there is moderate risk of default and where there has been low frequency of defaults in past.		
C	Low quality asset, High credit risk	Assets where there is high probability of default. In general, assets where contractual payments are more than year past due are categorised as low quality asset. Also includes where credit risk of counter party has increased significantly through payments may not be more than a year past due.	Life- time expected credit losses	
D	Doubtful asset- credit impaired	Assets are written off, when there is no reasonable expectations of recovery. Where loans and receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.	Asset is written off	

As at 31 March 2024

1) Expected credit loss for loans, security deposits and investments

₹ in Lacs

Particulars		Asset group	Internal rating	Estimated gross carrying amount of default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 months expected credit losses	Financial assets for which credit risk has not increased significantly from inception	Security Deposits	A	16.96	-	-	16.96
		Other Financial Assets & investments	A	178.48	-	-	178.48
Loss allowance measured at life time expected credit losses	Financial assets for which credit risk has increased significantly and not credit impaired	-	-	-	-	-	-
	Financial assets for which credit risk has increased significantly and credit impaired	-	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

2) Expected credit loss for trade receivables under simplified approach

₹ in Lacs

Particulars	Not due	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Gross carrying amount	3,305.01	73.78	67.66	3,446.45
Expected loss rate	0.00%	0.00%	-10.67%	-0.21%
Expected credit losses (Loss allowance provision)	-	-	(7.22)	(7.22)
Carrying amount of trade receivable (Net of impairment)	3,305.01	73.78	60.44	3,439.23

As at 31 March 2023

1) Expected credit loss for loans, security deposits and investments

₹ in Lacs

Particulars		Asset group	Internal rating	Estimated gross carrying amount of default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 months expected credit losses	Financial assets for which credit risk has not increased significantly from inception	Security Deposits	A	15.44	-	-	15.44
		Other Financial Assets & Investments	A	246.01	-	-	246.01
Loss allowance measured at life time expected credit losses	Financial assets for which credit risk has increased significantly and not credit impaired	-	-	-	-	-	-
	Financial assets for which credit risk has increased significantly and credit impaired	-	-	-	-	-	-

2) Expected credit loss for trade receivables under simplified approach

₹ in Lacs

Particulars	Not due	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Gross carrying amount	2,015.53	179.79	105.34	2,300.66
Expected loss rate	0.00%	0.00%	46.93%	4.05%
Expected credit losses (Loss allowance provision)	-	-	(93.17)	(93.17)
Carrying amount of trade receivable (Net of impairment)	2,015.53	179.79	12.17	2,207.49

NOTES TO FINANCIAL STATEMENTS

Note 39: Capital management

(a) Risk management

The company's objective when managing capital are to

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. Consistent with others in the industry, the company monitors capital on the basis of the following **Gearing ratio: Net debt (Total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).**

The company's strategy is to maintain a gearing ratio within 4.50 times. The gearing ratios were as follows: ₹ in Lacs

Particulars	31 March 2024	31 March 2023
Loans and borrowings	7,993.34	8,366.25
Less: Cash and cash equivalents	406.43	28.91
Net debt	7,586.91	8,337.35
Equity	4,669.33	3,511.22
Capital and net debt	12,256.24	11,848.57
Gearing ratio	1.62	2.37

(b) Dividend

The Board of Directors have proposed & recommended Preference Dividend of Rs.10/- per Preference Shares of Rs.100/- each on 10% Redeemable Cumulative Preference Shares per year for last 5 years i.e. from F.Y. 2019-20 to F.Y. 2023-24, subject to approval of members.

For the year ended March 31, 2024 the Board of Directors has not proposed equity dividend on equity share capital (Previous year Nil).

NOTES TO FINANCIAL STATEMENTS

Note 40 : Ratios		₹ in Lacs									
		For the year 2023-24			For the year 2022-23			Variance (%)	Reason for variance more than 25%		
		Numerator	Denominator	Ratios	Days	Numerator	Denominator	Ratios	Days		
1	Current Ratio [Current assets / current Liability]	10,777.07	11,722.12	0.92		9,997.64	9,935.50	1.01	(8.63%)		
2	Debt-Equity Ratio [Debt/Equity]	7,993.34	4,669.33	1.71		8,366.25	3,511.22	2.38	(28.15%)	Debts are reduced due to repayment. Shareholder equity is increased due to higher profits in FY 2023-24.	
3	Debt Service Coverage Ratio [PBFCDT/ Interest+Interest Due + Principal repayment]	4,102.20	1,986.74	2.06		2,665.81	1,956.69	1.36	51.55%	Compare to last year there is reduction in input prices & increase in sales which leads to increase in Profit, so Cash flow available to pay debts is increased. Current debt obligations are less due to repayment in FY 23-24.	
4	Return on Equity Ratio [(PAT)/(Total op. Equity+Total cl. Equity)/2]	1,156.24	4,090.28	28.27%		86.72	3,463.80	2.5%	1029.14%	Compare to last year there is reduction in input prices & increase in sales which leads to increase in Profit.	
5	Inventory Turnover [Sales/(op. Inventory+cl. Inventory)/2]	32,535.76	5,954.80	5.46	67	28,971.17	6,188.71	4.68	16.72%		
6	Trade Receivables Turnover [Sales / (op. receivable+cl. Receivables)/2]	32,535.76	2,823.36	11.52	32	28,971.17	2,722.15	10.64	8.28%		
7	Trade Payable Turnover [Net Credit purchase/(op. payables+cl. Payables)]	17,057.43	5,256.86	3.24	112	17,144.16	5,839.85	2.94	10.53%		
8	Net Capital Turnover ratio [Sales/Working Capital]	32,535.76	(945.05)	(34.43)		28,971.17	62.14	466.21	(107.38%)	Sales has been increased & current ratio is negative.	
9	Net profit Ratio [PAT/Sales]	1,156.24	32,535.76	3.55%		86.72	28,971.17	0.30%	1087.28%	Compare to last year there is reduction in input prices & increase in sales which leads to increase in Profit	
10	Return on Capital Employed [PBFCT/ TCE =(NW+DTL+ Total Debt)]	2,900.50	12,741.58	22.76%		1,477.14	11,906.03	12.41%	83.48%	Compare to last year there is reduction in input prices & increase in sales which leads to increase in Profit	
11	Return on Investment [ROI=Interest received / Average Fix deposits]	34.32	604.53	5.68%		23.73	381.52	6.22%	(8.73%)		

NOTES TO FINANCIAL STATEMENTS

Note 41: Note on Corporate Social Responsibility (CSR)

- a) CSR required to be spent by the Company as per Section 135 of the Companies Act 2013 read with schedule VII thereof during the year is ₹ NIL (Previous Year ₹ 10.17 Lacs)
- b) Expenditure related to CSR is ₹ NIL (Previous year ₹ 10 Lacs)

Details of Amount spent towards CSR is given below:

₹ in Lacs

Particulars	As at 31/03/2024	As at 31/03/2023
Raje Vikramsingh Ghatge Foundation (E-learning Kit for Education)	-	2.00
Shri Siddhivinayak Ganapati Cancer Hospital (Donation to Cancer Hospital-Related Party refer Note No.37)	-	1.00
Manufacturing Association of Kagal Hatkanagle (Skill Development Centre)	-	7.00
Total	-	10.00

Note 42: Earnings Per Share (Basic and Diluted):-

₹ in Lacs except EPS

Particulars	As at 31/03/2024	As at 31/03/2023
Weighted average number of Equity Shares held during the year (in Nos.)	141.30	141.30
Profit for the year before tax	1,565.56	69.29
Tax Expenses	409.32	(17.45)
Net Profit after Tax	1,156.24	86.74
Basic earning per Equity Share of ₹ 10 each	8.18	0.61

Note 43 : Transactions with Struck off Companies :

As on 31.03.2024

₹ in Lacs

Name of the Struck Off Company	Nature of Transaction with Struck Off Company	Balance Outstanding	Relationship with Struck Off Company, if any, to be disclosed
NA	Investments in Securities	Nil	NA
NA	Receivables	Nil	NA
NA	Payable	Nil	NA
NA	Shares Held by Struck off Company	Nil	NA
NA	Other Outstanding Balances (To be Specified)	Nil	NA

As on 31.03.2023

₹ in Lacs

Name of the Struck Off Company	Nature of Transaction with Struck Off Company	Balance Outstanding	Relationship with Struck Off Company, if any, to be disclosed
NA	Investments in Securities	Nil	NA
NA	Receivables	Nil	NA
NA	Payable	Nil	NA
NA	Shares Held by Struck off Company	Nil	NA
NA	Other Outstanding Balances (To be Specified)	Nil	NA

NOTES TO FINANCIAL STATEMENTS

Note 44: Segment reporting

Company operates in single operating segment of manufacturing of castings. The executive management committee monitors the operating results of entire Company as a whole for the purpose of making decisions about resource allocation and performance assessment.

Details of revenue contributed by single customer that exceeds 10% of total revenue:

Name of the Customer	2023-24	2022-23
Vestas Wind Technology India Pvt. Ltd.	23.93%	30.31%
Siemens Gamesa Renewable Power Pvt. Ltd.	9.84%	24.42%
Senvion Wind Technology Pvt Ltd	10.87%	5.97%

Note 45: Dues to Micro, Small, Medium Enterprises

The Company has compiled this information based on the current information in its possession as at March 31, 2024, no supplier has intimated the Company about its status as Micro and Small Enterprises or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006 except as disclosed below. ₹ in Lacs

Particulars	2023-24	2022-23
Total outstanding amount in respect of micro, small and medium enterprises	219.17	52.26
Principal amount due and remaining unpaid	28.74	52.26
Interest due on above and unpaid interest	0.71	Nil
Interest paid	Nil	Nil
Payment made beyond appointment day	86.86	Nil
Interest due and payable for the period of delay	2.26	Nil
Interest accrued and remaining unpaid	2.26	Nil
Amount of further interest remaining due and payable in succeeding years	2.26	Nil

Note 46 : Note on Charge Creation

The company has registered all Details of Registration or satisfaction of charges with ROC within the prescribed time from the execution of document.

Note 47 : Foreign Exchange Earnings

Company has earned foreign currency amounting to ₹ 3713.33 Lacs (Previous Year ₹ 2933.39 Lacs)

Note 48 : Willful Defaulter

The company has not been declared as willful defaulter by any banks/Financial Institutions.

Note 49 : Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto Currency or Virtual Currency.

Note 50 : Note on Undisclosed Income If any

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Also none of the previously unrecorded income and related assets have been recorded in the books of account during the year.

Note 51 : Note on layers of Companies

Company does not have any investment, hence provisions under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, are not applicable.

Note 52 : Compliance with approved scheme of arrangement

The Company has not entered into any scheme of arrangement which has an accounting impact on current period.

NOTES TO FINANCIAL STATEMENTS

Note 53 : Utilisation of borrowed funds and share premium.

- 1) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 2) No funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 54 : Availability of books of accounts & Maintenance of backups

The Company has complied with the Rule(3) of Companies (Accounts) Rules 2014 amended on August 5, 2022, relating to the maintenance of electronic books of account and other relevant books and paper. The Company's books of accounts and relevant books and papers are accessible in India at all times and backup of the accounts and other relevant books and papers are maintained in electronic mode within India and kept in servers physically located in India on a daily basis.

Note 55 : Note on regrouping of figures

Figures of the previous year have been regrouped wherever necessary.

**As per our report of even date
For M/s DAB & Associates
Chartered Accountants
Firm Registration No. 101119W**

**For and on behalf of the board of directors of
SYNERGY GREEN INDUSTRIES LTD**

**Guruprasad Bobhate
Partner
Membership No.198670**

**Sachin R. Shirgaokar
Chairman & Managing Director
DIN:00254442**

**Sohan S. Shirgaokar
Jt. Managing Director
DIN:00217631**

**Place: Kolhapur
Date: 22nd May 2024**

**Suhas B. Kulkarni
Chief Financial Officer**

**Nilesh M. Mankar
Company Secretary**

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Registered Office :

392, E-Ward, Assembly Road, Shahupuri, Kolhapur-416001, Maharashtra.

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