Manjushree 2.0
ADVANCED PACKAGING SOLUTIONS

GARUDA
Manjushree 2.0

Annual REPORT FY-2022-23

BOARD OF DIRECTORS

Ashok Sudan	Chairman Independent Director
Thimmaiah NP	Managing Director and CEO
Shweta Jalan	Director
Pankaj Patwari	Director
Manu Anand	Director
Jayesh Merchant	Independent Director
Rajesh Kumar Ram	Chief Financial Officer
Rasmi Ranjan Naik	Company Secretary

AUDITORS

M/s Deloitte Haskins & Sells
Chartered Accountants, 19th Floor, 46, Prestige Trade Towers,
Palace Road, High Grounds, Bengaluru - 560 001

SECRETARIAL AUDITOR

Mr. Vijayakrishna K T
496/4, 2nd Floor, 10th Cross Sadashivanagar, Bangalore-560 080

Cost Auditor

G S & Associates, Cost Accountants,
207, Bindu Galaxy, No. 2, 1st Main, Chord Road,
Industrial Town, Rajajinagar, Bengalruru - 560 044

CONSORTIUM BANKERS

State Bank of India, Industrial Finance Branch,
61, Residency Plaza, Residency Road, Bangalore-560 025

ICICI Bank Limited,
1, Ground Floor, Commissariat Road, Bengaluru-560 025

HDFC Bank Limited, # 8/24, 4th Floor, Salco Centre,
Richmond Road, Bengaluru-560025

REGISTRAR & SHARE TRANSFER AGENTS

Integrated Registry Management Services Private Limited
(**formerly known as** Integrated Enterprises (India) Limited)
30, Ramana Residency, 4th Cross Sampige Road,
Malleswaram, Bangalore-560 003
Tel: (080) 2346 0815 / 818 fax: (080) 2346 0819
Email: irg@integratedindia.in

REGISTERED OFFICE

"MBH Tech Park", 2nd Floor, Survey No. 46(P) and 47(P),
Begur Hobli, Electronic City Phase-II, Bangalore 560100, Karnataka

CONTENTS

WORKS AT

Plants of Manjushree Technopack Limited

60 E&F, Bommasandra Ind. Area, Hosur Road, Bangalore - 560 099.

71-72, Bidadi Ind. Area, Phase 2, Sector 2, Bidadi, Bangalore - 562109.

Vill- Nizsindurighopa, Chowkigate, Changsari, Pin - 781 101, Kamrup (Rural) Assam

Plot No. 70 & 71B, 71A & 76, EPIP Phase-I, Jharmajri, Dist. Solan, Himachal Pradesh-174 103

Plot No.23, Sector-2, Integrated Industrial Area, Pantnagar, Distt U.S.Nagar, Uttarakhand - 53

Plot No. 486, Sector-8, IMT Manesar, Haryana – 122 050

Qilla Khasra No.138/3/4, Balkalan, Amritsar

Plot No. J-59, MIDC Area, Jalgaon, Tel Dist., Jalgaon, Maharastra - 425003

Plot No: K-44/45, UPSIDC, Jainpur Kanpur Dehat, Uttar Pradesh-209311

Survey No. 122/1,2,3, At Post Piparia, Village Amli,Silvasa, Dadra and Nagar Haveli – 396230

Plot No. 21, IC Pudi, Rambilli,Visakhapatnam District-531061

Plants of MTL New Initiatives Private Limited

Silvassa:Haveli Estate, Building – A & B, Survey No. 121/26, Village Amli of U.T. of Dadra & Nagar Haveli - 396230
Bidadi Recycling Plant : Plot No. 74-B & 74-C (P), Bidadi Industrial Area, 2nd Phase, Sector-2, Ramanagar District-560 109, Karnataka
Nandyal Plant : Survey No. 517, Udumalpuram, Nandyal, Kurnool, Andhra Pradesh

Email: info@manjushreeindia.com | **Website:**www.manjushreeindia.com

Ladies and Gentlemen,

It is my privilege and honor to welcome all of you to the 36th Annual General Meeting of Manjushree Technopack Limited, a leading player in the rigid plastic packaging products manufacturing industry. I am pleased to inform you that your company has done well in a volatile environment in the year gone by. In FY 2023, your company's revenues exceeded ₹ 2010 crores, achieving a growth rate of 44 %.

As the Chairman of this esteemed organization, I would like to provide you with an overview of the economic scenario that shaped the year 2022-2023, both globally and in India, and tell you how your company navigated its way through these challenging times.

Global Economic Scenario 2022-2023: The year 2022-2023 was marked by a mix of challenges and opportunities on the global economic front. The world witnessed a gradual recovery from the shocks of the pandemic, with many economies rebounding at varying rates. Governments and businesses across the globe had to adjust their strategies to cope with supply chain disruptions, inflationary pressures, and changing consumer behaviour.

In some regions, economic growth rebounded strongly, fuelled by fiscal stimulus packages, monetary support, and increased consumer spending. However, uncertainties in international trade, geopolitical tensions, and rising input costs posed challenges for businesses operating on a global scale.

Indian Economic Scenario 2022-2023: The Indian economy also witnessed a gradual recovery in the fiscal year 2022-2023. After facing significant disruptions due to the second wave of the COVID-19 pandemic, economic activity began to rebound, primarily driven by robust performance in sectors such as manufacturing, agriculture, and services.

The government's continued focus on economic reforms, infrastructure development, and easing of regulatory bottlenecks created a conducive environment for business. India's demographic dividend and the growth of digital adoption further propelled certain sectors, contributing to the nation's economic revival.

Impact on Rigid Plastic Manufacturing Industry: As a leading player in the rigid plastic manufacturing sector, Manjushree Technopack Limited confronted several challenges amid this dynamic economic landscape. We experienced significant fluctuations in raw material prices and disruptions in our supply chain, which negatively impacted our production processes and profitability. However, we remained resilient and adaptive, leveraging our expertise and strategic planning to mitigate these challenges effectively.

Furthermore, during these challenging times, our commitment to innovation and sustainability remained steadfast. We continued to invest in cutting-edge technology and research, ensuring that our products meet the evolving demands of the market while minimizing our environmental footprint. Our focus on sustainability not only aligns with global and Indian regulatory frameworks but also reflects our dedication to responsible corporate citizenship.

Acquisition of new business: Your company acquired two manufacturing units at Jalgaon Maharashtra from Hitesh Plastics Private Limited last year. Your company has added Caps and Closures to its portfolio and providing these products to its wide range of Customers.

Outlook and Way Forward: Looking ahead, we remain cautiously optimistic about the future. While uncertainties persist, we are confident in the resilience of our business model and the dedication of our workforce. As the economy gradually stabilizes, we will continue to focus on strategic expansion, diversification, and improving operational efficiency.

Use of green energy: Your Company is continuously striving to use more and more green energy/renewable energy. Your company, as a captive power consumer,is associated with Clean Max Scorpius Power LLP and Four EF Renewables Private Limited for procuring green energy/ renewable energy. Through this, your company is reducing its carbon footprint.

As a company, we understand that our success is intertwined with the well-being of the communities we serve. Therefore, we will continue to engage in socially responsible initiatives, contributing to the betterment of society and the environment.

In conclusion, I would like to extend my heartfelt gratitude to our shareholders, customers, employees, and all stakeholders for their unwavering support and trust in Manjushree Technopack Limited. Together, we will navigate the path ahead, embracing challenges as opportunities and building a stronger, more sustainable future for our company and the industries we serve.

Thank you for your attention, and I look forward to a productive and insightful Annual General Meeting.

Warm Regards

Ashok Sudan

Chairman

BOARD'S REPORT

TO THE MEMBERS - MANJUSHREE TECHNOPACK LIMITED

The Board of Directors has the pleasure of presenting the Thirty-Sixth Annual Report of the Company and Audited Financial Statements for the year ended 31st March 2023, together with the Independent Auditor's Report.

RESULTS OF OUR OPERATIONS (In accordance with IND AS)

(Rupees in Lakhs except stated otherwise)

Particulars	Consolidated Amount As on 31st March 2023	Consolidated Amount As on 31st March 2022	Standalone As on 31st March 2023	Standalone As on 31st March 2022
Turnover - Domestic	2,01,998.80	1,41,963.79	1,94,183.11	1,35,836.16
- Exports	7,735.78	4,788.78	7,721.63	4,788.78
Total Turnover	**2,09,734.58**	**1,46,752.57**	**2,01,904.74**	**1,40,624.94**
Less - Cost of Sales				
(Increase) / Decrease in Stocks	(3,897.73)	(5,107.15)	(4,113.70)	(4,776.00)
Materials Consumed	1,37,077.75	92,380.28	1,32,165.17	88,437.76
Other Expenditure	35,919.56	28,237.85	33,651.04	26,463.56
Sub Total	**1,69,099.58**	**1,15,510.98**	**1,61,702.51**	**1,10,125.32**
Gross Profit	**40,635.00**	**31,241.59**	**40,202.23**	**30,499.62**
Administrative and Selling Expenses	11,239.13	7,620.64	10,763.82	7,137.16
Operating Profit	**29,395.87**	**23,620.95**	**29,438.41**	**23,362.46**
Interest and Financial Charges	7,853.75	4,921.34	6,836.95	4,569.17
Depreciation / Write Offs	13,282.41	8,624.20	12,404.33	7,769.43
Profit after Interest and Depreciation	**8,259.71**	**10,075.41**	**10,197.13**	**11,023.86**
Other income	1,175.55	627.45	1,171.57	601.46
Profit before tax (excluding OCI)	**9,435.26**	**10,702.86**	**11,368.70**	**11,625.32**
Exceptional Items	**(324.99)**	**(556.36)**	**(324.99)**	**(555.11)**
Provision for Taxation	2,012.24	2,100.00	2,012.24	2,100.00
Deferred Tax (Provision)/Write Back	1,174.88	965.02	1,170.61	986.70
Net Profit after Tax	**5,923.15**	**7,081.48**	**7,860.86**	**7,983.51**
Proposed Dividend for the year (including taxes)	-	-	-	-
Retained Surplus	**5,923.15**	**7,081.48**	**7,860.86**	**7,983.51**
Other Comprehensive Income	**63.23**	**41.86**	**66.66**	**15.48**
Net Surplus	**5,986.38**	**7,123.34**	**7,927.52**	**7,998.99**
Add: Surplus brought forward from previous year	51,864.93	47,010.84	53,981.65	48,251.87
Less: Interim Dividend and tax thereon				
Transitional adjustment for Ind AS 115				
Adjustment due to restatement in PPE	-	-	-	-
Net Surplus carried to Balance Sheet	**57,851.31**	**54,134.18**	**61,909.17**	**56,250.86**
Paid-up Equity Share capital (FV Rs.10 per Equity Share)	1,354.77	1,354.77	1,354.77	1,354.77
Reserves and Surplus (excluding revaluation reserves)	93,728.28	88,701.06	97,786.15	90,817.79
Weighted Average Basic EPS(Rs.)	**44.19**	**52.58**	**58.52**	**59.04**

Your Company had one more year of resilient financial performance compared to last year despite facing multiple challenges.

The consolidated financial positions is as follows:

The gross turnover for FY 2023 was at Rs. **2,09,734.58** Lakhs (2022: Rs. **1,46,752.57** Lakhs). The Gross Profit during FY 2023 was Rs. **40,635.00** Lakhs (2022: Rs. **31,241.59** Lakhs), while the Operating Profit stood at Rs. **29,395.87** Lakhs (2022: Rs. **23,620.95** Lakhs). The Profit Before Tax (excluding OCI) during FY 2023 was at Rs. **9,435.26** Lakhs (2022: Rs. **10,702.86** Lakhs). After Provision for Taxation, the Net Surplus amounted to Rs. **5,986.38** Lakhs (2022: Rs. **7,123.34** Lakhs) resulting in a basic EPS of Rs. **44.19** (2022: Rs. **52.58**)

The Standalone financial position is as follows:

The gross turnover for FY 2023 was at Rs. **2,01,904.74** Lakhs (2022: Rs. **1,40,624.94** Lakhs). The Gross Profit during FY 2023 was Rs. **40,202.23** Lakhs (2022: Rs. **30,499.62** Lakhs), while the Operating Profit stood at Rs. **29,438.41** Lakhs (2022: Rs. **23,362.46** Lakhs). The Profit Before Tax (excluding OCI) during FY 2023 was at Rs. **11,368.70** Lakhs (2022: Rs. **11,625.32** Lakhs). After Provision for Taxation, the Net Surplus amounted to Rs. **7,927.52** Lakhs (2022: Rs. **7,998.99** Lakhs) resulting in a basic EPS of Rs. **58.52** (2022: Rs. **59.04**).

The notes on accounts referred are self-explanatory and do not call for any further comments.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013 and Ind AS 110 issued by the Institute of Chartered Accountants of India, the Consolidated Financial Statements presented by the Company include the audited Financial Statements received from Subsidiary Company, as approved by its Board.

SUBSIDIARIES/ASSOCIATES/JOINT VENTURES:

MTL New Initiatives Private Limited was formed on 1st January, 2020 as Wholly Owned Subsidiary of Manjushree Technopack Limited.

AI Lenarco Midco Limited, Cyprus based Company holds 97.24% Share Capital of Manjushree Technopack Limited; hence, Manjushree Technopack Limited is the Subsidiary of AI Lenarco Midco Limited.

RESULTS OF OPERATIONS OF MTL NEW INITIATIVES PRIVATE LIMITED (In accordance with IND AS)

(Rupees in Lakhs except stated otherwise)

Particulars	As on 31st March, 2023	As on 31st March, 2022
Turnover - Domestic	9,797.04	7,077.65
- Exports	14.16	
Total Turnover	**9,811.20**	**7,077.65**
Less - Cost of Sales		
(Increase) / Decrease in Stocks	230.17	(331.14)
Materials Consumed	6,757.97	4,811.00
Other Expenditure	2,283.55	1,750.35
Sub Total	**9,271.69**	**6,230.20**
Gross Loss	**539.51**	**847.45**
Administrative and Selling Expenses	594.99	590.88
Operating Loss	**55.48**	**256.57**

Particulars	As on 31st March, 2023	As on 31st March, 2022
Interest and Financial Charges	1,016.80	352.17
Depreciation / Write Offs	878.08	854.75
Loss after Interest and Depreciation	**(1950.36)**	**(950.35)**
Other income	16.93	26.66
Loss before tax	**(1,933.43)**	**(923.69)**
Provision for Taxation	-	-
Deferred Tax (Provision)/Write Back	4.27	(21.68)
Net Loss after Tax	**(1,937.70)**	**(902.01)**

CHANGE IN THE NATURE OF BUSINESS:

There were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013. Mr. Pankaj Patwari (DIN:08206620) Director of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his appointment for the consideration of Members of the Company in the ensuing Annual General Meeting.

Mr. Manu Anand (DIN:00396716) Director of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his appointment for the consideration of Members of the Company in the ensuing Annual General Meeting.

The term of 5 (five) years of Mr. Ashok Sudan (DIN: 02374967) as Independent Director of the Company will expire on 11th March 2024. The Board recommends his appointment as Independent Director for the term of 2 (two) years with effect from 12th March 2024 for the consideration of Members of the Company in the ensuing Annual General Meeting.

The term of 5 (five) years of Mr. Jayesh Tulsidas Merchant (DIN:00555052) as Independent Director of the Company will expire on 11th March 2024. The Board recommends his appointment as Independent Director for the term of 2 (two) years with effect from 12th March 2023 for the consideration of Members of the Company in the ensuing Annual General Meeting.

Mr. Deepak Gupta joined as Chief Financial Officer of the Company with effect from 22nd November, 2022 and resigned from the Office of Chief Financial Officer of the Company with effect from 17th March, 2023.

Mr. Rajesh Kumar Ram joined as Chief Financial Officer of the Company with effect from 03rd July 2023.

The Code of Conduct for Directors and to all present senior executives forming a part of the top level Management is available at http://manjushreeindia.com/investor-relations/code-of-conduct/.

CHANGES IN SHARE CAPITAL:

The Authorized Capital of the Company is Rs. 25.00 Crores divided into 2,50,00000 Equity Shares of Rs. 10/- each.

The subscribed/ issued and Paid-up Capital of the Company is Rs. 13,54,77,000 (Rupees Thirteen Crores Fifty-Four Lakhs Seventy Seven Thousand Only) divided into 1,35,47,700 (One Crore Thirty Five Lakhs Forty Seven Thousand Seven Hundred Only) Equity Shares of Rs.10/- (Rupees Ten only) each.

During the year under review, the Company has not issued any shares with differential voting right not granted stock options or Sweat Equity Shares. Further, no shares were bought back during the year under review.

ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES:

Your Company had issued 5,87,21,747 (Five Crores Eighty-Seven Lakhs Twenty One Thousand Seven Hundred and Forty-Seven Only) Compulsorily Convertible Debentures ("CCDs"), at par, with a face value of Rs. 100 (Rupees Hundred Only) each CCD, to AI Lenarco Midco Limited (Investor), for an aggregate amount of Rs. 587,21,74,700 (Rupees Five Hundred Eighty-Seven Crores Twenty One Lakhs Seventy Four Thousand and Seven Hundred only).

DIVIDEND:

Your Board had declared an interim dividend of Rs. 11.50 per share i.e. 115.00 % total amounted to Rs. 15.57 Crores which was distributed in time.

BOARD AND COMMITTEES MEETINGS:

The Meetings of the Board and Committees were held at regular intervals with time gaps of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board of Directors were held when necessary. During the year under review Nine (9) Meetings were held on 20/05/2022, 20/05/2022, 13/06/2022, 27/07/2022, 23/08/2022, 09/09/2022, 22/11/2022, 22/02/2023 and 30/03/2023.

During the year under review, six (6) Audit Committee Meetings were held on 19/05/2022, 13/06/2022, 23/08/2022, 22/11/2022, 22/02/2023 and 30/03/2023.

During the year under review, four (4) Nomination and Remuneration Committee Meetings were held on 20/05/2022, 23/08/2022, 21/11/2022 and 30/03/2023.

During the year under review, three (3) Corporate Social Responsibility Committee Meetings were held on 19/05/2022, 18/10/2022 and 22/02/2023.

During the year under review, two (2) Stakeholders Relationship Committee Meetings were held on 19/05/2022 and 22/02/2023.

The Agenda of the Meetings are circulated to the Directors and Members in advance. Minutes of the Meetings of the Board of Directors and Committees are circulated amongst the Directors and Members for their perusal.

RECEIPT OF ANY COMMISSION BY MD/WTD FROM THE COMPANY OR FOR RECEIPT OF COMMISSION/ REMUNERATION FROM ITS HOLDING OR SUBSIDIARY

There was no commission received from the Company as well as from its holding or subsidiary company.

DECLARATIONS FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary Declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 stating that they meet with the criteria of their Independence laid down in Section 149(6). The same is enclosed to this Report as Annexure I.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

(a) in preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the Annual Accounts on a going concern basis; and

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

MATERIAL CHANGES AND COMMITMENTS:

During the period under review, there were no material changes and commitments which affect the financial position of the Company.

CHANGE IN THE NATURE OF BUSINESS:

After the acquisition of National Plastics in FY20, your Company has acquired the B2B business of Pearl Polymers Limited (PPL), Classy Kontaines (CK) and Hitesh Plastics Private Limited (HPPL) thereby expanding its presence at Jigani, Karnataka, Guwahati, Assam, Pantnagar, Uttarakhand and Baddi, Himachal Pradesh, Vizag, Andhra Pradesh, Kanpur, Uttar Pradesh and Amritsar, Punjab and Jalgaon, Maharashtra.

With the consummation of these transactions, your Company has reinforced its leadership position in the pan India and gained access to marquee clientele in the food, beverage, Agri, paint and liquor segment.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

The Postal Ballot started on 28-06-2023 and will be closed on 27-07-2023 for the Shareholders' approval for the merger of MTL New Initiatives Private Limited (wholly owned subsidiary of Manjushree Technopack Limited) with Manjushree Technopack Limited.

INFORMATION ON THE FINANCIAL POSITION/ FINANCIAL PERFORMANCE OF THE SUBSIDIARIES / ASSOCIATES/ JVS:

The Company has a subsidiary MTL New Initiatives Private Limited incorporated on 1st January, 2020.

The Company does not have any other associate/ JVS.

In accordance with Section 129 (3) of the Companies Act, 2013, a separate statement containing salient features of the Financial Statement of the Subsidiary of the Company in Form AOC-1 is given in Annexure II.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

There are no Directors/Employees who were in receipt of the remuneration as prescribed under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration) of Managerial Personnel Rules, 2014 during the year under review and hence annexure required under the said Section is not attached.

REMUNERATION POLICY

The Company policy relating to the appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is placed on the website of the Company at www.manjushreeindia.com.

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met on 13th March 2023 to review the performance of Non-Independent Directors and the Board as a whole and Non-Executive Directors and other items as stipulated under of The Companies (Appointment and Qualification of Directors) Rules, 2014. The Independent Directors have also declared their independence.

ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors, pursuant to the provisions of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors based on criteria such as Board structure and composition, formation and delegation of responsibilities to Committees, Board processes and their effectiveness, degree of effective communication with the stakeholders.

The performance of the Board Committees was evaluated by the Board after seeking inputs from the Committee Members based on criteria such as Committee composition, structure, effectiveness of Committee Meetings.

Independent Directors of the Company provided their views on performance of Non-Independent Directors, and the Board as a whole, considering the views of Executive Directors and Non-Executive Directors.

Your Board has evaluated the Independent Directors and confirms that all Independent Directors fulfilled the independence criteria as specified in the Companies Act, 2013 and their independence from the management.

AMOUNTS TRANSFERRED TO RESERVES:

The Company has transferred total profit amount to Reserve & Surplus Account

ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 read with Companies Amendment Act, 2020 an Annual Return in MGT-7 is placed on the website of the Company i.e., www.manjushreeindia.com. The link is https://www.manjushreeindia.com/investor-relations.

COMPOSITION OF THE COMMITTEES:

Following are the compositions of various Committees as on 31st March 2023:

i) Audit Committee:

a) Mr. Jayesh Merchant - Chairman
b) Mr. Ashok Sudan - Member
c) Mr. Manu Anand - Member

The Company's Whistle Blower Policy is available at http://manjushreeindia.com/investor-relations/whistle-blower-policy/

ii) Nomination and Remuneration Committee:

a) Mr. Manu Anand - Chairman
b) Mr. Jayesh Merchant - Member
c) Mr. Ashok Sudan - Member

The Company's Nomination and remuneration Policy is available at http://manjushreeindia.com/investor-relations/nomination-and-remuneration-policy/.

iii) Stakeholders' Relationship Committee:

a) Mr. Ashok Sudan - Chairman
b) Mr. Pankaj Patwari - Member
c) Mr. Thimmaiah NP - Member

iv) Corporate Social Responsibility Committee:

a) Mr. Ashok Sudan - Chairman
b) Mr. Pankaj Patwari - Member
c) Mr. Thimmaiah NP - Member

AUDITORS:

Statutory Auditors: The Statutory Auditors namely Messrs Deloitte Haskins & Sells, Chartered Accountants, 19th Floor, 46, Prestige Trade Towers, Palace Road, High Grounds, Bengaluru-560001 (registered with ICAI (Firm Registration No. 008072S) were appointed as Statutory Auditors of the Company for 5 (five) years for the Financial Years 2021-2025.

Cost Auditor: Messrs G S & Associates, Cost Accountants, # 207, Bindu Galaxy, No. 2, 1st Main, Chord Road, Industrial Town, Rajajinagar, Bengaluru-560044 were appointed as Cost Auditors for the Financial Year 2022-23 for the product shrink film.

Secretarial Auditor: Mr. Vijayakrishna K T, FCS, Practising Company Secretary, was appointed as Secretarial Auditor of the Company for the Financial Year 2022-23.

SECRETARIAL AUDIT REPORT:

Secretarial Audit Report as provided by Mr. Vijayakrishna K.T, Practising Company Secretary in form of MR-3 is annexed to this Report as Annexure III.

QUALIFICATIONS IN THE AUDIT REPORTS:

There were no qualifications or observations by the Auditors in their audit reports.

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

A. Statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo is as follows:

Form for disclosure of particulars with respect to conservation of energy

I. POWER AND FUEL CONSUMPTION:	**31.03.2023**	**31.03.2022**
1. Electricity		
(a) Purchased:		
No. of Units in Lakhs (KWH)*	1,462.50	1,156.79
Total Amount Rs. in Lakhs	9,367.78	7,816.78
Rate / Unit (KWH) (Rs.)	6.41	6.76
(b) Own Generation through Diesel Generator		
No. of Units (KWH) Generated in Lakhs	9.39	10.33
Total Amount Rs. In Lakhs	263.00	280.86
Units Per Liter of diesel oil	3.61	3.08
Cost / Unit in Rs.	28.00	27.18
*excluding generation from wind mill Units (in lakhs)	47.14	34.17
2. Coal	-	-
3. Furnace Oil	-	-
4. Others	-	-

II. CONSUMPTION PER UNIT OF PRODUCTION (to the extent applicable):

Particulars	Standard	Unit	31.03.2023	31.03.2022
Production (Containers & Performs)	N.A.	MT	1,03,304.88	72,158.00
Production (Conversion)	N.A.	MT	41,397.47	30,054.00
Consumption of Electricity per ton (incl. own generation)	None	KWH	1,010.69	1,142.00
Consumption of Diesel Oil per ton	None	Litres	1.95	3.29

B. TECHNOLOGY ABSORPTION:

(a) Efforts made in technology absorption as per detailed hereunder:

I. RESEARCH AND DEVELOPMENT (R & D)

1.	Specific areas in which R & D carried out by the Company.	:	The Company is making in-house R & D efforts for introduction / development of value added products.
2.	Benefits derived as a result of the above R & D	:	New products have been introduced giving an edge to the Company in present day competitive market.
3.	Further Plan of action	:	The Company intends to continue its R & D efforts.

EXPENDITURE ON R&D:

The Expenditure incurred on Research and Development: BIDADI UNIT (Rs. in Lakhs)

Nature of Expenditure	2022 -23	2021-22
Capital Expenditure	-	-
Revenue Expenditure	-	2.50
TOTAL		**2.50**
Total R&D expenditure as a percentage of total turnover	0.00%	0.00%

Expenditure incurred on Research and Development: BOMMASANDRA UNIT (Rs. in Lakhs)

Nature of Expenditure	2022 -23	2021-22
Capital Expenditure	-	22.88
Revenue Expenditure	-	-
Total		**22.88**
Total R&D expenditure as a percentage of total turnover	-	0.02%

Total Expenditure of both Units for Financial Year 2022-23: NIL (Previous year: Rs. 25.38 Lakhs)

Total R&D expenditure as a percentage of total turnover for Financial Year is NIL (FY 22: 0.02 %)

RESEARCH AND DEVELOPMENT(R&D)

The Company has been continuously putting efforts to develop new products with different challenges. The Company is doing many research activities in the areas of material weight reduction, alternate material, process design, process improvement etc.,

Benefits derived as a result of R & D:

(a) Market expansion and improved competitive position through significantly improved products for new markets.

(b) Improved competency for designing process & products for customers.

(c) Up gradation of technical skill of employees for higher productivity & more consistent quality.

Future Plan of Action:

Your Company is looking to adapt new and upgraded technologies in order to stay ahead of its competitors. Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavors.

Form for disclosure of particulars with respect to absorption

II.	1.	Efforts in brief made towards technology absorption, adaptation and innovation.	:	Dose not arise
	2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	:	Dose not arise

3. (a) Technology imported : None
   (b) Year of Import : NA
   (c) Has technology been fully absorbed? : NA
   (d) If not fully absorbed, area where this has not taken place reason thereof and future plan of action. : NA

a) Activities relating to exports initiatives taken to increase exports, development of new export markets for products and services export plans. : Continues strive to penetrate the exprort market.

b) **Total foreign exchange used and earned:** *(Rupees in Lakhs except stated otherwise)*

	Particulars	31.03.2023	31.03.2022
A	**FOREIGN EXCHANGE EARNINGS:**		
	- Export Sales (including exchange difference & excluding Rupee exports)	7,631.12	4,279.48
B	**FOREIGN EXCHANGE OUTGO:**		
	Capital Equipment	5,198.90	4,137.45
	Raw Materials	8,043.75	2,316.46
	Spares & Consumables	361.93	-
	Travelling Expenses	-	-
	Bank Charges (Import and FBC)	5.37	4.76
	Interest on Loans	-	-
	Membership and Subscription	12.95	11.04
	Professional Fees	-	-
	Exhibition	-	4.25
	Advertisement	-	-
	Export Sales Commission	1.41	3.29
	Corporate Sustainability Assessment Report Fees	-	4.19
	Consultancy Fees	225.18	-
	Directors Commission	27.94	22.34
	Others	1.24	0.35
	Total (B)	**13,878.67**	**6,504.13**

RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY:

No Director has received any commission from your Company or from Holding or Subsidiary Company.

DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES:

Statement pursuant to Sub Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure IV.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company is following adequate Internal Financial Controls with reference to the Financial Statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given Loan to MTL New Initiatives Private Limited, a Wholly Owned Subsidiary amounting to Rs. 155,43,34,426/-. The Company also subscribed to entire Equity Shares of MTL New Initiatives Private Limited i.e. 10,000

Equity Shares @ Rs.10/- each for its incorporation during the period under review. Your Company has not given Guarantees. The Company, to get captive power consumption benefit, has invested in the equity of Four EF Renewables Private Limited of Rs. 2.50 Crores and partnership contribution Clean Max Scorpius Power LLP of Rs. 13.54 Crores. Your Company has complied with the provisions of Section 186 of the Companies Act, 2013 to the extent applicable.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

The CSR Committee comprises of Mr. Ashok Sudan,Independent Director, as Chairman and Mr. Pankaj Patwari, Director and Mr. Thimmaiah NP, Managing Director and CEO as other Members. The CSR Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

The CSR Committee has recommended to the Board to initiate the action for spending on the CSR activities to comply with the provisions of the Companies Act, 2013. The details of the spending on CSR activities are attached as Annexure-V to this Report.

Company's CSR Policy is available at https://www.manjushreeindia.com/investor-relations.

RELATED PARTY TRANSACTIONS:

Particulars of contracts or arrangements with related parties referred to in Section 188(1) are enclosed in the prescribed format, Form AOC-2, as Annexure-VI. The Transactions are in the ordinary course of business and at arm's length terms.

The Company's Policy on Related Party Transactions is available at http://manjushreeindia.com/investor-relations/related-party-transaction-policy/.

TRANSFER TO IEPF:

Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), the Company had sent individual notices and also advertised in the newspapers seeking action from the Shareholders who have not claimed their Dividends for past seven consecutive years i.e. for final Dividend of the Financial Year ended 2015-2016, and thereafter, had transferred such unpaid or unclaimed Dividends and corresponding 3969 Equity Shares held by 19 Shareholders to the IEPF Authority on April 24, 2023. Shareholders /claimants whose Shares, unclaimed Dividend, have been transferred to the afforested IEPF Suspense Account or the Fund, as the case may be, may claim the Shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on http://www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time.

DETAILS RELATING TO DEPOSITS:

Your Company has not invited/accepted/renewed any Deposits from the public as defined under the provisions of the Companies Act, 2013 and accordingly, there were no Deposits which were due for repayment on or before 31st March 2023.

RISK MANAGEMENT:

Your Company has formed Risk Management Committee. As on 31st March 2023 the Committee has following Members:

(a) Mr. Ashok Sudan, Independent Director as Chairman

(b) Mr. Pankaj Patwari, Director as Member

(c) Mr. Thimmaiah NP, Managing Director and CEO as Member

An efficient Management team identifies various risks and takes necessary mitigating actions against the same.

EVENT BASED DISCLOSURES:

There were no such events during the year to disclose under this Section.

REVISION OF FINANCIAL STATEMENTS OR THE REPORT

As per the Secretarial Standards-4 in case the Company has revised its Financial Statements or the Report in respect of any of the three preceding Financial Years either voluntarily or pursuant to the order of a judicial authority, the detailed reasons for such revision shall be disclosed in the Report of the year as well as in the Report of the relevant financial year in which such revision is made.

There was no revision of Financial Statements in any of the three preceding Financial Years.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There was no such process initiated during the year under consideration.

CREDIT RATING OF SECURITIES:

Your Company has not obtained any rating from the credit rating agency for the securities during the year. Therefore, the said clause is not applicable to the Company.

INDUSTRIAL RELATIONS:

Industrial relations have been cordial and constructive, which has helped your Company to achieve production targets.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on Prevention of Sexual Harassment at Workplace has been released by the Company. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. Three-member Internal Committee (IC) was set up from the senior management with women employees constituting majority. The IC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

No complaint pertaining to sexual harassment was reported during the year.

MATERIAL ORDER PASSED BY ANY COURT OR REGULATOR OR TRIBNUALS IMPACTING GOING CONCERN STATUS OF COMPANY:

No order was passed by any court or regulator or tribunal during the period under review which impacts going concern status of the Company.

FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014):

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. Further, no case of Fraud has been reported to the Management from any other sources.

VIGIL MECHANISM:

Your Company is committed to highest ethical and legal standards. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013.

COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:

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

MAINTENANCE OF COST RECORDS:

Your Company has complied with the Maintenance of Cost Records as specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013.

ACKNOWLEDGEMENTS:

The Directors wish to place on record their sincere gratitude for the co-operation, guidance, support and assistance provided during the year by its Bankers, Registrars and Industries Dept. of Govt., Local Authorities, Suppliers, Contractors, Customers and Vendors. Your Directors also wish to express their deep sense of appreciation for the dedicated services rendered by the staff at all levels towards its successful operations. The Directors also thank the Shareholders of the Company for reposing their faith in the Company and for giving their dedicated and ever-willing support towards taking the Company forward on the path of progress and growth.

For and on behalf of the Board

	Thimmaiah NP	**Ashok Sudan**
Bengaluru	Managing Director and CEO	Chairman
03rd July 2023	DIN: 01184636	DIN: 02374967

Annexure-I

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To,

THE BOARD OF DIRECTORS
MANJUSHREE TECHNOPACK LIMITED

Dear Sirs & Madam,

We undertake to comply with the conditions laid down in Section 149 of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) We declare that up to the date of this certificate, apart from receiving commission for attending Board and Committee Meetings, we did not have any material pecuniary relationship or transactions with the Company, its Promoters, its Directors, Senior Management or its Holding Company, its Subsidiary and Associates as named in the Annexure thereto which may affect our independence as Director on the Board of the Company. We further declare that we will not enter into any such relationship/transactions. However, if and when we intend to enter into such relationships/transactions, whether material or non-material we shall keep prior approval of the Board. We agree that we shall cease to be an Independent Director from the date of entering into such relationship/ transaction.

(b) We declare that we are not related to Promoters or Persons occupying management positions at the Board level or at one level below the Board and also have not been executive of the Company in the immediately preceding three Financial Years.

(c) We were not partners or executives or were also not partners or executives during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the Company

(d) We have not been material supplier, service provider or customer or lessor or lessee of the Company, which may affect independence of the Director, and was not a substantial Shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You
Yours faithfully

Date: 03th July 2023	**Jayesh Merchant**	**Ashok Sudan**
Place: Bengaluru	Director Independent	Director Independent
	DIN: 00555052	DIN:02374967

Annexure – II

Form AOC-1

(Pursuant to first proviso to Sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statements of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1	Name of the subsidiary	MTL New Initiatives Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2022 to 31st March, 2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4	Share capital	INR 1,00,000/-
5	Reserves & surplus	INR (40,57,81,000/-)
6	Total assets	INR 149,31,76,000/-
7	Total Liabilities	INR 149,31,76,000/-
8	Investments	NIL
9	Turnover	INR 98,11,20,000/-
10	Profit / (loss) before taxation	INR (19,37,70,000/-)
11	Provision for taxation	INR NIL
12	Profit / (loss) after taxation	INR (19,37,70,000/-)
13	Proposed Dividend	NIL
14	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations : **Not Applicable**
2. Names of subsidiaries which have been liquidated or sold during the year : **Not Applicable**

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures : NIL

	Name of associates/Joint Ventures			
1.	Latest audited Balance Sheet Date	Not Applicable	Not Applicable	Not Applicable
2.	Shares of Associate/Joint Ventures held by the company on the year end	Not Applicable	Not Applicable	Not Applicable
	No.	Not Applicable	Not Applicable	Not Applicable
	Amount of Investment in Associates/ Joint Venture	Not Applicable	Not Applicable	Not Applicable
	Extend of Holding%	Not Applicable	Not Applicable	Not Applicable
3.	Description of how there is significant influence	Not Applicable	Not Applicable	Not Applicable
4.	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable	Not Applicable	Not Applicable
6.	Profit/Loss for the year i. Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable
	ii. Not Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable

1. Names of associates or joint ventures which are yet to commence operations : **Not Applicable**
2. Names of associates or joint ventures which have been liquidated or sold during the year : **Not Applicable**

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board

	Thimmaiah NP	**Ashok Sudan**
Bengaluru	Managing Director and CEO	Chairman
03rd July 2023	DIN: 01184636	DIN: 02374967

Annexure- III

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To

The Members

MANJUSHREE TECHNOPACK LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manjushree Technopack Limited bearing CIN: U67120KA1987PLC032636 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) There were no industry specific laws applicable to the Company from the list provided by the Institute of Company Secretaries of India.

(vi) The other general laws as may be applicable to the Company including the following:

(1) Employer/Employee Related Laws & Rules:

- Industries (Development & Regulation) Act, 1951
- The Factories Act, 1948
- The Apprentices Act, 1961
- The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- The Employees State Insurance Act, 1948
- The Workmen's Compensation Act, 1923
- The Maternity Benefits Act, 1961

- The Payment of Gratuity Act, 1972
- The Payment of Bonus Act, 1965
- The Industrial Disputes Act, 1947
- The Trade Unions Act, 1926
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- The Child Labour (Regulation & Abolition) Act, 1970
- The Contract Labour (Regulation & Abolition) Act, 1970
- The Industrial Employment (Standing Orders) Act, 1946
- Equal Remuneration Act, 1976
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
- The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1996
- Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013
- The Industrial Establishments (National and Festival Holidays) Act, 1963
- The Karnataka Daily Wage Employees Welfare Act, 2012
- Dangerous Machines (Regulation) Act, 1983
- Indian Boilers Act, 1923
- The Labour Welfare Fund Act, 1965
- Karnataka Shops & Commercial Establishment Act, 1961
- For majority of Central Labour Laws the State has introduced Rules [names of each of the Rules is not included here]

(2) Environment Related Acts & Rules:

- The Environment Protection Act, 1986‘
- The Water (Prevention & Control of Pollution) Act, 1974
- The Air (Prevention & Control of Pollution) Act, 1981
- Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
- The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

(3) Economic/Commercial Laws & Rules:

- The Competition Act, 2002
- The Indian Contract Act, 1872
- The Sales of Goods Act, 1930
- The Forward Contracts (Regulation) Act, 1952
- The Indian Stamp Act, 1899
- The Transfer of Property Act, 1882
- The Patents Act, 1970
- The Trade Marks Act, 1999
- The Explosives Act, 1884
- Legal Metrology Act, 2009

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS – 2.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above as may be applicable during the year under review. Certain non material findings made during the course of the audit relating to the provisions of Companies Act and Labour Laws were addressed suitably by the Management.

I further state that during the period under the review and based on my verification of the records maintained by the Company and also on the review of compliance reports/statements by respective department heads/Chief Financial Officer/ Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exist in the Company to monitor and ensure compliance with applicable Labour Laws, environmental laws and other applicable laws as mentioned above.

Further, I report that with regard to financial and taxation matters, I have relied up on the Audit Reports, Limited Review Reports and the Internal Audit Reports provided by the Statutory/Internal Auditors, as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

As per the information received from the Company Secretary, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

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

Place: Bangalore
Date: 03.07.2023

Vijayakrishna K T
Practising Company Secretary
FCS: 1788 C P: 980
UDIN: F001788E000535354

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

‘Annexure’

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct

facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under The Income Tax Act, The Customs Act, The Goods and Services Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc. as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My 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.

Place: Bangalore
Date: 03.07.2023

Vijayakrishna K T
Practising Company Secretary
FCS: 1788 C P: 980
UDIN: F001788E000535354

Annexure-IV

Statement pursuant to sub Rule 5(2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

Remuneration to Managerial Personnel:

Employees except Directors and KMPs

The Company had five (05) employees on standalone basis as of March 31, 2023. The percentage increase in remuneration, ratio of remuneration of each Director and key managerial personnel (KMP) (as required under the Companies Act, 2013) to the median of employees' remuneration, and the list of top 10 employees in terms of remuneration drawn, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of Annexure IV to this Board's report. The statement containing particulars of employees employed throughout the year and in receipt of remuneration of INR 1.02 crore or more per annum and employees employed for part of the year and in receipt of remuneration of INR 8.5 lakh or more per month, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate exhibit forming part of this report and is available on the website of the Company i.e., www.manjushreeindia.com. The link is https://www.manjushreeindia.com/investor-relations. The Annual Report and accounts are being sent to the shareholders excluding the aforesaid exhibit. Shareholders interested in obtaining this information may access the same from the Company website. In accordance with Section 136 of the Companies Act, 2013, this exhibit is available for inspection by shareholders through electronic mode.

Notes:

1. The employees mentioned in the aforesaid exhibit have / had permanent employment contracts with the Company.
2. The employees are neither relatives of any directors of the Company nor hold 2% or more of the paid-up equity share capital of the Company as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
3. The details of employees posted outside India and in receipt of a remuneration of INR 60 lakh or more per annum or INR 5 lakh or more a month can be made available on specific request.

Annexure-V
CORPORATE SOCIAL RESPONSIBILITY POLICY:
(Pursuant to Section 135 of the Companies Act, 2013)

THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company. The CSR Policy available in company's website https://www.manjushreeindia.com/investor-relations
2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ashok Sudan	Independent Director	Three	Three
2	Mr. Pankaj Patwari	Director	Three	Two
3	Mr. Thimmaiah N.P.	Managing Director and CEO	Three	Two

3. Provide the web-link where Composition of CSR committee, CSR Policy. https://www.manjushreeindia.com/investor-relations.
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).- **Not Applicable.**

   Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : **NIL**
5. Average net profit of the company as per Section135(5).: **Rs. 108,89,35,510/-**
6. (a) Two percent of average net profit of the company as per Section135 (5): **Rs. 2,17,78,710/-**
   (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **NIL**
   (c) Amount required to be set off for the Financial Year, if any.: **NIL**
   (d) Total CSR obligation for the Financial Year (7a+7b- 7c). **Rs. 2,17,78,710/-**
7. (a) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer.
2,20,55,000/-	NIL	Not Applicable	NA	NA	NA

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

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project.**	**Item from the list of activities in Schedule VII to the Act.**	**Local area (Yes /No)**	**Location of the project**		**Amount Spent for the project (in Rs.)**	**Mode of Implementation - Direct (Yes/No)**	**Mode of Implementation – Through Implementing Agency**	
				State	**District.**			**Name**	**CSR Registration Number**
1.	Promoting Swachh Bharat Mission	Swachh Bharat	No	All over India		63,55,000	No	Pt. Deendayal Upaphyay Smriti Sansthan	CSR000 14664
2.	Promoting Education	Education	No	All over India		65,00,000	No	Indian Institute of Science Bengaluru	CSR0000 7370

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes /No)	Location of the project		Amount Spent for the project (in Rs.)	Mode of Implemen-tation - Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District.			Name	CSR Registration Number
3.	Sports Development	Sports	No	All over India		10,00,000	No	Rohan Bopanna Tennis Deve-lopment	CSR000 17527
4.	Education under-privileged Students	Education	No	All over India		82,00,000	No	Jan Jagriti Sevarth Sansthan	CSR0000 6903
	TOTAL					**2,20,55,000**			

(d) Amount spent in Administrative Overheads : **NIL**

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

(f) Total amount spent for the Financial Year (7b+7c+7d+7e) : **Rs. 2,20,55,000/-**

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

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

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

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

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

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

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year. **NIL**

   (Asset-wise details).

   (a) Date of creation or acquisition of the capital asset(s). **Not Applicable**

   (b) Amount of CSR spent for creation or acquisition of capital asset. **Not Applicable**

   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. **Not Applicable**

   (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). **Not Applicable**

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section135(5). **Not Applicable**

Sd/-	Sd/-
Ashok Sudan	**Thimmaiah NP**
DIN: 02374967	DIN: 01184636
(Chairman CSR Committee)	(Managing Director and CEO)

Annexure - VI

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(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. NO.	PARTICULARS	Details
(a)	Name(s) of the related party and nature of relationship	: 1) Mr. Manu Anand (Mr. Manu) 2) Mr. Jayesh Merchant (Mr. Jayesh) 3) MTL New Initiatives Private Limited (MTLNIPL)
(b)	Nature of contracts / arrangements / transactions	: Mr. Manu and Mr. Jayesh drawing professional fees more than threshold limit. Sale of fixed assets/ stock and unsecured loan to MTL NIPL, wholly owned subsidiary of Manjushree Technopack Limited (Manjushree)
(c)	Duration of the contracts / arrangements / transactions	: Mr. Manu and Mr. Jayesh during the term of directorship. MTL NIPL till wholly owned subsidiary of Manjushree.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Mr. Manu and Mr. Jayesh drawing professional fees more than threshold limit. Sale of fixed assets/ stock and unsecured loan to MTL NIPL, wholly owned subsidiary of Manjushree
(e)	Justification for entering into such contracts or arrangements or transactions	: Mr. Manu and Mr. Jayesh are experienced Directors and Manjushree will get benefit from their experience. MTL NIPL is doing its business in Silvassa and Bidadi, Karnataka and Nandyal, Andhra Pradesh
(f)	Date(s) of approval by the Board	: Mr. Manu -22-04-2019, Mr. Jayesh – 19-02-2020 MTL NIPL-17-06-2020
(g)	Amount paid as advances, if any:	: NIL
(h)	Date on which the ordinary resolution was passed in general meeting/postal ballot as required under first proviso to section 188.	: Mr. Manu- 06-06-2019, Mr. Jayesh 09-04-2020 MTL NIPL-not applicable as wholly owned subsidiary of Manjushree

For and on behalf of the Board

	Thimmaiah NP	**Ashok Sudan**
Bengaluru	Managing Director and CEO	Chairman
03rd July 2023	DIN: 01184636	DIN: 02374967

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF MANJUSHREE TECHNOPACK LIMITED

Report on the Audit of the Ind AS Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Manjushree Technopack Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS")and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statementsin 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to standalone financial statements.
   g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended,

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
   h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements;
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      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 that, to the best of it’s knowledge and belief, as disclosed in the note 13 to the standalone financial statements, no funds have been advanced or loaned or invested

(either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 13 to the standalone financial statements, 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

v. The interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facilityis applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Bengaluru
Date: July 3, 2023

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)
Monisha Parikh
(Partner)
(Membership No. 47840)
UDIN : 23047840BGUCLH4641

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirement's section of our report of even date)

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

We have audited the internal financial controls with reference to standalone financial statementsof **Manjushree Technopack Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 standalone financial statements.

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

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

Opinion

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

Place: Bengaluru
Date: July 3, 2023

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)
Monisha Parikh
(Partner)
(Membership No. 47840)
UDIN : 23047840BGUCLH4641

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirement's section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, investment properties and relevant details of right-of-use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, capital work-in-progress, investment properties and right-of-use assets so to cover all the items once every 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 no such assets were due for physical verification during the year. Since no physical verification of property, plant and equipment was due during the year the question of reporting on material discrepancies noted on verification does not arise.

(c) Based on the examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) of all land and buildings disclosed in the standalone financial statements included in property, plant and equipment, capital work-in-progress and investment properties are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans, are held in the name of the Company based on the confirmations directly received by us from lenders.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventories except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods-in-transit, the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements filed by the Company with such banks till the date of this report are in agreement with unaudited books of account of the Company for the respective quarters ended June 30, 2022, September 30, 2022 and December 31, 2022. The Company has filed the revised quarterly returns/statements for the quarter ended March 31, 2023 with the banks on July 3, 2023.

iii. The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans or advances in the nature of loans during the year and details of which are given below:

Aggregate amount granted / provided during the year:	**Loans (Amount Rs in Lakhs)**
Subsidiary company	2,829.24
Key management personnel	72.00
Loans to other employees	68.05
Balance outstanding as at balance sheet date in respect of the above cases: Subsidiary company	15,543.34
Key management personnel	72.00
Loans to other employees	75.56

* The amounts reported are at gross amounts, without considering provisions made. There are no provisions made against these loans given.

The Company has not provided any guarantee or security to any other entity during the year.

(b) The Company has not made any investments or guarantee or security during the year. The terms and conditions of the above-mentioned loans or advances in the nature of loan are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) The Company has granted loans or provided advances in the nature of loan to the subsidiary which are payable on demand. During the year the Company has not demanded such loan or advances in the nature of loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular. In respect of loans to employees, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has granted Loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment details of which are given below:

	Related Parties(Rs. in Lakhs)
Aggregate of loans/advances in nature of loans	
- Repayable on demand (A)	
- Agreement does not specify any terms or period of repayment (B)	15,543.34
Total (A+B)	**15,543.34**
Percentage of loans/advances in nature of loans to the total loans	100%

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. (a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

Undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of customs, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable are as given below:

Name of Statute	Nature of the Dues	Amount (Rs. Lakhs)	Period to which the amount relates	Due Date	Amount paid (Rs. Lakhs) (Date of payment)	Remarks, if any
The Employees' Provident Funds Scheme, 1952	Provident Fund	4.28	01 April 2022 to 31 August 2022	Various dates	Rs. 3.49 lakhs (26June 2023)	Delay in payment due to delay in linking of Aadhar with UAN

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount Involved (Rs. Lakhs)	Amount Unpaid (Rs. Lakhs)	Period to which the Amount Relates	Forum where Dispute Pending is
Income Tax Act, 1961	Income tax dues	207.65	207.65	2013-2014	Income tax appellate tribunal
Income Tax Act, 1961	Income tax dues	1,557.17	1,532.17	2014-2015, 2015-2016, 2016-2017, 2019-2020, 2020-2021 and 2021-2022	National Faceless Appeal Centre

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

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

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.

x. (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto November 30,2022 and the internal audit reports for the period December 01, 2022 to March 31, 2023 which were issued after the balance sheet date.

xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with any of its directors or directors of it's subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities and other information accompanying the standalone financial statements and our knowledge of the

Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

Place: Bangalore
Date: July 3, 2023

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)
Monisha Parikh
(Partner)
(Membership No. 47840)
UDIN : 23047840BGUCLH4641

STANDALONE BALANCE SHEET AS AT 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
I. Assets			
Non-current assets			
a) Property, plant and equipment	2	70,422.18	64,267.06
b) Right of use assets	2B	16,290.24	3,982.81
c) Capital work-in-progress	2E	1,953.41	3,347.07
d) Investment Properties	2A	-	2,332.13
e) Goodwill (refer note 34)	2	18,482.81	15,130.72
f) Other Intangible assets	2	21,103.41	19,766.79
g) Financial assets - Loans & advances			
i) Loans	4	15,543.34	13,857.32
ii) Other financial assets	4	1,996.04	1,086.68
h) Long term Investments	3	1,601.41	1,206.41
i) Other non-current assets	5	5,906.23	4,013.10
Total non-current assets		**153,299.07**	**128,990.09**
Current assets			
a) Inventories	6	34,249.97	33,651.91
b) Financial assets			
i) Trade receivables	7	29,576.76	23,655.82
ii) Cash and cash equivalents	8	145.42	19.66
iii) Other bank balances	9	7,740.46	5,299.66
iv) Other financial assets	10	98.28	147.40
c) Other current assets	11	5,893.75	8,053.72
d) Assets held-for-sale	11A	2,332.13	-
Total current assets		**80,036.77**	**70,828.17**
Total Assets		**233,335.84**	**199,818.26**
II. Equity and Liabilities			
Equity			
a) Equity share capital	12A	1,371.86	1,371.86
b) Other equity	12B	97,786.15	90,817.79
Total equity		**99,158.01**	**92,189.65**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	13	43,391.23	33,922.86
ii) Lease liabilities	2C	9,907.52	1,698.57
iii) Other financial liabilities	14	2,404.14	1,747.17
b) Provisions	15	693.62	675.11
c) Deferred tax liabilities (net)	16	3,059.49	1,888.88
Total non-current liabilities		**59,456.00**	**39,932.59**
Current liabilities			
a) Financial liabilities			
i) Borrowings	17	37,125.41	33,486.89
ii) Lease liabilities	2C	2,084.79	464.88
iii) Trade payables			
Due to Micro Enterprises and Small Enterprises	18	1,414.26	933.13
Other than Micro Enterprises and Small Enterprises	18	26,417.77	22,887.37
iv) Other financial liabilities	19	5,780.93	6,076.57
b) Provisions	20	69.13	153.88
c) Other current liabilities	21	1,829.54	3,693.30
Total current liabilities		**74,721.83**	**67,696.02**
Total Equity and Liabilities		**233,335.84**	**199,818.26**
Company profile and background	1.A		
Significant accounting policies	1.D		
Notes on Standalone Financial Statements and other explanatory information	2 to 52		

The notes referred to above form an integral part of the Standalone Financial Statements

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

	Particulars	Note No.	Year Ened 31 March 2023	Year Ened 31 March 2022
I.	Revenue from operations	22	201,904.74	140,624.94
			201,904.74	**140,624.94**
II.	Other income	23	1,171.57	601.46
III.	Total income (I +II)		**203,076.31**	**141,226.40**
IV.	Expenses			
	a) Cost of materials consumed	24	131,306.93	87,704.85
	b) Purchase of stock in trade		858.24	732.91
	c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	(4,113.70)	(4,776.00)
	d) Employee benefits expense	26	13,055.74	10,196.18
	e) Other manufacturing expenses	27	20,480.30	16,152.38
	f) Finance cost	28	6,836.95	4,569.17
	g) Depreciation and amortisation expenses	2	12,404.33	7,769.43
	h) Other expenses	29	10,878.82	7,252.16
	Total expenses		**191,707.61**	**129,601.08**
V.	Profit before exceptional items and tax (III-IV)		**11,368.70**	**11,625.32**
VI.	Exceptional items	44	(324.99)	(555.11)
VII.	Profit before tax (V+VI)		**11,043.71**	**11,070.21**
VIII.	Tax expense:	45		
	i) Current tax		2,139.30	2,100.00
	ii) Current tax relating to earlier years		(127.06)	(135.23)
	iii) Deferred tax expense		1,170.61	1,121.93
IX.	Profit after Tax		**7,860.86**	**7,983.51**
X.	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	i) Remeasurements of net defined benefit liability		89.08	20.69
	ii) Income tax relating to net defined benefit liability		(22.42)	(5.21)
XI.	**Total Comprehensive Income**		**7,927.52**	**7,998.99**
	Earnings (basic) per share in rupees (face value of Rs 10/- each) .		**58.02**	**59.04**
	Earnings (diluted) per share in rupees (face value of Rs 10/- each) .		**57.85**	**50.44**
	Company profile and background	1.A		
	Significant accounting policies	1.D		
	Notes on Standalone Financial Statements and other explanatory information	2 to 52		

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

A. Equity Share Capital (Refer Note 12 A)

Particulars	(Amount in ₹ in lakhs)
Balance as on 31 March, 2021	**1,371.86**
Changes in share capital during the year	-
Balance as on 31 March, 2022	**1,371.86**
Changes in share capital during the year	-
Balance as on 31 March, 2023	**1,371.86**

B. Other Equity (Refer Note 12 B)

Particulars	Reserves and Surplus				Employee Share-based Payments Outstanding	Other Compre-hensive income/(loss)	Total
	Securities Premium	General Reserve	Retained Earnings	Equity component of compound fin-ancial instruments			
Balance As on 1 April 2021	**2,735.32**	**1,300.00**	**48,414.74**	**1,901.70**	**731.83**	**(162.84)**	**54,920.75**
Profit/(Loss) for the year	-	-	7,983.51	-	-	-	**7,983.51**
Equity component of com pulsorily convertible debentures	-	-	-	29,816.50	-	-	**29,816.50**
Recognition of share-based payments		-	-	-	350.79	-	**350.79**
Dividend	-		(2,269.24)	-	-		**(2,269.24)**
Other comprehensive income	-		-	-	-	15.48	**15.48**
Balance As on 31 March 2022	**2,735.32**	**1,300.00**	**54,129.01**	**31,718.20**	**1,082.62**	**(147.36)**	**90,817.79**
Profit/(Loss) for the period	-	-	7,860.87	-	-	-	**7,860.87**
Recognition of share-based payments (refer Note 41)		-	-	-	598.82	-	**598.82**
Share based payments relating to forfeited Options (refer note 41)	-	244.93	-	-	(244.93)	-	**-**
Other comprehensive income	-	-	-	-	-	66.66	**66.66**
Dividend (inclusive of dividend tax)*	-	-	(1,557.99)	-	-	-	**(1,557.99)**
Balance As on 31 March 2023	**2,735.32**	**1,544.93**	**60,431.89**	**31,718.20**	**1,436.52**	**(80.70)**	**97,786.15**

The Board of Directors in the meeting held on 22nd November, 2022 recommended Interim Dividend of Rs 11.50 per share. Accordingly, the aggregate amount of dividend of Rs 1403.39 (net of dividend tax) was paid on 20th December 2022. The Board of directors have not declared any final dividend for the year.

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A. Cash flow from operating activities		
Profit/(Loss) before tax	11,043.71	11,090.90
Adjustments for:		
Depreciation and amortisation expense	12,404.33	7,769.43
Loss on sale/discard of Property, plant and equipment (net)	(109.71)	109.93
Provision for doubtful trade receivables	139.14	214.48
Trade advances written off	0.88	0.20
Interest income	(440.41)	(103.77)
Rental Income	(330.00)	-
Share-based payments	598.82	350.80
Finance costs	6,836.95	4,569.18
Operating profit before working capital changes	**30,143.71**	**24,001.15**
Adjustments for:		
Inventories	2,191.71	(13,808.72)
Trade receivables	(3,179.28)	(9,387.45)
Current and non current assets & other financial assets	2,163.06	2,230.97
Trade payables	3,115.86	20,361.30
Other liabilities	2,625.91	8,109.33
Provisions	(66.25)	176.63
Cash generated from operations	**36,994.72**	**31,683.21**
Income taxes paid	(2,737.03)	(4,216.79)
Net cash generated from operating activities	**34,257.69**	**27,466.42**
B. Cash flow from investing activities		
Purchase of Property, plant and equipment & Capital work in progress	(16,564.85)	(12,763.04)
Payment for acquisition of New business	(15,232.59)	(41,397.98)
Proceeds from sale of Property, plant and equipment	551.62	72.07
Payment to Classy Kontainers	(3,788.29)	-
Purchase of Investment	(395.00)	(959.00)
Fixed deposits with banks matured/(paid)	(2,818.94)	(4,872.27)
Rental received	330.00	-
Margin Money deposit	(18.00)	-
Interest received	440.41	103.77
Net cash used in investing activities	**(37,495.64)**	**(59,816.45)**
C. Cash flow from financing activities		
Proceeds from long term borrowings	15,500.00	17,330.00
Repayment of long term borrowings	(2,091.12)	(31,944.06)
Proceeds from/(repayment) of short term borrowings (net)	1,284.76	4,356.89
Loan given to subsidiary (net)	(1,686.02)	(5,102.31)
Proceeds from compulsorily convertible debentures	-	55,200.13

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Repayment of lease liabilities	(1,247.28)	(642.38)
Dividend and tax thereon paid	(1,559.68)	(2,269.24)
Interest paid on Lease Liabilities	(642.77)	-
Interest paid other than Lease Liabilities	(6,194.18)	(4,569.18)
Net cash generated from financing activities	**3,363.71**	**32,359.85**
Net increase in cash and cash equivalents (A+B+C)	125.76	9.82
Cash and cash equivalents at the beginning of the year	19.66	9.84
Cash and cash equivalents at the end of the year/period	**145.42**	**19.66**
Notes:		
1. Cash and cash equivalents at the end of the year comprises of:		
Cash on hand	6.31	9.63
Balance with banks:		
In current accounts	139.11	10.03
Total	**145.42**	**19.66**

2. **Reconciliation of lease liabilities for the year ended 31 March 2023**

Particulars	As at 31 March 2022	Impact of Ind AS 116	Repayment changes	As at 31 March 2023
Lease liabilities	2,163.45	11,718.91	(1,890.05)	11,992.31

Reconciliation of lease liabilities for the year ended 31 March 2022

Particulars	As at 31 March 2021	Impact of Ind AS 116	Repayment changes	As at 31 March 2022
Lease liabilities	1,388.42	1,417.41	(642.38)	2,163.45

3. The above Statement of Cash Flow has been prepared under the Indirect Method as set out in Ind AS 7 “Statement of Cash Flows”.

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

NOTES FROMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE '2' : Property, plant & equipment as at 31st March 2023

(₹ in lakhs except stated otherwise)

(I) Other than research & development

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2022	Additions (Refer Note No 39 B	Disposals	Closing as on 31 March 2023	Opening as on 1 April 2022	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing As on 31 March 2023	As on 31 March 2023	As on 31 March 2022
A. Tangible Assets										
1. Land	6,520.14	119.14	217.81	6,421.47	-	-	-	-	6,421.47	6,520.14
2. Building & Civil Works	15,985.87	1,115.16	130.00	16,971.03	4,592.47	683.44	14.46	5,261.45	11,709.58	11,393.40
3. Plant & Machinery	81,740.49	9,724.68	665.43	90,799.74	41,995.07	4,946.34	529.18	46,412.23	44,387.51	39,745.42
4. Utility Installations	8,304.21	1,189.23	3.05	9,490.39	4,829.44	458.70	20.28	5,267.86	4,222.53	3,474.77
5. Computer Systems	456.82	130.11	-	586.93	268.87	85.58	-	354.45	232.48	187.95
6. Furniture & Fixtures	796.44	358.65	-	1,155.09	448.09	73.55	-	521.64	633.45	348.35
7. Vehicles	122.28	112.32	9.42	225.18	101.03	15.98	8.95	108.06	117.12	21.25
8. Other Equipments	3,419.49	461.75	13.94	3,867.30	1,537.18	280.14	24.88	1,792.44	2,074.86	1,882.31
Total - A	**117,345.74**	**13,211.04**	**1,039.65**	**129,517.13**	**53,772.15**	**6,543.73**	**597.75**	**59,718.13**	**69,799.00**	**63,573.59**
B. Intangible Assets										
9. Computer Software	175.30	39.25	-	214.55	155.53	5.89	-	161.42	53.13	19.77
10. Patents & Trade Marks	14,006.50	-	-	14,006.50	11,908.32	740.11	-	12,648.43	1,358.07	2,098.18
11. Customer Relationship	18,272.25	4,551.99	-	22,824.24	1,296.86	3,720.48	-	5,017.34	17,806.90	16,975.39
12. Brands and Designs	-	938.00	-	938.00	-	98.63	-	98.63	839.37	-
13. Non-Compete Fees	932.00	619.72	-	1,551.72	258.55	247.23	-	505.78	1,045.94	673.45
14. Goodwill	15,130.72	3,352.09	-	18,482.81	-	-	-	-	18,482.81	15,130.72
Total - B	**48,516.77**	**9,501.05**	**-**	**58,017.82**	**13,619.26**	**4,812.34**	**-**	**18,431.60**	**39,586.22**	**34,897.51**
Grand Total (A+B)	**165,862.51**	**22,712.09**	**1,039.65**	**187,534.95**	**67,391.41**	**11,356.07**	**597.75**	**78,149.73**	**109,385.22**	**98,471.10**

(II) Research & Development

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2022	Additions	Disposals	Closing as on 31 March 2023	Opening as on 1 April 2022	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing As on 31 March 2023	As on 31 March 2023	As on 31 March 2022
A. Tangible Assets										
1. Building & Civil Works	167.48	-	-	167.48	34.98	2.33	-	37.31	130.17	132.50
2. Plant & Machinery	1,754.10	-	-	1,754.10	1,261.61	53.65	-	1,315.26	438.84	492.49
3. Computer Systems	1.31	-	-	1.31	0.76	-	-	0.76	0.55	0.55
4. Furniture & Fixture	167.17	-	-	167.17	133.22	7.60	-	140.82	26.35	33.95
5. Other Equipments	131.26	-	-	131.26	97.28	6.72	-	104.00	27.27	33.99
Total	**2,221.32**	**-**	**-**	**2,221.32**	**1,527.85**	**70.30**	**-**	**1,598.15**	**623.18**	**693.47**
A. Tangible Assets	**119,567.06**	**13,211.04**	**1,039.65**	**131,738.45**	**55,300.00**	**6,614.03**	**597.75**	**61,316.28**	**70,422.18**	**64,267.06**
B. Goodwill	**15,130.72**	**3,352.09**	**-**	**18,482.81**	**-**	**-**	**-**	**-**	**18,482.81**	**15,130.72**
C. Other Intangible Assets	**33,386.05**	**6,148.96**	**-**	**39,535.02**	**13,619.26**	**4,812.34**	**-**	**18,431.60**	**21,103.41**	**19,766.79**
Grand Total	**168,083.83**	**22,712.09**	**1,039.65**	**189,756.27**	**68,919.26**	**11,426.37**	**597.75**	**79,747.88**	**110,008.40**	**99,164.57**

NOTES FROMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2" : Property, plant & equipment as at 31st March 2022

(I) Other than research & development

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2021	Additions	Disposals	Closing as on 31 March 2022	Opening as on 1 April 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2022	As on 31 March 2022	As on 31 March 2021
A Tangible Assets										
1. Land	2,760.12	3,760.02	-	6,520.14	-	-	-	-	6,520.14	2,760.12
2. Building & Civil Works	12,494.88	3,490.99	-	15,985.87	4,187.15	405.32	-	4,592.47	11,393.40	8,307.73
3. Plant & Machinery	65,306.40	17,137.99	703.90	81,740.49	38,529.11	4,027.09	561.13	41,995.07	39,745.42	26,777.29
4. Utility Installations	7,733.80	656.57	86.16	8,304.21	4,543.60	364.19	78.35	4,829.44	3,474.77	3,190.20
5. Computer Systems	386.74	84.84	14.76	456.82	205.45	76.82	13.40	268.87	187.95	181.29
6. Furniture & Fixture	779.83	80.18	63.57	796.44	447.80	49.73	49.44	448.09	348.35	332.03
7. Vehicles	127.88	3.82	9.42	122.28	103.29	6.69	8.95	101.03	21.25	24.59
8. Other Equipments	2,742.67	734.27	57.45	3,419.49	1,355.13	224.50	42.45	1,537.18	1,882.31	1,387.54
Total - A	**92,332.32**	**25,948.68**	**935.26**	**117,345.74**	**49,371.53**	**5,154.34**	**753.72**	**53,772.15**	**63,573.59**	**42,960.79**
B. Intangible Assets										
9. Computer Software	175.54	8.97	9.21	175.30	152.51	11.77	8.75	155.53	19.77	23.03
10. Patents & Trade Marks	14,006.50	-	-	14,006.50	11,090.80	817.52	-	11,908.32	2,098.18	2,915.70
11. Customer Relationship	1,327.25	16,945.00	-	18,272.25	353.85	943.01	-	1,296.86	16,975.39	973.40
12. Non-Compete Agreement	519.00	413.00	-	932.00	138.34	120.21	-	258.55	673.45	380.66
13. Goodwill	8,000.00	7,130.72	-	15,130.72	-	-	-	-	15,130.72	8,000.00
Total - B	**24,028.29**	**24,497.69**	**9.21**	**48,516.77**	**11,735.50**	**1,892.51**	**8.75**	**13,619.26**	**34,897.51**	**12,292.79**
Grand Total (A+B)	**116,360.61**	**50,446.37**	**944.47**	**165,862.51**	**61,107.03**	**7,046.85**	**762.47**	**67,391.41**	**98,471.10**	**55,253.58**

(II) Research & Development

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2021	Additions	Disposals	Closing as on 31 March 2022	Opening as on 1 April 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2022	As on 31 March 2022	As on 31 March 2021
A. Tangible Assets										
1. Building & Civil Works	167.48	-	-	167.48	32.65	2.33	-	34.98	132.50	134.83
2. Plant & Machinery	1,731.21	22.89	-	1,754.10	1,205.82	55.79	-	1,261.61	492.49	525.39
3. Computer Systems	1.31	-	-	1.31	0.76	-	-	0.76	0.55	0.55
4. Furniture & Fixture	167.17	-	-	167.17	125.62	7.60	-	133.22	33.95	41.55
5. Other Equipments	131.26	-	-	131.26	90.32	6.96	-	97.28	33.98	40.94
Total	**2,198.43**	**22.89**	**-**	**2,221.32**	**1,455.17**	**72.68**	**-**	**1,527.85**	**693.47**	**743.26**
A. Tangible Asset	**94,530.75**	**25,971.57**	**935.26**	**119,567.06**	**50,826.70**	**5,227.02**	**753.72**	**55,300.00**	**64,267.06**	**43,704.05**
B. Goodwill	**8,000.00**	**7,130.72**	**-**	**15,130.72**	**-**	**-**	**-**	**-**	**15,130.72**	**8,000.00**
C. Other Intangible Assets	**16,028.29**	**17,366.97**	**9.21**	**33,386.05**	**11,735.50**	**1,892.51**	**8.75**	**13,619.26**	**19,766.79**	**4,292.79**
Grand Total	**118,559.04**	**50,469.26**	**944.47**	**168,083.83**	**62,562.20**	**7,119.53**	**762.47**	**68,919.26**	**99,164.57**	**55,996.84**

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2A (1)" : Investment Properties at 31st March 2023

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2022	Additions	Transfer to Assets held for sale (refer Note 11A	Closing as on 31 March 2023	Accumulated Depreciation	Depreciation and Amortization for the year	Transfer to Assets held for sale (refer Note 11A	Closing as on 31 March 2023	As on 31 March 2023	As on 31 March 2022
Leasehold Land	998.53	-	998.53	-	-	-	-	-	-	998.53
Building & Civil Works	2,102.07	-	2,102.07	-	774.59	-	774.59	-	-	1,327.48
Utility Installations	26.19	-	26.19	-	20.07	-	20.07	-	-	6.12
TOTAL	**3,126.79**	**-**	**3,126.79**	-	**794.66**	-	**794.66**	-	-	**2,332.13**

NOTE 2A (ii) : Investment Properties at 31st March 2022

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2021	Additions	Disposals	Closing as on 31 March 2022	Opening as on 1 April 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2022	As on 31 March 2022	As on 31 March 2021
Leasehold Land	998.53	-	-	998.53	-	-	-	-	998.53	998.53
Building & Civil Works	2,102.07	-	-	2,102.07	723.68	50.92	-	774.60	1,327.47	1,378.39
Utility Installations	26.19	-	-	26.19	18.78	1.28	-	20.06	6.13	7.41
TOTAL	**3,126.79**	**-**	**-**	**3,126.79**	**742.46**	**52.20**	**-**	**794.66**	**2,332.13**	**2,384.33**

NOTE "2A" : ADDITIONAL NOTES

Investment properties comprise of a factory at Harohalli, Karnataka and the Utility Installations thereon, which has been leased to third parties for a period of nine years with initial lock in period of 3 years. Pursuant to an agreement for sale dated 23rd January 2023, the said Investment properties have been re-classified as 'Assets held for sale' at their carrying values as at 31 March 2023 (Refer Note no. 11A).

Amounts recognised in profit and loss for investment properties	31 March 2023	31 March 2022
Rental income derived from investment properties	330.00	330,00
Less: Depreciation	-	52.20
Profit arising from investment properties before indirect expenses	330.00	277.80

Estimation of fair value : The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, accessibility, frontage and visibility. The aforesaid fair value is based on valuations performed by an accredited independent valuer.

Fair Value of Investment Property

	As at 31 March 2022	
	Level 2	Fair value
Land and Building		3,800.00
Utilities		6.13

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2B (i)" : Right of use (Assets) - As at March 31, 2023

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated amortization				Net Block
	As on 1, April 2022	Reclassified / Recognised during the year	Deductions/ adjustment	As on 31, March 2023	As on 1, April 2022	Charge for the year	Deductions/ adjustment	As on 31, March 2023	As on 31, March 2023
Leases - Land	2,023.84	595.13	-	2,618.97	59.94	35.13	-	95.07	2,523.90
Leases - Building	3,450.89	441.14	-	3,892.03	1,431.98	528.90	-	1,960.88	1,931.15
Leases - Machine	-	12,249.12	-	12,249.12	-	413.93	-	413.93	11,835.19
Total	**5,474.73**	**13,285.39**	**-**	**18,760.12**	**1,491.92**	**977.96**	**-**	**2,469.88**	**16,290.24**

NOTE "2B (ii)" : Right of use (Assets) - As at March 31, 2022

ITEM	Gross Block				Accumulated amortization				Net Block
	As at 1, April 2021	Recognised during the year	Deductions/ adjustment	As at March 31, 2022	As at April 1, 2021	Charge for the year	Deductions/ adjustment	As on 31, March 2022	As on 31, March 2022
Leases- Land	1,471.37	552.47	-	2,023.84	36.18	23.76	-	59.94	1,963.90
Leases -Building	2,150.34	1,300.55	-	3,450.89	858.03	573.95	-	1,431.98	2,018.91
Total	**3,621.71**	**1,853.03**	**-**	**5,474.73**	**894.21**	**597.70**	**-**	**1,491.92**	**3,982.81**

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2 C" : LEASE LIABILITIES

(₹ in lakhs except stated otherwise)

Lease liabilities	As at 31 March 2023	As at 31 March 2022
Non-current lease liabilities	9,907.52	1,698.57
Current lease liabilities	2,084.79	464.88
Movement in lease liabilities		
Opening Lease Liability	2,163.45	1,388.42
Addition during the year	11,076.14	1,258.06
Cancellation of lease contracts	-	-
Finance Cost accrued during the year	642.77	159.34
Payment of Lease Liabilities	1,890.05	642.37
Closing Lease Liability	11,992.31	2,163.45
Maturity analysis of lease liabilities (Cash Outflow undiscounted)		
a. Not later than one year	3,087.84	638.51
b. Later than one year and not later than five years	9,998.98	1,773.42
c. Later than five years	2,807.36	288.01

NOTE "2 D" : SUMMARY OF DEPRECIATION & AMORTISATION

(₹ in lakhs except stated otherwise)

Lease liabilities	As at 31 March 2023	As at 31 March 2022
Property, Plant & Equipment	6,614.03	5,227.02
Intangible Assets	4,812.34	1,892.51
Investment Properties	-	52.20
Right of use Assets	977.96	597.70
Total	**12,404.33**	**7,769.43**

NOTE "2 E" : CAPITAL WORK-IN-PROGESS

Ageing Schedule as at March 31, 2023

(₹ in lakhs except stated otherwise)

Particulars	Amount of CWIP for period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	1,161.29	64.62	28.20	699.30	**1,953.41**
Projects temporarily suspended	-	-	-	-	-

In respect of projects where the completion is overdue, the schedule for completion is given below:

Particulars	To be completed in				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Research, Development and training facility	429.11	-	-	-	**429.11**
Factory building	138.00	-	-	-	**138.00**
Plant & Equipment	191.00	-	-	-	**191.00**
Others	34.00	-	-	-	**34.00**
Total	**792.11**	-	-	-	**792.11**

Ageing Schedule as at March 31, 2022

Particulars	Amount of CWIP for period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	2,658.03	100.58	30.24	558.22	3347.07
Projects temporarily suspended	-	-	-	-	-

As on the date of the balance sheet, there are no projects where the completion is overdue or has exceeded the cost, based on approved plan/budget.

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "3" : LONG TERM INVESTMENTS		
(i) Unquoted, at cost, in a wholly owned subsidiary		
MTL New Initiatives Private Limited		
10,000 Equity shares of Rs.10 each	1.00	1.00
(ii) Others (at fair value through other comprehensive income)		
Four EF Renewables Private Limited		
82,135 Equity shares of Rs.100 each	82.14	82.14
1,64,271 Compulsorily Convertible Preference Shares of Rs.100 each	164.27	164.27
Clean Max Scorpius Power LLP		
Capital Contribution (Refer note 3(i) below)	1,354.00	959.00
	1,601.41	**1,206.41**

Name of Partners	Capital Contribution	Profit sharing ratio
"3 (i)" Particulars relating to total capital, partners and profit sharing ratio		
Clean Max Enviro Energy Solutions Private Limited	3,853.70	74%
Manjushree Technopack Limited	1,354.00	26%
Kuldeep Jain *	-	-
TOTAL	**5,207.70**	**100%**

* Capital Contributuion is only Rs. 10 which is less than rounding off norms adopted by the Company.

Financial Assets

NOTE "4" : LOANS & ADVANCES

(Unsecured, considered good)

	As at 31 March 2023	As at 31 March 2022
Non-Current		
- Loans		
Due from subsidiary (Refer note below and note 37)	15,543.34	13,857.32
- Others		
Security deposits	1,002.13	710.17
Rental deposits	993.91	376.51
TOTAL	**1,996.04**	**1,086.68**

Additional Regulatory disclosure:

	As at 31 March 2023 Rs. Lakhs		As at 31 March 2022 Rs. Lakhs	
Name of Party	Loans / advances in the nature loans outstanding	% of total Loans/advances in the nature loans	Loans/advances in the nature loans outstanding	% of total Loans/advances in the nature loans
MTL New Initiatives Private Limited- wholly owned subsidiary*#	15,543.34	100.00	13,857.32	100.00

* The loans are repayable on demand and there are no stipulations as to terms of repayment.

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

The Board of directors of the Company in their meeting held on February 22, 2023 has approved a scheme of Amalgamation of its wholly owned subsidiary (WOS) with the Company with Appointed date as September 1, 2023, subject to the approval of the shareholders. The scheme of Amalgamation was filed with Regional Director, South-east Region, Hyderabad, Telangana on March 17, 2023. The scheme provides for the Amalgamation of its WOS with the Company wherein the entire business and undertaking(s) including the assets and liabilities of the WOS shall be transferred to and vested with the Company with effect from the Appointed Date. Consequent to the Amalgamation, the loan and the investment included Note no 3 and Note no 4 respectively, will be cancelled.

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "5" : OTHER NON-CURRENT ASSETS		
Prepaid Expenses	97.39	6.30
Capital advances	1,630.41	530.75
Balances with Government Authorities	0.10	0.10
Advance tax (Net of Provision for tax) *	4,178.33	3,475.95
TOTAL	**5,906.23**	**4,013.10**

* Includes Income Tax Demand paid under protest of Rs. 25 Lakhs (previous year Rs. 25 Lakhs) relating to Assessment Year 2002-2003.

Particulars	As at 31 March 2023	As at 31 March 2022
Current Assets		
NOTE "6" : INVENTORIES		
(At cost or net realisable value whichever is lower)		
Raw materials	11,663.22	16,556.72
Packing materials	835.66	929.47
Work-in-progress	689.68	587.49
Finished goods	16,841.51	13,230.98
Stock-in-trade (Acquired for trading)	788.11	387.12
Stores, Spares and Consumables	3,431.79	1,960.13
TOTAL	**34,249.97**	**33,651.91**
Financial Assets		
NOTE "7" : TRADE RECEIVABLES (Refer note 31(b) and note 32)		
Current		
Unsecured, considered good	29,576.76	23,655.82
Unsecured, considered doubtful	485.95	535.32
	30,062.71	24,191.14
Less : Expected credit loss provision	485.95	535.32
TOTAL	**29,576.76**	**23,655.82**
The average credit period on sale of goods is ranging from 1 to 120 days		
Movement in Expected Credit Loss Allowance:		
Balance at the beginning of the year	535.32	348.18
Add: Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	139.13	214.48
Less: Bad debts written off against provision	188.50	27.34
Balance at the end of the year	**485.95**	**535.32**

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
Trade Receivables		
Considered good - unsecured	29,576.76	23,655.82
Trade Receivables – credit impaired	485.95	535.32
Less: Allowance for expected credit losses	(485.95)	(535.32)
TOTAL	**29,576.76**	**23,655.82**

Ageing Schedule of trade receivables as at 31 March 2023

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:					Total
			< 6 months	6 months- 1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed Trade Receivables – Considered Good	–	24,577.38	4,864.31	124.64	8.59	1.84		**29,576.76**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables – credit impaired	–	–		55.11	244.08	108.02	78.74	**485.95**
(iv) Disputed Trade Receivables – Considered Good	–	–	–	–	–	–	–	–
(v) Disputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–	–
(vi) Disputed Trade Receivables – credit impaired	–	–	–	–	–	–	–	–

Ageing Schedule of trade receivables as at 31 March 2022

(i) Undisputed Trade Receivables - Considered Good	–	17,725.30	5,524.07	403.07	3.38	–		**23,655.82**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables - credit impaired	–	–	0.05	138.68	152.59	76.98	167.02	**535.32**
(iv) Disputed Trade Receivables - Considered Good	–	–	–	–	–	–	–	–
(v) Disputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–	–	–
(vi) Disputed Trade Receivables - credit impaired	–	–	–	–	–	–	–	–

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "8" : CASH AND CASH EQUIVALENTS		
Cash on hand	6.31	9.63
Balances with banks		
In Current accounts	139.11	10.03
TOTAL	**145.42**	**19.66**
NOTE "9" : BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS		
Margin Money deposits	50.20	32.20
Term deposits	7,675.83	4,856.89
Unclaimed dividend accounts	14.43	12.73
Escrow Account (Refer note no 39)	-	397.84
TOTAL	**7,740.46**	**5,299.66**
NOTE "10" : OTHER FINANCIAL ASSETS		
Current		
Interest accrued but not received	13.69	136.66
Derivative Assets-Foreign exchange forward contracts	-	10.74
Other Receivables (Refer Note No. 37)	84.59	-
TOTAL	**98.28**	**147.40**
NOTE "11" : OTHER CURRENT ASSETS		
Balances with government authorities :		
Customs duty deposit	43.87	3.22
GST receivable	560.59	1,010.27
Other deposits	23.19	25.85
TOTAL A	**627.65**	**1,039.44**
Other loans and advances:		
Prepaid expenses	241.00	282.29
Advance to employees (Refer Note 37)	147.56	30.11
Advance to suppliers	4,843.13	6,662.37
Earnest money deposit	34.41	39.51
TOTAL B	**5,266.10**	**7,014.28**
TOTAL (A+B)	**5,893.75**	**8,053.72**
NOTE "11 A" : ASSET HELD FOR SALE		
Asset held for sale (refer note below)	2,332.13	-
	2,332.13	**-**

The above represents land & building at Harohalli, Karnataka, and utility installations thereon. The land which was initially leased to the Company by Karnataka Industrial Area Development Board ("KIADB") in July 2017, was transferred in the name the Company by KIADB in November 2022. Pursuant to an agreement for sale dated 23 January 2023, the above assets which were held as investment properties have now been classified as 'Assets held for sale'. The sale is expected to be completed during the year ending 31 March 2024. An amount of Rs. 999.14 Lakhs has been received as advance towards the proposed sale (Refer Note no. 19)

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

NOTE "12 A" : SHARE CAPITAL

Particulars	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital				
Equity Shares of ₹ 10/- each				
(Previous year ₹ 10/- each)	25,000,000	2,500.00	25,000,000	2,500.00
Issued, Subscribed and Paid-up Capital				
Equity Shares of ₹ 10/- each				
(Previous year ₹ 10/- each)				
Fully Called up and Paid up in Cash	13,547,700	1,354.77	13,547,700	1,354.77
Add: Forfeited shares (amount originally paid up)	239,500	17.09	239,500	17.09
(239,500 equity shares were forfeited on				
30 Sep. 1997 for non-payment of allotment money.)				
TOTAL		**1,371.86**		**1,371.86**

(i) Reconciliation of no. of Equity Shares outstanding at the beginning and at the end of the current period:

Particulars	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of face value ₹ 10/- each				
As at beginning of the year	13,547,700	1,354.77	13,547,700	1,354.77
Add: number of shares issued during the year	-	-	-	-
Less: number of shares bought back during the year	-	-	-	-
As at end of the year	**13,547,700**	**1,354.77**	**13,547,700**	**1,354.77**

(ii) Share holders holding more than 5% Equity Shares in the Company:

Class of share / Name of the shareholder	No of Shares held	% of Shares held	No of Shares Held	% of Shares held
Equity Shares of face value ₹ 10/- each				
AI Lenarco Midco Limited	13,173,990	97.24%	13,173,990	97.24%

(iii) The Company has only one class of shares. Each Equity Share holder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "12 B" : OTHER EQUITY		
General Reserve:		
Balance as at the beginning of the year.	1,300.00	1,300.00
Add/(Less): Share based payments relating to forfeited Options (refer note 41)	244.93	-
Balance as at the end of the year	**1,544.93**	**1,300.00**

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy for regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.		
Securities Premium:		
Balance as at the beginning of the year	2,735.32	2,735.32
Add/(Less) : Premium on Fresh Issue of Shares	-	-
Balance as at the end of the year	2,735.32	2,735.32
Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the Provisions of the Companies Act, 2013.		
Equity component of compulsorily convertible debentures		
Balance as at the beginning of the year	31,718.20	1,901.70
Add/(Less) : Issue and conversion of Compulsorily Convertible Debentures -Equity Component (Refer Note no. 13.2)	-	29,816.50
Balance as at the end of the year	**31,718.20**	**31,718.20**
Retained Earnings (Including other comprehensive income)		
Balance as at the beginning of the year	**53,981.65**	**48,251.90**
Add/(Less): Net Profit after tax transferred from Statement of Profit and Loss	7,927.53	7,998.99
Add/(Less): Interim Dividend paid	(1,557.99)	(2,269.24)
Balance as at the end of the year	60,351.19	53,981.65
Employee Share-based Payments Outstanding		
Balance as at the beginning of the year	1,082.62	731.83
Recognition of share-based payments (refer Note 41)	598.82	350.79
Share based payments relating to forfeited Options (refer note 41)	(244.93)	-
Balance as at the end of the year	1,436.51	1,082.62
Total as at the end of the year	**97,786.15**	**90,817.79**

Financial liabilities

NOTE "13" : NON-CURRENT BORROWINGS

Secured

Term loans

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non Current	Current	Non Current
(i) Rupee term loan (refer note 13.1 below)	3,988.86	20,420.02	2,132.35	8,757.15
(iii) Compulsorily convertible debentures (refer note 13.2 below)	2,726.70	22,971.21	2,229.45	25,165.71
TOTAL	**6,715.56**	**43,391.23**	**4,361.80**	**33,922.86**

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023(Contd...)

(₹ in lakhs except stated otherwise)

NOTE "13.1" :

Particulars	Current	Non-current	Current	Non-current	Repayable in number of install-ments	Repay-ment commen-cing from	Rate of interest in %	Number of instal-ments remain-ing	Security
	31 March 2023		31 March 2022						Hypothecation of Company's present and future movable fixed assets comprising Plant and Machineries, Equipment, etc. along with equitable mortgage of immovable properties located at Bengaluru, Baddi, Pantnagar, and Amritsar.
HDFC Term Loan	562.60	1,477.80	672.00	1,848.84	18	01/05/2022	8.85%	15	
HDFC Term Loan	1,755.03	12,285.21	-	-	16	01/12/2023	8.05%	14	
HDFC Term Loan	119.97	839.79	-	-	16	01/12/2023	8.05%	14	
ICICI Term Loan	1,460.35	5,476.31	1,460.35	6,908.31	23	01/04/2022	9.31%	19	
ICICI Term Loan	90.91	340.91	-	-	22	01/07/2022	9.67%	19	
TOTAL	**3,988.86**	**20,420.02**	**2,132.35**	**8,757.15**					

NOTE "13.2" : COMPULSORY CONVERTIBLE DEBENTURES

The Company has issued following Compulsory Convertible Debentures ("CCD") at par with face value of Rs.100 each. The "CCD" shall have a tenure of 8 years and is convertible into equity shares at the earlier of: (i) the exercise of its right to convert the CCDs into Equity Shares by the Investor, by issuing a notice to the Board in this regard; or (ii) the expiry of tenor . The simple interest rate of 9% is payable on the face value of CCD on half yearly basis. The Company has classifed the "CCD" as compound financial instrument and has computed debt and equity element in accordance with IndAs 109, "Financials Instruments"

Allotment date	No of CCDs	Amount (Rs.)	Conversion price (Rs.)	No. of equity share
18 December 2019	3,521,614	35,21,61,400	1,637.96	215,000
12 April 2021	2,500,133	250,013,300	1637.96	152,637
07 January 2022	26,500,000	2,650,000,000	1620.23	1,635,570
18 January 2022	26,200,000	2,620,000,000	1620.23	1,617,054
	58,721,747	**5,872,174,700**		**3,620,262**

NOTE "13.3" : QUARTERLY RETURNS SUBMITTED TO BANKS

The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets of the Company. The quarterly returns and stock statements submitted by the Company to the said banks are in agreement with unaudited books of account of the Company for the respective quarters ended 30 June 2022, 30 September 2022 and 31 December 2022. The revised return/ statements for the quarter ended 31 March 2023, has been filed with the banks on 03 July 2023

NOTE "13.4" : WILFUL DEFAULTER

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

NOTE "13.5" : APPLICATION OF TERM LOANS

Term loans availed by the Company were applied by the Company during the year for the purposes for which the loans were obtained.

NOTE "13.6" : ADDITIONAL REGULATORY DISCLOSURE

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "14" : OTHER FINANCIALS LIABILITIES		
Non-Current		
Rental deposit	100.00	100.00
Security deposit	1,369.92	978.92
Gratuity (refer note 40)	934.22	668.25
TOTAL	**2,404.14**	**1,747.17**
NOTE "15" : NON-CURRENT PROVISIONS		
Compensated absences	693.62	675.11
TOTAL	**693.62**	**675.11**
NOTE "16" : DEFERRED TAX LIABILITIES (NET)		
Deferred tax assets		
Provision of expenses	192.20	192.40
Employee benefits	665.13	559.19
Provision for doubtful Trade receivables	122.30	134.74
TOTAL 'A'	**979.63**	**886.33**
Deferred Tax Liabilities		
Depreciation/Amortization on property, plant & equipment and goodwill	2,957.42	2,317.32
Right of use assets	1,081.70	457.89
TOTAL 'B'	**4,039.12**	**2,775.21**
Deferred Tax Liabilities (Net) (B-A)	**3,059.49**	**1,888.88**
Financial Liabilities		
NOTE "17" : CURRENT BORROWINGS		
Secured (refer Note 17.1 below)		
Working capital loans	30,409.85	29,125.09
Current maturities of Long term borrowings (Refer Note no. 13)	6,715.56	4,361.80
TOTAL	**37,125.41**	**33,486.89**

Note "17.1" : Working Capital loans from Bank : Working capital loans are secured against property, plant and equipment, and current assets of the Company, present and future.

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "18" : TRADE PAYABLE		
Current		
Due to Micro Enterprises and Small Enterprises (refer note below)	1,414.26	933.13
Other than Micro Enterprises and Small Enterprises	26,417.77	22,887.37
TOTAL	**27,832.03**	**23,820.50**
Note : Due to Micro Enterprises and Small Enterprises		
Details relating to dues to Micro and Small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 is on the basis of such parties having been identified by the Management and relied upon by the Auditors'. The Company has not received any claim for interest from any supplier under the said Act. The following table provides the details:		
The principal amount due thereon remaining unpaid to any supplier as at the end of each accounting year.	1,414.26	933.13
Interest due there on remaining unpaid to any supplier at the end of each accounting year.	18.34	9.18
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year.	0.01	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	18.33	9.18
The amount of interest accrued and remaining unpaid at the end of the year.	18.34	9
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-
TOTAL	**1,432.60**	**942.31**

Ageing Schedule of trade receivables as at 31 March 2023

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:				Total
			< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	–	1,266.17	121.56	23.37	0.03	3.13	**1,414.26**
(ii) Others	–	14,695.81	11,159.16	442.24	60.41	60.15	**26,417.77**
(iii) Disputed dues – MSME	–	–	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–	–	–

NOTES FORMING PART OF THE STANDALONE BALANCE SHEET AS AT 31 MARCH 2023 Contd...)

(₹ in lakhs except stated otherwise)

Ageing Schedule of trade payables as at 31 March 2022

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:				Total
			< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	–	597.92	322.87	3.22	6.04	3.08	**933.13**
(ii) Others	–	14,641.71	7,950.30	105.23	127.15	62.98	**22,887.37**
(iii) Disputed dues – MSME	–	–	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–	–	–

Particulars	As at 31 March 2023	As at 31 March 2022
NOTE "19" : OTHER FINANCIAL LIABILITIES		
Current		
Interest accrued and not due on borrowings	18.37	1.20
Creditors for capital goods	1,587.31	1,684.65
Gratuity (Refer note 40)	268.21	226.35
Derivative Liabilities-Foreign exchange forward contracts	5.27	-
Unclaimed dividends	14.42	12.73
Advance against sale of property (Refer Note no. 11A)	999.14	-
Deferred purchase consideration:		
- Packing Business of Varahi Limited	35.96	35.96
- B2B plastic business (Refer note 39)	-	397.84
- Plastic packaging products business (Refer note 39A)	158.20	3,717.84
- HPPL business (Refer note 39B)	2,694.05	-
TOTAL	**5,780.93**	**6,076.57**
NOTE "20" : PROVISIONS		
Current		
Compensated absences	69.13	153.88
TOTAL	**69.13**	**153.88**
NOTE "21" : OTHER CURRENT LIABILITIES		
Statutory Liabilities		
- Tax deducted at source	214.49	138.37
- Other statutory liabilities	179.58	167.60
Advances from customers	1,435.47	3,387.33
TOTAL	**1,829.54**	**3,693.30**

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "22" : REVENUE FROM OPERATIONS		
Products		
Domestic (Refer note 22(i) below)	181,462.40	126,856.77
Exports	7,721.63	4,788.78
Other operating income		
Job-work income	11,829.95	8,162.01
Trading of Export incentive scrips	60.97	3.83
Storage and goods handling income	441.86	422.97
Design and Development Services	145.19	77.25
Discount and rebates	100.44	47.82
Miscellaneous receipts	142.30	265.51
TOTAL	**201,904.74**	**140,624.94**

Notes "22 (i)" The Company derives its revenue from sale of Preforms, Containers, Pumps, Dispensers, Caps and closures and recycling in the "Rigid Plastic Packaging" business segment, which constitutes a single operating business segment. (Refer Note 47). The entire portion of Company's Revenue comprises of 'Performance obligations satisfied at a point in time'.

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "23" : OTHER INCOME		
A. Interest		
On margin money deposits	379.42	61.07
On other deposits	61.00	42.70
TOTAL (A)	**440.42**	**103.77**
B. Other Non-Operating Income		
Profit on Sale of Property, Plant and Equipment	109.70	-
Rental income	330.00	330.00
Foreign currency exchange gain (Net)	291.45	167.69
TOTAL (B)	**731.15**	**497.69**
TOTAL (A+B)	**1,171.57**	**601.46**
NOTE "24" : COST OF MATERIALS CONSUMED		
Opening Stock - Raw Materials	16,556.72	12,612.05
Opening Stock - Packing Materials	929.47	488.33
Add: Purchase of Raw Materials (Net of Returns)	118,289.62	85,650.24
Add: Purchase of Packing Materials (Net of Returns)	8,030.00	6,440.42
	143,805.81	**105,191.04**
Less: Closing Stock - Raw Materials	11,663.22	16,556.72
Less: Closing Stock - Packing Materials	835.66	929.47
Sub Total	131,306.93	87,704.85
Cost of Materials Consumed	**131,306.93**	**87,704.85**

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "25" : CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS		
Opening stock of finished goods	13,230.98	8,640.13
Opening stock-in-trade	387.12	333.21
Opening stock of work-in-progress	587.49	456.25
Less : Closing stock of finished goods	16,841.50	13,230.98
Less : Closing stock-in-trade	788.11	387.12
Less : Closing stock of work-in-progress	689.68	587.49
Net (Increase) / Decrease	**(4,113.70)**	**(4,776.00)**
NOTE "26" : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and allowances	10,302.24	8,635.06
Directors' remuneration (Refer note 37)	806.69	269.80
Contribution to Provident and other funds	429.63	375.28
Gratuity (Refer note 40)	229.59	175.22
Share-based payments (Refer note 41)	598.82	350.79
Staff welfare expenses	688.77	390.03
TOTAL	**13,055.74**	**10,196.18**
NOTE "27" : OTHER MANUFACTURING EXPENSES		
Power and Fuel charges	9,630.37	8,103.91
Repairs & Maintenance		
Building & Civil Works	211.87	194.59
Plant & Machinery	445.33	258.91
Others	193.31	170.12
Others		
Labour and Job work charges	7,225.02	5,134.47
Consumable & Stores	2,102.11	1,836.33
Freight and Others	672.29	454.05
TOTAL	**20,480.30**	**16,152.38**
NOTE "28" : FINANCE COST		
A) Interest		
Term loans	983.32	1,776.65
Cash credit	1,819.99	1,588.13
CCD's	2,995.16	902.30
Deferred purchase consideration (Refer notes nos. 19, 39A and 39B)	308.47	72.07
Lease liabilities	642.77	159.34
Others	18.36	16.25
B) Other borrowing cost		
Bank commission and charges	68.88	54.43
TOTAL	**6,836.95**	**4,569.17**

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023 (Cond.)

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "29" : OTHER EXPENSES		
Rent	438.24	136.36
Rates, taxes and other fees	313.69	207.61
Insurance premium	481.98	338.18
Conveyance	179.87	125.09
Vehicles running and maintenance	102.67	104.53
Telephone charges	66.75	59.03
Printing and stationery	71.70	52.27
Postage and telegrams	86.24	74.94
Professional charges	1,778.03	632.11
Electricity charges	41.78	26.30
Membership and subscription	27.23	22.31
Computer maintenance	240.04	193.04
Hire charges of equipments	61.16	63.05
Directors Fees	115.00	115.00
Auditors Remuneration		
- Statutory audit (including remuneration relating to previous year - Rs.7.50 Lakhs (previous year - NIL)	47.50	26.75
- Certificate	0.50	-
- Out of pocket expenses	3.19	-
Security service charges	289.12	225.55
Travelling expenses	485.79	317.36
Provision for doubtful trade receivables (net)	139.14	214.48
Loans & advances written off	0.88	0.20
Loss on Property, plant and equipment sold / discarded (net)	-	109.93
Corporate Social Responsibility (Refer note 48)	220.55	219.95
Advertisement , publicity and sales promotion	176.85	141.10
Freight outwards	5,363.42	3,700.86
Miscellaneous expenses	147.50	146.16
Total	**10,878.82**	**7,252.16**

NOTE "30" : FINANCIAL INSTRUMENTS - FAIR VALUE MEASUREMENT

(a) Accounting classifications and fair values

The financial assets and financial liabilities of the Company are of Level III catergory except for forward contracts derivative instruments which are classified as Level II.The following table shows the carrying amounts and fair values of the financial assets and liabilities.

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs)

PARTICULARS	As at 31 March 2023 Carrying amount / Fair Value	As at 31 March 2022 Carrying amount / Fair Value
Financial assets measured at amortised cost		
Trade receivables	29,576.76	23,655.82
Cash and cash equivalents	145.42	19.66
Other bank balance	7,740.46	5,299.66
Investments	1,601.41	1,206.41
Security deposits	1,002.13	710.17
Rental deposits	993.91	376.51
Due from Subsidiary	15,543.34	13,857.32
Other financial assets	98.28	136.66
Financial assets measured at fair value		
Forward contracts Receivable (net of payable)	-	10.74
TOTAL	**56,701.71**	**45,272.95**
Financial liabilities measured at amortised cost		
Borrowings	80,516.64	67,409.75
Lease deposits	100.00	100.00
Security deposits	1,369.92	978.92
Trade payables	27,832.03	23,820.50
Other financial liabilities	6,709.88	6,744.82
Lease liabilities	11,992.31	2,163.45
Financial liabilities measured at fair value		
Forward contracts payable (net of receivable)	5.27	-
TOTAL	**128,526.05**	**101,217.44**

Note: "30 (i)" The Management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note: "30 (ii)" The Forward contracts have been taken by the Company for hedging its foreign currency exposures for both receivable and payable in foreign currencies, and its fair value has been determined based on the forward rate provided by the bank for outstanding forward contracts.

NOTE "31" : FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Company has exposure to the following risks arising from financial instruments: - credit risk (refer note (b) below)- liquidity risk (refer note (c) below)- market risk (refer note (d) below)

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans to related parties and cash and cash equivalents.The carrying amount of financial assets represents the maximum credit exposure.

(i) Trade and other receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Deposits mainly consist of deposits made to government entities.

Expected credit loss (ECL) assessment for customers

The Company provides for loss allowance on trade receivables based on life-time expected credit loss. For the assessment of life-time expected credit loss, assets are classified into three categories as Standard and doubtful based on the counter-party's capacity to meet the obligations and provision is determined accordingly. Standard assets are those where the risk of default is negligible. Doubtful assets are those where the credit risk is significantly increased / are impaired.Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to repay the Company, as per the agreed terms. Where loans or receivables have been written off, the Company continues to engage in recovery of the receivables due. Where recoveries are made, these are recognized in Statement of Profit and Loss.

(ii) Cash and cash equivalents

The Company holds cash and cash equivalents of ₹145.41 lakhs at 31 March 2023 (31 March 2022: ₹ 19.66 lakhs). The cash and cash equivalents are mainly held with nationalised banks which have a very low risk of default.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring losses or causing damage to the Company's reputation.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flow, and include contractual interest payments and exclude the impact of netting agreements.

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs)

As at 31 March 2023	Carrying amount	Total	0–12 months	1–5 years	More than 5 years
Borrowings	80,516.64	80,516.64	43,391.23	37,125.41	-
lease liabilities	11,992.31	11,992.31	2,084.79	7,986.65	1,920.87
Lease deposits	100.00	100.00	100.00	-	-
Security deposits	1,369.92	1,369.92	-	-	1,369.92
Trade payables	27,832.03	27,832.03	27,832.03	-	-
Other payables	6,715.15	6,715.15	5,780.93	934.22	-
	128,526.05	**128,526.05**	**79,188.98**	**46,046.28**	**3,290.79**

As at 31 March 2022	Carrying amount	Total	0–12 months	1–5 years	More than 5 years
Borrowings	67,409.75	67,409.75	33,486.88	33,922.87	-
lease liabilities	2,163.45	2,163.45	464.88	1,433.54	265.03
Lease deposits	100.00	100.00	-	-	100.00
Security Deposit	978.92	978.92	-	-	978.92
Trade payables	23,820.50	23,820.50	23,820.50	-	-
Other payables	6,744.82	6,744.82	6,076.57	668.25	-
	101,217.44	**101,217.44**	**63,848.83**	**36,024.66**	**1,343.95**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and Future plans of the Board of Directors and Management, no material uncertainty exists as on the date of the approval of rhe financial statements indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

NOTE: 33 MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Currency risk

Majority of the transactions entered into the company are denominated in INR. However, for certain transactions which are entered in foreign currency, the Company enters into forward exchange contract to mitigate the risks associated with foreign currency fluctuations.

Outstanding forward contracts

i. Outstanding short term forward exchange contracts entered into by the Company on account of payables:

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(Amount in lakhs ₹)

As at	No. of Contracts	Currency	Amount
31 March 2023	20	USD	3,507.86
31 March 2022	1	USD	184.58

ii. Outstanding Short Term Forward Exchange Contracts entered into by the Company on account of receivables:

(Amount in lakhs ₹)

As at	No. of Contracts	Currency	Amount
31 March 2023	8	USD	1,126.04
31 March 2022	13	USD	1,106.04

Foreign Currency Exposure

The company exposure to foreign currency risk at the end of the reporting period expressed in INR as follows:

(Amount in lakhs ₹)

Particulars	Currency	As at 31 March 2023	As at 31 March 2022
Trade Receivables	USD	763.21	1,106.04
	GBP	20.24	69.77
Trade Payables	USD	289.75	331.32
	EURO	3.36	8.62

ii) **Interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the year are as follows :-

	31 March 2023	31 March 2022
Variable rate borrowings	30,409.85	29,125.09
Total Borrowings	**30,409.85**	**29,125.09**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Impact on Profit or Loss
	1% increase or decrease
31 March 2023	
Variable rate borrowings	304.10
31 March 2022	
Variable rate borrowings	291.25

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "34" : GOODWILL

Particulars	Note No. reference	Year Ened 31 March 2023	Year Ened 31 March 2022
Pumps and Dispensers		8,000.00	8,000.00
Pre-forms, Containers and Shrink Film	**39**	327.49	327.49
Plastic Pails and Containers	**39A**	6,803.23	6,803.23
Caps and Closures	**39B**	3,352.09	-
TOTAL		**18,482.81**	**15,130.72**

Goodwill is tested for impairment at least annually. Impairment is recognized, if present value of future cash flows is less than the carrying value of goodwill. Future cash flows are forecast for 3 years and then on perpetuity on the basis of certain assumptions which includes revenue growth, earnings before interest and taxes, capital outflow and working capital requirement. The assumptions are taken on the basis of past trends and management estimates and judgement. Future cash flows are discounted using "Weighted Average Cost of Capital".

Assumptions	As at 31 March 2023	As at 31 March 2022
Terminal growth rate (%)	5%	5%
Discount rate (%)	12%	12%

As at 31 March 2023 the estimated recoverable amount of the Cash Generating Unit exceeded it's carrying amount and accordingly, no impairment was recognized.

NOTE "35" :CONTINGENT LIABILITIES NOT PROVIDED FOR IN BOOKS OF ACCOUNTS :

Future cash flows in respect of (i) above are determinable only on receipt of judgments / decisions pending with various forums / authorities. The Company is confident of defending the above claims and expects no liability on these counts.

Particulars	As on 31 March 2023			As on 31 March 2022		
	Total liability	Margin/ deposits	Net liability	Total liability	Margin/ deposits	Net liability
Disputed liability towards income tax under appeal relating to i) Allowance for depreciation on Goodwill and other Intangible assets ii) Weighted deduction for scientific research expenditure.	1,846.52	25.00	1,821.52	1,164.99	25.00	1,139.99

NOTE "36" : CAPITAL COMMITMENTS

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Estimated amount of contracts remaining to be executed on capital account (net of advances)	6,745.90	3,720.31

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "37" : RELATED PARTY DISCLOSURES

A) Advent International, Ultimate Holding Company
AI Lenarco Midco Limited, Holding company
MTL New Initiatives Private Limited , Subsidiary

B) Enterprises in which Directors have significant influence N.A.

C) Key managerial person (KMP)

a) Napanda Poovaiah Thimmaiah, Managing Director & Chief Executive Officer (w.e.f. 30 May 2022)

b) Sanjay Kapote, Managing Director & Chief Executive Officer (upto 30 May 2022)

D) Other Related Parties

a) Jayesh Merchant, Director

b) Ashok Sudan, Director

c) Manu Anand, Director

Nature of transactions and related parties	Year Ended March 31, 2023	Year Ended March 31, 2022
(i) Sale of raw material		
MTL New Initiatives Private Limited	1,125.08	370.38
(ii) Other cross charges (rent and interest)		
MTL New Initiatives Private Limited	1,073.01	372.85
(iii) Purchase of finished goods		
MTL New Initiatives Private Limited	750.75	884.28
(iv) Purchase of property,plant and equipments		
MTL New Initiatives Private Limited	239.27	1,293.42
(v) Directors Fees		
Jayesh Merchant	40.00	40.00
Ashok Sudan	25.00	25.00
Manu Anand	50.00	50.00
vi) Remuneration paid to KMP		
Sanjay D Kapote	9.32	269.80
Napanda Poovaiah Thimmaiah	797.37	-
(vii) Advances given		
KMP	72.00	-
Ultimate Holding Company	83.20	-
(viii) Loans given		
MTL New Initiatives Private Limited	1,686.02	5,102.31

Nature of transactions and related parties	Year Ended March 31, 2023	Year Ended March 31, 2022
Receivable from related parties		
i) MTL New Initiatives Private Limited		
Loan	15,543.34	13,857.32
Accounts receivable	3,059.97	20.67
Accounts Payables	616.29	1,852.66
ii) Ultimate Holding Company	83.20	-
iii) KMP	72.00	-

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

Note (i) - Remuneration to KMP does not include provision for gratuity and compensated absences, which are determined based on actuarial valuation for the Company as a whole.

NOTE “38” : TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company does not have any transactions with companies struck off.

NOTE “39” : ACQUISITION OF PEARL POLYMERS LIMITED

On 12 April 2021, the Company completed the acquisition of B2B plastic business of Pearl Polymers Limited (“PPL”) for a consideration of Rs. 8,712.62 Lakhs. The Company acquired certain immoveable properties and Plant & machinery, and certain items of current assets and current liabilities, at their respective fair values as determined by Independent Registered Valuers. The acquisition was accounted for in accordance with IndAs 103, “Business Combination”. The consideration transferred for the acquisition comprised of Fair values of the assets, as reduced by Liabilities relating to the acquired business.

Of the total purchase consideration, the Company had paid Rs. 8,314.78 Lakhs upto 31 March 2022. The balance amount payable which was reflected under Note no. 19, “Other financial liabilities’ and also deposited in a separate ESCROW Bank account (Refer note no. 9) was released to the seller on 26 April 2022, on completion of closing conditions.

The details of assets and liabilities taken over, and resultant goodwill is given below:

Particulars	Fair value recognized on acquisition
Assets	
Property, plant and equipment	7,322.54
Current Assets:	
- Stock-in trade	1,329.40
- Trade and Other receivables	2,373.13
Total assets	**11,025.07**
Liabilities	
Current Liabilities:	
- Trade payables	2,639.94
Total liabilities	**2,639.94**
Total identifiable net assets at fair value	**8,385.13**
Purchase consideration	**8,712.62**
Goodwill	**327.49**

NOTE “39 A” : ACQUISITION OF PLASTIC PACKAGING PRODUCTS BUSINESS OF Ms. CLASSY KONTAINERS

A) During the year 2021-2022, the Company acquired on a slump sale basis, business of manufacturing, trading and/or sale of plastic packaging products of “Classy Kontainers” (a partnership firm) pursuant to Business Transfer Agreement signed on 16 August 2021, for a consideration of ₹ 34,677.07 lakhs (including contingent consideration of ₹ 3,653.05 Lakh). Pursuant to achieving all the closing conditions, the transaction was closed on 18 January 2022 and payment of ₹ 31,024.02 lakhs was made upto 31 March 2022. During the year, the Company paid ₹ 3,494.85 lakhs. The balance amount of Rs. 158.20 Lakhs is expected to be paid during the year ending 31 March 2024.

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The details of assets and liabilities taken over, and resultant goodwill is given below:

B)

Particulars	Fair value recognized on acquisition
Assets	
Property, plant and equipment	6,074.30
Intangible assets (Customer Relationships and others)	17,358.00
Current Assets :	
- Stock-in trade	2,758.98
- Trade and other receivables	2,682.58
Total assets	**28,873.86**
Liabilities	
Current Liabilities:	
- Trade Payables	1,000.02
Total liabilities	**1,000.02**
Total identifiable net assets at fair value	**27,873.84**
Purchase consideration	**34,677.07**
Goodwill	**6,803.23**

NOTE "39B" : ACQUISITION OF PLASTIC PACKAGING PRODUCTS BUSINESS OF HITESH PLASTICS PRIVATE LIMITED ("HPPL BUSINESS")

A) During the year, the Company acquired on slump sale basis, business of manufacturing, trading and/or sale of plastic packaging products of "Hitesh Plastics Private Limited" pursuant to a Business Transfer Agreement signed on 09 September 2022, for a consideration of ₹ 17,853.61 lakhs (including contingent consideration of ₹ 2,621.02 lakhs). Pursuant to achieving all the closing conditions, the transaction was closed on 21 September 2022 and payment of ₹ 15,232.59 lakhs has been made upto 31 March 2023. The contingent consideration of Rs. 2,694.05 Lakhs(including interest of Rs. 73.03 Lakhs) is expected to be paid during the year ending 31 March 2024.

The details of assets and liabilities taken over, and resultant goodwill is given below:

B)

Particulars	Fair value recognized on acquisition
Assets	
Land	292.00
Building and civil works	970.00
Computer Systems	5.00
Furniture & Fixtures	14.00
Vehicles	34.00
Other Equipments	4.00
Intangible assets	
(Customer Relationships, Brands and Non-compete Fees)	6,109.71

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Fair value recognized on acquisition (Net of taxes)
Current Assets :	
- Stock	2,789.77
- Trade and other receivables	2,857.68
- Other current assets	2,191.41
Total assets	**15,267.57**
Liabilities	
Current Liabilities:	
- Trade Payables	766.05
Total liabilities	**766.05**
Total identifiable net assets at fair value	**14,501.52**
Purchase consideration	**17,853.61**
Goodwill	**3,352.09**

Note "40": EMPLOYEE BENEFITS

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

The disclosure in respect of the defined gratuity plan are given below:

Table showing changes in present value of obligations (DBO): **(Amount in lakhs ₹)**

Period	Year Ended March 31, 2023	Year Ended March 31, 2022
Present value of the obligation at the beginning of the period	1,051.69	781.16
Interest cost	74.48	54.30
Current service cost	162.49	134.39
Benefits paid (if any)	(117.31)	(30.68)
Acquisitions (Transfer in)	-	165.48
Actuarial (gain)/loss	83.52	(52.95)
Present value of the obligation at the end of the period	1,254.87	1,051.69

Break-down of actuarial (gain)/loss

Period	Year Ended March 31, 2023	Year Ended March 31, 2022
Actuarial gain / losses from changes in Demographics assumptions (mortality)	N A	N A
Actuarial (gain)/ losses from changes in financial assumptions	11.59	(38.94)
Experience adjustment (gain)/ loss for plan liabilities	71.92	(14.01)
Return on Plan Assets (Greater)/Less than Discount rate	(5.28)	30.98
Total amount recognised in other comprehensive Income	78.24	(21.97)

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The amount to be recognised in the Balance Sheet

Period	As at March 31, 2023	As at March 31, 2022
Present value of the obligation at the end of the period	1,254.87	1,051.69
Fair value of plan assets at end of period	52.44	157.09
Net liability/(asset) recognized in Balance Sheet and related analysis	1,202.43	894.61
Funded status - surplus/ (deficit)	(1,202.43)	(894.61)

Expense recognized in the statement of profit and loss:

Period	As at March 31, 2023	As at March 31, 2022
Interest cost	74.48	54.30
Current service cost	162.49	134.39
Expected return on plan asset	(7.38)	(13.47)
Expenses to be recognized in P&L	229.59	175.22

Table showing changes in the fair value of planned assets:

Period	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets at the beginning of the period	157.09	205.28
Expected return on plan assets	7.38	13.47
Contributions	-	-
Benefits paid	(117.31)	(30.68)
Actuarial gain/(loss) on plan assets	5.28	(30.98)
Fair value of plan asset at the end of the period	52.44	157.09

The assumptions employed for the calculations are tabulated:

Discount rate (per annum)	7.41%	7.5%
Salary Growth Rate (per annum)	8.00 %	8.00 %
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	6.00%	6.00%

Current Liability (Expected payout in next year as per schedule III of the Companies Act, 2013):

Period	As at March 31, 2023	As at March 31, 2022
Current liability (short term)	268.21	226.35
Non current liability (long term)	934.22	668.25
Total liability	1,202.43	894.61

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Sensitivity Analysis disclosure for financial year ended 31 March 2023:

Particulars	% increase in DBO	Liability	Increase in DBO
Discount Rate +100 Basis Points	-8.72%	1,145.42	(109.44)
Discount Rate -100 Basis Points	10.27%	1,383.70	128.84
Salary Growth +100 Basis Points	9.73%	1,376.92	122.05
Salary Growth -100 Basis Points	-8.44%	1,148.94	(105.92)
Attrition Rate +100 Basis Points	-1.15%	1,240.42	(14.44)
Attrition Rate-100 Basis Points	1.31%	1,271.25	16.38
Mortality Rate 10% Up	-0.03%	1,254.45	(0.42)
Effect of Ceiling	2.58%	1,287.28	32.41

NOTE "41" : SHARE-BASED PAYMENTS

The Company has approved the 'Manjushree Technopack Limited - Employee Stock Option Plan 2019' ("ESOP 2019" / "Plan") on 6 June 2019 and has granted stock option to certain employees and Directors with grant date as 8 July 2019. The company has granted further ESOP under above plan to employees during the FY 2022-23.

The number and weighted average exercise prices of share options for each of the following groups of options

Particulars	Year Ended March 31, 2023		Year Ended March 31, 2022	
	Number of share options	Weighted average exercise price (in Rs.)	Number of share options	Weighted average exercise price (in Rs.)
Outstanding at the beginning of the period;	541,908	1,637.60	541,908	1,637.60
Granted during the period	499,515	1,637.60	-	-
Forfeited during the year*	(110,179)	-	-	-
Outstanding at the end of the period	931,244	1,637.60	541,908	1,637.60

* During the year, the services of certain employees (CEO, CFO, COO and CHRO) were terminated. Consequently the number of options vested with those employees have been forfeited and recognised in General Reserve

Compensation expense arising on account of Share based payments

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Employee Share-based payment (refer note 26)	598.82	350.79

The Company has determined the fair value of option based on Black-Scholes-Merton model which is one of the prescribed method under Ind AS 102.

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The fair value of each equity settled award is estimated as on grant date using Black Scholes Merton model with the following assumptions.

Particulars	Details
Share price	1,637.60
Exercise price	1,637.60
Expected volatility	0.10%
Expected life of options	1-5
Risk free rate	5.9% to 6.5%
Attrition rate	10.00%

Year	ESOP price ₹
Year 1	94.44
Year 2	187.50
Year 3	278.35
Year 4	366.31
Year 5	450.24
Vesting year	607.17

The relevant details of the scheme are as under

Date of the Grant	08 July 2019
Date of the Board Approval	06 June 2019
Date of Shareholder's Approval	06 June 2019
Number of options granted	931,244
Method of settlement	Cash
Vesting period	1-5 years
Fair value on the date of grant	Rs.94.44 to Rs.607.17
Exercise period	As specified in ESOP scheme
Vesting conditions	Service and change of control

New Allotment

Particulars	Details
Share price	1,637.60
Exercise price	1,637.60
Expected volatility	0.10%
Expected life of options	1-4
Risk free rate	4.3% to 5.8%
Attrition rate	10.00%

Year	ESOP price ₹
Year 1	69.25
Year 2	155.01
Year 3	256.32
Year 4	338.60

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "42" : OPERATING LEASE COMMITMENTS

The Company's significant leasing arrangements comprise of operating leases for premises (staff quarters, office, stores, etc.). These leasing arrangements range between 1 year and 15 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. During the year the company has entered into operating lease agreement for lease of plant and machinery from lessor "OPC Asset Solutions Pvt ltd" for a period of 15 years. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Not later than one year	3,087.84	638.51
Later than one year and not later than five years	9,998.98	1,773.42
Later than five years	2,807.36	288.01

NOTE "43" : EARNING PER SHARE

Earnings Per Share (EPS) – EPS is calculated by dividing the profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The earnings and weighted average numbers of equity shares used in calculating basic and diluted earnings per equity share are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Basic earnings per share		
Profit after tax available for equity shareholders	7,860.86	7,983.51
Weighted average number of equity shares	135.48	135.48
Basic earning per share	58.02	58.93
Face value of equity share (₹)	10.00	10.00
Diluted earnings per share		
Profit after tax available for equity shareholders	8,050.57	8,658.70
Total Weighted Average Number of Equity Shares for calculating Diluted EPS (nos.)*	139.15	171.68
Diluted earning per share	57.85	50.44

* Since 32.53 lakhs Potential Equity Shares are Anti-dilutive in nature, they have not been considered in determining Diluted earnings per share.

NOTE "44" : EXCEPTIONAL ITEMS

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Legal and Professional expenses incurred in connection with acquisition of new businesses (Refer note nos. 39, 39A and 39B)	(324.99)	(555.11)

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "45" : INCOME TAX

A Income tax expense in the statement of profit and loss consists of:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current income tax for the year	2,012.24	1,964.77
Deferred tax for the year	1,170.61	1,121.93
TOTAL	**3,182.85**	**3,086.70**

B Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2023 and 31 March 2022:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Accounting profit before income tax	11,043.71	11,070.21
At India's statutory income tax rate of 25.17%	2,779.48	2,786.37
Non deductible expenses/(income) for tax purposes:		
Non deductible expenses for tax purposes	243.53	98.33
Deferred tax liability on goodwill	-	169.31
Impact of operating leases	286.89	167.92
Adustment for current relating to an earlier year	(127.06)	(135.23)
Income tax expense	**3,182.84**	**3,086.70**

NOTE "46" : UNRECORDED TRANSACTIONS

There are no transactions not recorded in the books of accounts that has been surrendered/ disclosed as income during the year in the tax assessments. Further, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

NOTE "47" : OPERATING SEGMENT

The Company is engaged in manufacture and sale of Preforms, Containers, Pumps, Dispensers, Caps and closures and recycling in the "Rigid Plastic Packaging" business segment, which constitutes a single operating business segment. The Chief Executive Officer, decision maker of the Company, evaluates the Company's performance and allocates resources on overall basis and hence there are no segment reporting disclosures. Secondary segment information has also not been disclosed as more than 96% of the Revenue is within India.

NOTE "48" : CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of the Companies act 2013, the Company has incurred expenses on corporate social responsibility (CSR)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent during the year	217.79	196.71
Amount of Expenditure incurred on :		
i) Construction/acquistion of any asset		
ii) For purposes other than (i) above	220.55	219.95
Amount remaining unspent at the end of the year	-	-
Nature of CSR activities	Refer Note below	Refer Note below

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Nature of CSR activities:

All CSR projects of the Company work towards holistic development of the individual and society. To optimize impact of its CSR activities, the Company focuses its support and CSR spends on specific pre-determined causes relating to Environmental protection, Health care, Education, Women empowerment and Rural development.

NOTE “49” : FINANCIAL RATIOS

Ratio / Measure	Numerator	Denominator	Year ended 31 March 2023	Year ended 31 March 2022	Variance
Current Ratio	Current assets	Current liabilities	1.07	1.05	2.38%
Debt-Equity Ratio	Total Debt	Shareholders Equity	0.81	0.73	11.05%
Debt Service Coverage Ratio #	Earnings available for debt service	Debt Service	2.80	6.05	-53.73%
Return on Equity Ratio (ROE)	Net Profits after taxes	Average Shareholder’s Equity	8.29%	10.77%	-23.09%
Inventory turnover ratio	Cost of Goods sold	Average Inventory	3.75	4.88	-23.30%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	7.59	6.51	16.50%
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payable	5.07	5.31	-4.44%
Net capital turnover ratio	Revenue	Working Capital	37.99	44.90	-15.39%
Net profit ratio *	Net Profit	Total Income	3.90%	5.69%	-31.37%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	12.04%	11.99%	0.44%

Explanations for variations exceeding 25%

* Decrease in Net profit and increase in Total Income

\# Increase in term loans by Rs 15,500 availed during the year.

NOTE “50” : SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after 31 March 2023 up through 03 July, 2023, the date the standalone financial statements were authorized for issue by the Board of Directors. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the standalone financial statements.

NOTES TO THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "51" : PREVIOUS YEARS FIGURES

Previous period's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

NOTE "52" : Approval of Financial Statements

The standalone financial statements for the year ended 31 March 2023 were approved by the Board of Directors and authorised for issuance on 03 July 2023.

As per our report of even date	**for and on behalf of the Board**	
For **Deloitte Haskins & Sells**	**Thimmaiah NP**	**Ashok Sudan**
Chartered Accountants	Managing Director & CEO	Chairman
	DIN: 01184636	DIN: 02374967
	Place : Bengaluru	Place : Arizona, USA
Monisha Parikh		
Partner	**Rajesh Kumar Ram**	**Rasmi Ranjan Naik**
(Membership No. 47840)	Chief Financial Officer	Company Secretary
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru
Date : 03 July 2023	Date : 03 July 2023	Date : 03 July 2023

NOTE NO. 1

NOTES AND OTHER EXPLANATORY INFORMATION FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

A. COMPANY PROFILE AND BACKGROUND

Manjushree Technopack Limited (the Company) is a public limited Company incorporated in the year 1987 under the Companies Act, 1956. The Company is engaged in providing packaging solutions, manufacturing and selling PET, Plastic Preforms and Containers. These products are significantly sold in domestic markets and also exported. The Company has its production facilities spread across states of Karnataka, Andhra Pradesh, Punjab, Uttar Pradesh, Himachal Pradesh, Uttarakhand, Haryana, Assamand Maharashtra in India. The registered office of the Company is situated in Bengaluru, Karnataka.During the current year, The Company acquired on slump sale basis, business of manufacturing, trading and sale of plastic packaging products of “Hitesh Plastics Private Limited” (“HPPL”), as a strategic buy out to extend their customer base, and their product range of Caps and Closures.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The standalone financial statements are prepared under historical cost convention on a going concern and accrual basis in accordance with the provisions of the Companies Act, 2013, and comply with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements. All the assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 as well as guidance note issued by the Institute of Chartered Accountants of India.

The standalone financial statements have been prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value or revalued amount:

i. Financial instruments;

ii. Lease deposits;

iii. Lease obligations and Right of Use assets;

iv. Goodwill and Intangible assets arising out of business combinations;

v. Deferred consideration payable to Pearl Polymers Limited, Classy Kontainers and Varahi; and

vi. ESOP liability.

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

RECENT ACCOUNTING PRONOUNCEMENTS

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable from April 1, 2023.

Ind AS 101 – First time adoption of Ind AS
Ind AS 102 – Share-based payment
Ind AS 103 – Business Combination
Ind AS 107 – Financial Instruments: Disclosures
Ind AS 109 – Financial Instruments
Ind AS 115 – Revenue from Contracts with Customers

Ind AS 1	– Presentation of Financial Statements
Ind AS 8	– Accounting Policies, Changes in Accounting Estimates and Errors
Ind AS 12	– Income Taxes
Ind AS 34	– Interim Financial Reporting

The Company is assessing the impact of the application of above amendments on the Company's financial statements.

C. CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience, various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

The areas involving critical estimates or judgements are:

i)	Amortization of Intangible Assets	– Refer note (IV)
ii)	Depreciation of Property Plant & Equipment	– Refer note (V)
iii)	Estimation of defined benefit obligation	– Refer note (XIII)
iv)	Estimation of current tax expenses	– Refer note (XIV)
v)	Recognition of Deferred tax asset	– Refer note (XIV)
vi)	Impairment of Non- Financial assets	– Refer note XV)
vii)	Provisions and Contingent liabilities	– Refer note (XVI)

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

D. CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in 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.

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 terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

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

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

E. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

I) PROPERTY, PLANT AND EQUIPMENT (PPE)

a) Land, both freehold and leasehold is carried at historical cost.

b) Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Items such as stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.

Costs in nature of repairs and maintenance, other than those resulting in enduring benefit and increases the economic life of the asset, are recognized in the Statement of Profit and Loss.

c) Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

d) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortized while they are classified as held for sale.

II) INVESTMENT PROPERTIES

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.

Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided over its useful life using the straight line method, in a manner similar to PPE.

III) CAPITAL WORK-IN-PROGRESS

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

IV) INTANGIBLE ASSETS

Intangible assets except goodwill are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets developed or acquired with finite useful life are amortized on straight line basis. Goodwill is not amortized but tested for impairment on annual basis.

Intangible assets consist of, Customer Relationships, Brands and Designs, Non-competing fees and Goodwill which were acquired from Varahi, National Plastics, Pearl Polymers Limited,Classy Kontainers and Hitesh Plastic Private Limited.

V) DEPRECIATION AND AMORTISATION

Property, plant and equipment are depreciated over the useful life prescribed under Schedule II to the Companies Act, 2013 under straight line method on a proportionate basis depending upon the period of use. Those assets acquired/discarded during the year are depreciated on pro-rata basis. Depreciation is provided from the date of capitalization on a Straight Line Method (SLM) at the rate prescribed under Schedule II to the Companies Act, 2013 or the rates determined based on management's estimate of useful lives of assets based on technical evaluation of the useful lives of such assets which reflects the nature, size and operations of the Company.

Intangible assets (Patents, Trademark, Brand and Customer Relationship Contracts) are amortized over their estimated useful life of five to ten years, depending upon the useful life of the asset.

Computer software is amortized as per straight line method prescribed under Schedule II to the Companies Act, 2013.

VI) BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and also includes exchange differences to the extent it is regarded as an adjustment to it.

Borrowing costs pertaining to financial liabilities classified under amortized costs are amortized over the tenure of the borrowings using effective interest rate method.

A qualifying asset is an asset that necessarily requires a substantial period of time (presently, management considers 12 months as the time period for such qualifying assets) to get ready for its intended use or sale.

VII) VALUATION OF INVENTORIES

a) Raw materials, semi-finished goods, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

b) In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, first-in, first-out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.Cost of purchased inventory are determined after deducting rebates and discounts.

c) Cost of finished goods and semi-finished goods includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, taxes and duties as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

VIII) FOREIGN CURRENCY TRANSACTIONS AND DERIVATIVE INSTRUMENTS

1) Foreign currency transactions

Initial recognition - Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at the Balance Sheet date - Foreign currency monetary assets and liabilities are restated at the closing exchange rates. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

2) Derivative instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognized in Statement of Profit and Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

IX) REVENUE RECOGNITION

a) Revenue from contracts with customers

b) Revenue from the sale of goods is recognized on satisfaction of performance obligation upon transfer of control of promised goods to the buyer either at the time of dispatch or delivery or when the risk of loss transfers.Revenue is measured at the amount of transaction price (net of variable consideration), taking into account contractually defined terms of payment. Goods and Services tax (GST) are not received by the Company on its own account. GST is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Revenue from job work is recognized on completion of service under the contract.

Revenue from Design and Development services is recognized when the services are completed as per the terms of the agreement and when no significant uncertainty as to its determination or realisation exists.

c) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

d) Export benefits in the nature of duty drawback are accounted as income in the year of exports based on eligibility/expected eligibility duly considering the entitlements as per the policy, management assessment, etc. and when there is no uncertainty in receiving the same duly considering the realisability.

e) Rental income, and Income from storage and goods handling,are recognized based on contractual terms and conditions.

f) Dividend income is recognized when the Company's right to receive is established.

g) Income from sale of scrap is recognized upon dispatch.

X) FINANCIAL INSTRUMENTS

Financial assets

a) Initial recognition

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through Profit or Loss. Financial assets carried at fair value through Profit or Loss are initially recognized at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

b) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortized cost, fair value through Other Comprehensive Income (OCI) or fair value through Profit or Loss on the basis of:

i) The entity's business model for managing the financial assets; and

ii) The contractual cash flow characteristics of the financial asset.

i) Measured at amortized cost

A financial asset is measured at amortized cost, if it is held under "the hold to collect business model" i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

Amortized cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

The losses arising from impairment of these assets are recognized in the Statement of Profit and Loss.

On derecognition of these assets, gain or loss, if any, is recognized to Statement of Profit and Loss.

ii) Measured at fair value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI, if it is held under "the hold to collect and sell business model" i.e. held with an objective to collect contractual cash flows and selling such financial asset, and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

It is subsequently measured at fair value with fair value movements recognized in the OCI, except for interest income which is recognized using EIR method.

The losses arising from impairment of these assets are recognized in the Statement of Profit and Loss.

On derecognition of these assets, cumulative gain or loss previously recognized in the OCI is reclassified from the equity to Statement of Profit and Loss.

iii) Measured at fair value through profit or loss (FVTPL)

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

c) Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

As per Ind AS 109, for financial assets other than trade receivables, the Company recognizes 12 months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses, if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component, and loss allowance on trade receivables is measured at an amount equal to lifetime expected losses i.e. expected cash shortfall.Where loans or receivables have been written off, the Company continues to engage in recovery of the receivables due. Where recoveries are made, these are recognized in Statement of Profit and Loss.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

d) De-recognition

The Company derecognizes a financial asset when the contractual right to the cash flows from the financial asset expires, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

a) Initial Recognition and measurement

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

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

b) Subsequent measurement

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

c) Loans & Borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using EIR method.

Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are de-recognized.

d) De-recognition

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

e) Offsetting of financial instruments

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

XI) FAIR VALUE MEASUREMENT

a) The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, assuming that market participants act in their economic best interest.

b) 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 is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

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

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

XII) LEASE

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

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

i) Right-of-use assets

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

- **Land and Building – 5 to 99 years**

  If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

  The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (xv) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating thelease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

The Company as a Lessor

Company Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the subleases partly. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For Operating leases, rental income is recognized on a straight line basis over the terms of the relevant lease.

XIII) EMPLOYEE BENEFITS

a) Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee provident fund scheme, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

b) Defined benefit plans

The Company also provides for retirement/post-retirement benefits in the form of gratuity and compensated absences to the employees.

For defined benefit plans, the amount recognized as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognized immediately in the Statement of Profit and Loss).

The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities.The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

c) Other employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the obligation as at the Balance Sheet date determined based on an actuarial valuation.

Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the period when the employee renders the inrelated services.

XIV) TAXES ON INCOME

Income tax expense for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in Other Comprehensive Income.

a) Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

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

A deferred tax liability is recognized based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognized for all deductible temporary differences and used tax losses only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

c) Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

XV) IMPAIRMENT OF NON-FINANCIAL ASSETS

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm’s length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

XVI) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty.When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.A contingent asset is neither recognized nor disclosed in the financial statements.

XVII) CASH AND CASH EQUIVALENTS

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

XVIII) CASH FLOW STATEMENT

As per Ind AS 107 Statement of Cash Flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

XIX) RESEARCH AND DEVELOPMENT EXPENSES

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable and the Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably. Such intangible assets are amortized over its useful life.

XX) EARNING PER SHARE (EPS)

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

XXI) BUSINESS COMBINATION

Business combinations Acquisitions of businesses are accounted for using the acquisition method.

The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred to the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interest issued by the Companyin exchange for control of the acquiree.

Acquisition related costs are recognized in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value at the acquisition date, except that deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 and Ind AS 19 respectively;

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess, after reassessment, is recognized in capital reserve through other comprehensive income or directly depending on whether there exists clear evidence of the underlying reason for classifying the business combination as a bargain purchase.

When the consideration transferred by the Company in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve.

Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss.

Goodwill

Goodwill is initially recognized and measured as set out above. Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or group's of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

XXII) EXCEPTIONAL ITEMS

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such materialitems are disclosed separately as exceptional items.

XXIII) SHARE BASED PAYMENTS

Selected employees of the Company receive remuneration in the form of equity settled instruments for rendering services over a defined vesting. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognized in the statement of profit and loss with a corresponding increase to the share options outstanding account, a component of equity.The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANJUSHREE TECHNOPACK LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Manjushree Technopack Limited** ("the Parent") and its subsidiary, (the Parent and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, and their consolidated profit, their consolidated total comprehensive profit, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Director's Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary,is traced from their financial statements audited by us.
- 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 Consolidated Financial Statements

The Parent's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated

financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements.

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

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements

and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to their directors during the year is in accordance with the provisions of section 197 of the Act.Based on the auditor's report of the subsidiary companyincorporated India,being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 35 to the consolidated financial statements.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parentand its subsidiary company incorporated in India

iv) (a) The respective Managements of the Parent, its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us to the best of their knowledge and belief, as disclosed in the note 13 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiary, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 13 to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

(c) The interim dividend declared and paid by the Parentduring the year is in accordance with section 123 of the Act, as applicable.

(d) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent, its subsidiary which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
MTL New Initiatives Private Limited	U25209KA2020PTC131209	Wholly Owned Subsidiary	The Company has incurred cash losses amounting to Rs.1,055.36 Lakhs during the financial year covered by our audit and Rs. 47.25 Lakhs in the immediately preceding financial year

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)
Monisha Parikh
(Partner)

Place: Bengaluru
Date: July 3, 2023

(Membership No. 47840)
UDIN : 23047840BGUCLI9338

ANNEXURE - "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements'section of our report of even date)

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of **Manjushree Technopack Limited** (hereinafter referred to as "Parent") and its subsidiary company ("the Group") which includes internal financial controls with reference to its subsidiary which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on, "the internal control with reference to consolidated financial statementscriteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements Parent and its subsidiary, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

Opinion

In our opinion to the best of our information and according to the explanations given to us the Parent and its subsidiary which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on, "the criteria for internal financial control with reference to consolidated financial statementsestablished by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)
Monisha Parikh
(Partner)

Place: Bengaluru
Date: July 3, 2023

(Membership No. 47840)
UDIN : 23047840BGUCLI9338

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
I. Assets			
Non-current assets			
a) Property, plant and equipment	2	76,440.35	69,906.81
b) Right of use assets	2B	17,493.10	5,687.80
c) Capital work-in-progress	2E	1,995.51	3,819.51
d) Investment Properties	2A	-	2,332.13
e) Goodwill (refer note 34)	2	18,482.81	15,130.72
f) Other Intangible assets	2	21,103.91	19,767.52
g) Financial assets - Loans & advances			
i) Other financial assets	4	2,205.37	1,283.74
h) Long term Investments	3	1,600.41	1,205.41
i) Other non-current assets	5	5,995.98	4,256.30
Total non-current assets		**145,317.44**	**123,389.94**
Current assets			
a) Inventories	6	35,231.87	35,087.92
b) Financial assets			
i) Trade receivables	7	30,972.55	24,985.55
ii) Cash and cash equivalents	8	160.88	110.18
iii) Other bank balances	9	7,776.75	5,335.96
iv) Other financial assets	10	102.05	147.85
c) Other current assets	11	7,878.73	10,511.01
d) Assets held-for-sale	11A	2,332.13	-
Total current assets		**84,454.96**	**76,178.47**
Total Assets		**229,772.40**	**199,568.41**
II. Equity and Liabilities			
Equity			
a) Equity share capital	12A	1,371.86	1,371.86
b) Other equity	12B	93,728.28	88,701.06
Total equity		**95,100.14**	**90,072.92**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	13	43,391.24	33,922.86
ii) Lease liabilities	2C	10,887.65	3,175.23
iii) Other financial liabilities	14	2,427.15	1,759.15
b) Provisions	15	711.69	697.82
c) Deferred tax liabilities (net)	16	3,059.50	1,884.61
Total non-current liabilities		**60,477.23**	**41,439.67**
Current liabilities			
a) Financial liabilities			
i) Borrowings	17	37,125.41	33,486.89
ii) Lease liabilities	2C	2,512.64	854.70
iii) Trade payables			
Due to Micro Enterprises and Small Enterprises	18	1,619.39	1,153.55
Other than Micro Enterprises and Small Enterprises	18	25,160.16	22,353.27
iv) Other financial liabilities	19	5,839.88	6,335.02
b) Provisions	20	71.46	156.49
c) Other current liabilities	21	1,866.09	3,714.90
Total current liabilities		**74,195.03**	**68,054.82**
Total Equity and Liabilities		**229,772.40**	**199,568.41**
Company profile and background	1.A		
Significant accounting policies	1.D		
Notes on Consolidated Financial Statements and other explanatory information	2 to 52		

The notes referred to above form an integral part of the Consolidated Financial Statements

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Note No.	Year Ended 31 March 2023	Year Ended 31 March 2022
I. Revenue from operations	22	209,734.59	146,752.57
		209,734.59	**146,752.57**
II. Other income	23	1,175.55	627.45
III. Total income (I +II)		**210,910.14**	**147,380.02**
IV. Expenses			
a) Cost of materials consumed	24	136,188.90	91,528.97
b) Purchase of stock in trade		888.85	851.31
c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	(3,897.73)	(5,107.15)
d) Employee benefits expense	26	13,654.85	10,718.36
e) Other manufacturing expenses	27	22,149.71	17,404.49
f) Finance cost	28	7,853.75	4,921.34
g) Depreciation and amortisation expenses	2	13,282.41	8,624.20
h) Other expenses	29	11,354.13	7,735.64
Total expenses		**201,474.87**	**136,677.16**
V. Profit before exceptional items and tax (III-IV)		**9,435.27**	**10,702.86**
VI. Exceptional items	44	(324.99)	(556.36)
VII. Profit before Tax (V - VI)		**9,110.28**	**10,146.50**
VIII. Tax expense:			
i) Current tax		2,139.30	2,100.00
ii) Current tax relating to earlier years		(127.06)	(135.23)
iii) Deferred tax expense		1,174.88	1,100.25
IX. Profit after tax (VII-VIII)		**5,923.16**	**7,081.48**
X. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
i) Remeasurements of net defined benefit liability		85.65	47.07
ii) Income tax relating to net defined benefit liability		(22.42)	(5.21)
XI. Total Comprehensive Income		**5,986.39**	**7,123.34**
Earnings (basic) per share in rupees (face value of Rs 10/- each) .		**43.72**	**52.58**
Earnings (diluted) per share in rupees (face value of Rs 10/- each) .		**43.72**	**45.43**
Company profile and background	1.A		
Significant accounting policies		1.D	
Notes on Consolidated Financial Statements and other explanatory information	2 to 52		

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

A. Equity Share Capital (Refer Note 12 A)

Particulars	(Amount in ₹ in lakhs)
Balance as at 31 March, 2021	**1,371.86**
Changes in share capital during the year	-
Balance as at 31 March, 2022	**1,371.86**
Changes in share capital during the year	-
Balance as at 31 March, 2023	**1,371.86**

B. Other Equity (Refer Note 12 B)

Particulars	Reserves and Surplus				Employee Share-based Payments Outstanding	Other Compre-hensive income/(loss)	Total
	Securities Premium	General Reserve	Retained Earnings	Equity component of compound financial instruments			
Balance As on 1 April 2021	**2,735.32**	**1,300.00**	**47,201.95**	**1,901.70**	**731.83**	**(191.13)**	**53,679.66**
Profit/(Loss) for the year	-		7,081.48	-	-	-	**7,081.48**
Equity component of compulsorily convertible debentures	-	-	-	29,816.50	-	-	**29,816.50**
Recognition of share-based payments	-	-	-	-	350.79	-	**350.79**
Dividend	-	-	(2,269.24)	-	-	-	**(2,269.24)**
Other comprehensive income	-	-	-	-	-	41.87	**41.87**
Balance As on 31 March 2022	**2,735.32**	**1,300.00**	**52,014.19**	**31,718.20**	**1,082.62**	**(149.27)**	**88,701.06**
Profit/(Loss) for the year	-	-	5,923.16	-	-	-	**5,923.16**
Recognition of share-based payments (refer note 41)	-	-	-	-	598.82	-	**598.82**
Share based payments relating to forfeited Options (refer note 41)	-	244.93	-	-	(244.93)	-	**-**
Other comprehensive income	-	-	-	-	-	63.23	**63.23**
Dividend (inclusive of dividend tax)*	-	-	(1,557.99)	-	-	-	**(1,557.99)**
Balance As on 31 March 2023	**2,735.32**	**1,544.93**	**56,379.36**	**31,718.20**	**1,436.51**	**(86.04)**	**93,728.28**

* The Board of Directors in the meeting held on 22nd November, 2022 recommended Interim Dividend of Rs 11.50 per share. Accordingly, the aggregate amount of dividend of Rs 1,403.39 Lakhs (net of dividend tax) was paid on 20th December 2022. The Board of directors have not declared any final dividend for the year.

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2023

(Rs. in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A. Cash flow from operating activities		
Profit/(Loss) before tax	9,110.29	10,193.57
Adjustments for:		
Depreciation and amortisation expense	13,282.41	8,624.20
Loss on sale/discard of Property, plant and equipment (net)	(96.78)	206.68
Provision for doubtful trade receivables	139.14	210.83
Trade advances written off	0.88	0.20
Interest income	(457.91)	(116.89)
Rental Income	(330.00)	-
Share-based payments	598.82	350.79
Finance costs	7,853.75	4,921.34
Operating profit before working capital changes	**30,100.60**	**24,390.72**
Adjustments for:		
Inventories	2,660.03	(14,501.37)
Trade receivables	(4,376.92)	(11,934.54)
Current and non current assets & other financial assets	2,759.09	1,790.95
Trade payables	3,548.60	20,610.04
Other liabilities	2,589.95	8,109.32
Provisions	(66.25)	176.62
Cash generated from operations	**37,215.10**	**28,641.74**
Income taxes paid (net of refunds)	(2,681.17)	(4,216.79)
Net cash generated from operating activities	**34,533.93**	**24,424.95**
B. Cash flow from investing activities		
Purchase of Property, plant and equipment & Capital work in progress	(17,177.94)	(14,545.37)
Payment for acquisition of new business	(15,232.59)	(41,397.98)
Proceeds from sale of Property, plant and equipment	640.86	507.42
Payment to Classy Kontainers	(3,788.29)	-
Purchase of Investment	(395.00)	(959.00)
Fixed deposits with banks matured/(paid)	(2,818.94)	(4,872.27)
Rental received	330.00	-
Margin Money deposit	(18.00)	(11.30)
Interest received	457.91	116.89
Net cash used in investing activities	**(38,001.99)**	**(61,161.61)**
C. Cash flow from financing activities		
Proceeds from long term borrowings	15,500.00	17,330.00
Repayment of long term borrowings	(2,091.12)	(31,944.06)
Proceeds from/(repayment) of short term borrowings (net)	1,284.76	4,356.89

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2023 (Contd...)

(Rs. in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Proceeds from compulsorily convertible debentures	-	55,200.13
Repayment of lease liabilities	(1,761.45)	(1,127.55)
Dividend and tax thereon paid	(1,559.68)	(2,269.24)
Interest paid on Lease Liabilities	(642.77)	-
Interest paid other than lease liabilities	(7,210.98)	(4,731.98)
Net cash generated from financing activities	**3,518.76**	**36,814.19**
Net increase in cash and cash equivalents (A+B+C)	**50.70**	**77.53**
Cash and cash equivalents at the beginning of the year	110.18	32.65
Cash and cash equivalents at the end of the year/period	**160.88**	**110.18**
Notes:		
1. Cash and cash equivalents at the end of the year comprises of:		
Cash on hand	6.31	9.74
Balance with banks:		
In current accounts	154.57	100.44
TOTAL	**160.88**	**110.18**

2. **Reconciliation of lease liabilities for the year ended 31 March 2023**

Particulars	As at 31 March 2022	Impact of Ind AS 116	Repayment	As at 31 March 2023
Lease liabilities	4,029.93	11,774.56	(2,404.20)	13,400.29

Reconciliation of lease liabilities for the year ended 31 March 2022

Particulars	As at 31 March 2021	Impact of Ind AS 116	Repayment	As at 31 March 2022
Lease liabilities	3,401.63	1,755.84	(1,127.54)	4,029.93

3. The above Statement of Cash Flow has been prepared under the Indirect Method as set out in Ind AS 7 “Statement of Cash Flows”.

As per our report of even date

for and on behalf of the Board

For **Deloitte Haskins & Sells**
Chartered Accountants

Thimmaiah NP
Managing Director & CEO
DIN: 01184636
Place : Bengaluru

Ashok Sudan
Chairman
DIN: 02374967
Place : Arizona, USA

Monisha Parikh
Partner
Membership No. 47840
Place : Bengaluru
Date : 03 July 2023

Rajesh Kumar Ram
Chief Financial Officer
Place : Bengaluru
Date : 03 July 2023

Rasmi Ranjan Naik
Company Secretary
Place : Bengaluru
Date : 03 July 2023

NOTES FROMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2" : Property, plant & Equipment as at 31st March 2023

(₹ in lakhs except stated otherwise)

(I) Other than research & development

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2022	Additions (refer note 39B)	Disposals	Closing as on 31 March 2023	Opening as on 1 April 2022	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2023	As on 31 March 2023	As on 31 March 2022
A. Tangible Assets										
1. Land	6,520.14	119.14	217.81	6,421.47	-	-	-	-	6,421.47	6,520.14
2. Building & Civil Works	16,024.09	1,140.58	130.00	17,034.67	4,592.47	694.42	14.46	5,272.43	11,762.24	11,431.62
3. Plant & Machinery	86,359.41	10,321.87	777.84	95,903.44	42,442.98	5,266.32	563.96	47,145.34	48,758.10	43,916.43
4. Utility Installations	9,441.14	1,258.44	5.68	10,693.90	4,877.66	533.75	0.73	5,410.68	5,283.22	4,563.48
5. Computer Systems	480.75	135.31	-	616.06	276.67	93.18	-	369.85	246.21	204.08
6. Furniture & Fixture	907.54	370.68	-	1,278.22	455.55	84.59	-	540.14	738.08	451.99
7. Vehicles	122.28	112.32	9.42	225.18	101.03	15.98	8.95	108.06	117.12	21.25
8. Other Equipments	3,668.62	693.56	16.95	4,345.23	1,564.27	315.12	24.90	1,854.49	2,490.74	2,104.35
TOTAL - A	123,523.97	14,151.90	1,157.70	136,518.17	54,310.63	7,003.36	613.00	60,700.99	75,817.18	69,213.34
B. Intangible Assets										
9. Computer Software	175.30	39.24	-	214.54	155.53	5.89	-	161.42	53.12	19.77
10. Patents & Trade Marks	14,006.25	-	-	14,006.25	11,907.59	740.11	-	12,647.70	1,358.55	2,098.66
11. Customer Relationship	18,272.50	4,551.79	-	22,824.29	1,296.86	3,720.48	-	5,017.34	17,806.95	16,975.64
12. Brands and Designs	-	937.99	-	937.99	-	98.63	-	98.63	839.36	-
13. Non-Compete Agreement	932.00	619.71	-	1,551.71	258.55	247.23	-	505.78	1,045.93	673.45
14. Goodwill	15,130.72	3,352.09	-	18,482.81	-	-	-	-	18,482.81	15,130.72
TOTAL - B	**48,516.77**	**9,500.82**	**-**	**58,017.59**	**13,618.53**	**4,812.34**	**-**	**18,430.87**	**39,586.72**	**34,898.24**
GRAND TOTAL (A+B)	**172,040.74**	**23,652.72**	**1,157.70**	**194,535.76**	**67,929.16**	**11,815.70**	**613.00**	**79,131.86**	**115,403.90**	**104,111.58**

(II) Research & Development

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2022	Additions	Disposals	Closing as on 31 March 2023	Opening as on 1 April 2022	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2023	As on 31 March 2023	As on 31 March 2022
A. Tangible Assets										
1. Building & Civil Works	167.48	-	-	167.48	34.98	2.33	-	37.31	130.17	132.50
2. Plant & Machinery	1,754.10	-	-	1,754.10	1,261.61	53.65	-	1,315.26	438.84	492.49
3. Computer Systems	1.31	-	-	1.31	0.76	-	-	0.76	0.55	0.55
4. Furniture & Fixture	167.17	-	-	167.17	133.22	7.60	-	140.82	26.35	33.95
5. Other Equipments	131.26	-	-	131.26	97.28	6.72	-	104.01	27.26	33.98
TOTAL	**2,221.32**	**-**	**-**	**2,221.32**	**1,527.85**	**70.30**	**-**	**1,598.16**	**623.17**	**693.47**
GRAND TOTAL(I+II)										
A. Tangible Asset	**125,745.29**	**14,151.90**	**1,157.70**	**138,739.49**	**55,838.48**	**7,073.66**	**613.00**	**62,299.15**	**76,440.35**	**69,906.81**
B. Goodwill	**15,130.72**	**3,352.09**	**-**	**18,482.81**	**-**	**-**	**-**	**-**	**18,482.81**	**15,130.72**
C. Intangible Asset	**33,386.05**	**6,148.73**	**-**	**39,534.78**	**13,618.53**	**4,812.34**	**-**	**18,430.87**	**21,103.91**	**19,767.52**
GRAND TOTAL	**174,262.06**	**23,652.72**	**1,157.70**	**196,757.08**	**69,457.01**	**11,886.00**	**613.00**	**80,730.02**	**116,027.07**	**104,805.05**

NOTES FROMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023(Contd...)

NOTE "2" : Property, plant & Equipment as at 31st March 2022

(I) Other than research & development

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2021	Additions	Disposals	Closing as on 31 March 2022	Opening as on 1 April 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2022	As on 31 March 2022	As on 31 March 2021
A. Tangible Assets										
1. Land	2,760.12	3,760.02	-	6,520.14	-	-	-	-	6,520.14	2,760.12
2. Building & Civil Works	12,494.88	3,529.21	-	16,024.09	4,187.15	405.32	-	4,592.47	11,431.62	8,307.73
3. Plant & Machinery	67,694.04	19,947.28	1,281.91	86,359.41	38,657.81	4,412.99	627.82	42,442.98	43,916.43	29,036.23
4. Utility Installations	7,992.27	1,543.82	94.95	9,441.14	4,552.02	404.87	79.23	4,877.66	4,563.48	3,440.25
5. Computer Systems	401.12	94.39	14.76	480.75	208.69	81.38	13.40	276.67	204.08	192.43
6. Furniture & Fixture	816.83	154.28	63.57	907.54	451.74	53.25	49.44	455.55	451.99	365.09
7. Vehicles	127.88	3.82	9.42	122.28	103.29	6.69	8.95	101.03	21.25	24.59
8. Other Equipments	2,825.61	915.19	72.18	3,668.62	1,364.63	244.40	44.76	1,564.27	2,104.35	1,460.98
Total - A	**95,112.75**	**29,948.01**	**1,536.79**	**123,523.97**	**49,525.33**	**5,608.90**	**823.60**	**54,310.63**	**69,213.34**	**45,587.42**
B. Intangible Assets										
9. Computer Software	175.54	8.97	9.21	175.30	152.51	11.77	8.75	155.53	19.77	23.03
10. Patents & Trade Marks	14,006.25	-	-	14,006.25	11,090.80	816.79	-	11,907.59	2,098.66	2,915.45
11. Customer Relationship	1,327.50	16,945.00	-	18,272.50	353.85	943.01	-	1,296.86	16,975.64	973.65
12. Non-Compete Agreement	519.00	413.00	-	932.00	138.34	120.21	-	258.55	673.45	380.66
13. Goodwill	8,000.00	7,130.72	-	15,130.72	-	-	-	-	15,130.72	8,000.00
Total - B	**24,028.29**	**24,497.69**	**9.21**	**48,516.77**	**11,735.50**	**1,891.78**	**8.75**	**13,618.53**	**34,898.24**	**12,292.79**
Grand Total (A+B)	**119,141.04**	**54,445.70**	**1,546.00**	**172,040.74**	**61,260.83**	**7,500.68**	**832.35**	**67,929.16**	**104,111.58**	**57,880.21**

(II) Research & Development

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on 1 April 2021	Additions	Disposals	Closing as on 31 March 2022	Opening as on 1 April 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on 31 March 2022	As on 31 March 2022	As on 31 March 2021
A. Tangible Assets										
1. Building & Civil Works	167.48	-	-	167.48	32.65	2.33	-	34.98	132.50	134.83
2. Plant & Machinery	1,731.21	22.89	-	1,754.10	1,205.82	55.79	-	1,261.61	492.49	525.39
3. Computer Systems	1.31	-	-	1.31	0.76	-	-	0.76	0.55	0.55
4. Furniture & Fixture	167.17	-	-	167.17	125.62	7.60	-	133.22	33.95	41.55
5. Other Equipments	131.26	-	-	131.26	90.32	6.96	-	97.28	33.98	40.94
Total	**2,198.43**	**22.89**	**-**	**2,221.32**	**1,455.17**	**72.68**	**-**	**1,527.85**	**693.47**	**743.26**
Grand Total(I+II)										
A. Tangible Asset	**97,311.18**	**29,970.90**	**1,536.79**	**125,745.29**	**50,980.50**	**5,681.58**	**823.60**	**55,838.48**	**69,906.81**	**46,330.68**
B. Goodwill	**8,000.00**	**7,130.72**	**-**	**15,130.72**	**-**	**-**	**-**	**-**	**15,130.72**	**8,000.00**
C. Intangible Assets	**16,028.29**	**17,366.97**	**9.21**	**33,386.05**	**11,735.50**	**1,891.78**	**8.75**	**13,618.53**	**19,767.52**	**4,292.79**
Grand Total	**121,339.47**	**54,468.59**	**1,546.00**	**174,262.06**	**62,716.00**	**7,573.36**	**832.35**	**69,457.01**	**104,805.05**	**58,623.47**

NOTES FROMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE "2A (i)" : Investment Properties As on 31 March 2023 (refer Note 11A)

(₹ in lakhs except stated otherwise)

ITEM	GROSS BLOCK				ACCUMULATED DEPRECIATION AND AMORTIZATION				Net Block	
	Opening as on April 01, 2022	Additions	Transfer to Assets held for sale (refer Note 11A)	Closing as on March 31, 2023	Accumulated Depreciation	Depreciation and Amortization for the year	Transfer to Assets held for sale (refer Note 11A)	Closing as on March 31, 2023	As on March 31, 2023	As on March 31, 2022
Leasehold Land	998.53	-	998.53	-	-	-	-	-	-	998.53
Building & Civil Works	2,102.07	-	2,102.07	-	774.60	-	774.60	-	-	1,327.47
Utility Installations	26.19	-	26.19	-	20.06	-	20.06	-	-	6.13
TOTAL	**3,126.79**	**-**	**3,126.79**	**-**	**794.66**	**-**	**794.66**	**-**	**-**	**2,332.13**

NOTE 2A (ii) : Investment Properties at 31 March 2022

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block	
	Opening as on April 01, 2021	Additions	Disposals	Closing as on March 31, 2022	Opening As on April 01, 2021	Depreciation & Amortization for the Year	Eliminated on disposal of assets	Closing as on March 31, 2022	As on March 31, 2022	As on March 31, 2021
Leasehold Land	998.53	-	-	998.53	-	-	-	-	998.53	998.53
Building & Civil Works	2,102.07	-	-	2,102.07	723.68	50.92	-	774.60	1,327.47	1,378.39
Utility Installations	26.19	-	-	26.19	18.78	1.28	-	20.06	6.13	7.41
TOTAL	**3,126.79**	**-**	**-**	**3,126.79**	**742.46**	**52.20**	**-**	**794.66**	**2,332.13**	**2,384.33**

NOTE 2A : ADDITIONAL NOTES

Investment properties comprise of a factory at Harohalli, Karnataka and the Utility Installations thereon, which has been leased to third parties for a period of nine years with initial lock in period of 3 years. Pursuant to an agreement for sale dated 23rd January 2023, the said Investment properties have been re-classified as 'Assets held for sale' at their carrying values as at 31 March 2023 (Refer Note no. 11A).

Amounts recognised in profit and loss for investment properties	31 March 2023	31 March 2022
Rental income derived from investment properties	330.00	330.00
Less: Depreciation	0.00	52.20
Profit arising from investment properties before indirect expenses	330.30	277.80

Estimation of fair value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, accessibility, frontage and visibility. The aforesaid fair value is based on valuations performed by an accredited independent valuer.

Fair Value of Investment Property

	As at 31 March 2022	
	Level 2	Fair value
Land and Building		3,800.00
Utilities		6.13

NOTES FROMING PART OF THE BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

NOTE “2B (i)” : Right of use (Assets) - As on March 31, 2023

(₹ in lakhs except stated otherwise)

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block
	Opening as on 1 April 2022	Reclassified Recognised during the year	Deductions/ adjustment	As on March 31 2023	As on April 1 2022	Charge for the year	Deductions/ adjustment	As on March 31 2023	As on March 31 2023
Leases - Land	2,023.84	595.13	83.68	2,535.29	59.95	35.13	-	95.08	2,440.21
Leases - Building	5,979.52	441.14	-	6,420.66	2,255.61	947.35	-	3,202.96	3,217.70
Leases - Machine	-	12,249.12	-	12,249.12	-	413.93	-	413.93	11,835.19
TOTAL	**8,003.36**	**13,285.39**	**83.68**	**21,205.07**	**2,315.56**	**1,396.41**	**-**	**3,711.97**	**17,493.10**

NOTE “2B (ii)”* : Right of use (Assets) - As on March 31, 2022

ITEM	Gross Block				Accumulated Depreciation And Amortization				Net Block
	Opening as at 1 April 2021	Recognised during the year	Deductions/ adjustment	As at 31 March 2022	As at April 1 2021	Charge for the year	Deductions/ adjustment	As at 31 March 2022	As at 31 March 2022
Leases- Land	1,471.37	552.47	-	2,023.84	36.18	23.76	-	59.94	1,963.90
Leases -Building	4,529.90	1,449.62	-	5,979.52	1,280.74	974.88	-	2,255.62	3,723.90
TOTAL	**6,001.27**	**2,002.09**	**-**	**8,003.36**	**1,316.92**	**998.64**	**-**	**2,315.56**	**5,687.80**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Lease liabilities	As on March 31, 2023	As on March 31, 2022
NOTE "2 C": LESS LIABILITIES		
Non-current lease liabilities	10,887.65	3,175.23
Current lease liabilities	2,512.64	854.70
Movement in lease liabilities		
Opening Lease Liability	4,029.93	3,401.63
Addition during the year	11,076.13	1,407.13
Cancellation of lease contracts	88.29	-
Finance Cost accrued during the year	786.72	348.70
Payment of Lease Liabilities	2,404.20	1,127.54
Closing Lease Liability	13,400.29	4,029.93
Maturity analysis of lease liabilities (Cash Outflow undiscounted)		
a. Not later than one year	3,624.55	1,176.96
b. Later than one year and not later than five years	11,124.39	3,620.55
c. Later than five years	2,807.36	1,162.20
NOTE "2 D" : SUMMARY OF DEPRECIATION & AMORTISATION		
Property, Plant & Equipments	7,073.66	5,681.58
Intangible Assets	4,812.34	1,891.78
Investment Properties	-	52.20
Right of use Assets	1,396.41	998.64
TOTAL	**13,282.41**	**8,624.20**

Particulars	As on March 31, 2023	As on March 31, 2022
NOTE "3" : LONG TERM INVESTMENTS		
(i) Unquoted, at cost, in a wholly owned subsidiary		
MTL New Initiatives Private Limited		
10,000 Equity shares of Rs.10 each	-	-
(ii) Others (at fair value through other comprehensive income)		
Four EF Renewables Private Limited		
82,135 Equity shares of Rs.100 each	82.14	82.14
1,64,271 Compulsorily Convertible Preference Shares of Rs.100 each	164.27	164.27
Clean Max Scorpius Power LLP		
Capital Contribution (Refer note 3(i) below)	1,354.00	959.00
	1,600.41	**1,205.41**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

3 (i) PARTICULARS RELATING TO TOTAL CAPITAL, PARTNERS AND PROFIT SHARING RATIO

Name of Partners	Capital Contribution	Profit sharing ratio
Name of Partners		
Clean Max Enviro Energy Solutions Private Limited	3,853.70	74%
Manjushree Technopack Limited	1,354.00	26%
Kuldeep Jain *	-	-
TOTAL	**5,207.70**	**100%**

* Capital Contributuion is only Rs. 10 which is less than rounding off norms adopted by the Company.

Particulars	As on March 31, 2023	As on March 31, 2022
Financial Assets		
NOTE "4" : LOANS & ADVANCES		
(Unsecured, considered good)		
- **Others**		
Security deposits	1,037.94	745.30
Rental deposits	1,167.43	538.44
TOTAL	**2,205.37**	**1,283.74**
NOTE "5" : OTHER NON-CURRENT ASSETS		
Prepaid Expenses	97.39	6.30
Capital advances	1,706.97	704.90
Balances with Government Authorities	0.10	0.10
Advance tax (Net of Provision for tax) *	4,191.52	3,545.00
TOTAL	**5,995.98**	**4,256.30**

* Includes Income Tax Demand paid under protest of Rs. 25 Lakhs (previous year Rs. 25 Lakhs) relating to Assessment Year 2002-2003.

Particulars	As on March 31, 2023	As on March 31, 2022
Current Assets		
NOTE "6" : INVENTORIES		
(At cost or net realisable value whichever is lower)		
Raw materials	12,107.13	17,280.82
Packing materials	888.90	978.26
Work-in-progress	689.68	587.49
Finished goods	17,251.01	13,725.47
Stock-in-trade (Acquired for trading)	789.91	519.90
Stores, Spares and Consumables	3,505.24	1,995.98
TOTAL	**35,231.87**	**35,087.92**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As on March 31, 2023	As on March 31, 2022
Financial Assets		
NOTE "7" : TRADE RECEIVABLES (Refer note 31(b) and note 32)		
Unsecured, considered good	30,972.55	24,985.55
Unsecured, considered doubtful	489.86	535.32
	31,462.41	25,520.87
Less : Expected credit loss provision	489.86	535.32
TOTAL	**30,972.55**	**24,985.55**
The average credit period on sale of goods is ranging from 1 to 120 days.		
Movement in Expected Credit Loss Allowance:		
Balance at the beginning of the year	535.32	348.18
Add: Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	143.05	210.83
Less: Bad debts written off against provision	188.51	23.69
Balance at the end of the year	**489.86**	**535.32**
Trade Receivables :		
Considered good - unsecured	30,972.55	24,985.55
Trade Receivables – credit impaired	489.86	535.32
Less: Allowance for expected credit losses	(489.86)	(535.32)
TOTAL	**30,972.55**	**24,985.55**

Ageing Schedule of trade receivables as at 31 March 2023

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:					Total
			< 6 months	6 months- 1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed Trade Receivables – Considered Good	–	24,577.38	2,613.67	1,189.55	9.65	753.55	1,828.75	**30,972.55**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables – credit impaired	–	–		55.16	244.43	109.21	81.06	**489.86**
(iv) Disputed Trade Receivables – Considered Good	–	–	–	–	–	–	–	–

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Ageing Schedule of trade receivables as at 31 March 2023

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:					Total
			< 6 months	6 months- 1 year	1-2 years	2-3 years	> 3 years	
(v) Disputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–	–
(vi) Disputed Trade Receivables – credit impaired	–	–	–	–	–	–	–	–

Ageing Schedule of trade receivables as at 31 March 2022

(i) Undisputed Trade Receivables - Considered Good	–	17,136.42	6,725.96	1,119.79	3.38	–		**24,985.55**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables - credit impaired	–	–	0.05	138.68	152.59	76.98	167.02	**535.32**
(iv) Disputed Trade Receivables - Considered Good	–	–	–	–	–	–	–	–
(v) Disputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–	–	–
(vi) Disputed Trade Receivables - credit impaired	–	–	–	–	–	–	–	–

Particulars	As on March 31, 2023	As on March 31, 2022
NOTE "8" : CASH AND CASH EQUIVALENTS		
Cash on hand	6.31	9.74
Balances with banks		
In Current accounts	154.57	100.44
TOTAL	**160.88**	**110.18**
NOTE "9" : BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS		
Margin Money deposits	86.50	68.50
Term deposits	7,675.82	4,856.89
Unclaimed dividend accounts	14.43	12.73
Escrow Account (Refer note 39)	-	397.84
TOTAL	**7,776.75**	**5,335.96**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As on March 31, 2023	As on March 31, 2022
NOTE "10" : OTHER FINANCIAL ASSETS		
Current		
Interest accrued but not received	17.06	137.11
Derivative Assets-Foreign exchange forward contracts	-	10.74
Receivable others (Refer note 37)	84.99	-
TOTAL	**102.05**	**147.85**
NOTE "11" : OTHER CURRENT ASSETS		
Balances with government authorities :		
Customs duty deposit	43.87	1.22
GST receivable	1,789.10	2,341.03
Other deposit	31.90	25.87
TOTAL A	**1,864.87**	**2,368.22**
Other loans and advances		
Prepaid expenses	269.82	321.42
Advance to employees (Refer note 37)	146.06	142.58
Advance to suppliers	5,563.57	7,639.28
Earnest money deposit	34.41	39.51
TOTAL B	**6,013.86**	**8,142.79**
TOTAL (A+B)	**7,878.73**	**10,511.01**
NOTE "11 A" : Asset held for sale		
Asset held for sale (refer note below)	2,332.13	-
	2,332.13	**-**

The above represents land & building at Harohalli, Karnataka, and utility installations thereon. The land which was initially leased to the company by Kartanaka Industrial Area Development Board ("KIADB") in July 2017, was transferred in the name the company by KIADB in November 2022. Pursuant to an agreement for sale dated 23 January 2023, the above assets which were held as investment properties have now been classified as 'Assets held for sale'. The sale is expected to be completed during the year ending 31 March 2024. An amount of Rs 999.14 Lakhs has been received as adavance towards the proposed sale (Refer note 19).

NOTE "12 A" : Share Capital

Particulars	As on 31 March 2023		As on 31 March 2022	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital				
Equity Shares of ₹ 10/- each (Previous year ₹ 10/- each)	25,000,000	2,500.00	25,000,000	2,500.00
Issued, Subscribed and Paid-up Capital				
Equity Shares of ₹ 10/- each (Previous year ₹ 10/- each)				
Fully Called up and Paid up in Cash	13,547,700	1,354.77	13,547,700	1,354.77
Add: Forfeited shares (amount originally paid up) ((239,500 equity shares were forfeited on 30 September 1997 for non-payment of allotment money.)	239,500	17.09	239,500	17.09
TOTAL		**1,371.86**		**1,371.86**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

NOTE 12A : Share Capital (Contd...)

(i) Reconciliation of no. of Equity Shares outstanding at the beginning and at the end of the current period:

Particulars	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of face value ₹ 10/- each				
As at beginning of the year	13,547,700	1,354.77	13,547,700	1,354.77
Add: number of shares issued during the year	-	-	-	-
Less: number of shares bought back during the year	-	-	-	-
As at end of the year	**13,547,700**	**1,354.77**	**13,547,700**	**1,354.77**

(ii) Share holders holding more than 5% Equity Shares in the Company:

Class of share / Name of the shareholder	No of Shares held	% of Shares held	No of Shares Held	% of Shares held
Equity Shares of face value ₹ 10/- each				
AI Lenarco Midco Limited	13,173,990	97.24%	13,173,990	97.24%

(iii) The Parent Company has only one class of shares. Each Equity Share holder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding

Particulars	As at March 31, 2023	As at March 31, 2022
NOTE "12 B" : Other Equity		
General Reserve:		
Balance as at the beginning of the year.	1,300.00	1,300.00
Add/(Less): Share based payments relating to forfeited Options (refer note 41)	244.93	-
Balance as at the end of the year	**1,544.93**	**1,300.00**
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy for regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.		
Securities Premium:		
Balance as at the beginning of the year	2,735.32	2,735.32
Add/(Less) : Premium on Fresh Issue of Shares	-	-
Balance as at the end of the year	**2,735.32**	**2,735.32**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
NOTE "12 B" : Other Equity (Contd...)		
Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the Provisions of the Companies Act, 2013.		
Equity component of compulsorily convertible debentures		
Balance as at the beginning of the year	31,718.20	1,901.70
Add/(Less) : Issue and conversion of Compulsorily Convertible Debentures -Equity Component (refer note 13.2)	-	29,816.50
Balance as at the end of the year	**31,718.20**	**31,718.20**
Retained Earnings (Including other comprehensive income)		
Balance as at the beginning of the year	51,864.92	47,010.82
Add/(Less): Net Profit after tax transferred from Statement of Profit and Loss	5,986.40	7,123.34
Add/(Less): Interim Dividend paid	(1,557.99)	(2,269.24)
Balance as at the end of the year	**56,293.32**	**51,864.92**
Employee Share-based Payments Outstanding		
Balance as at the beginning of the year	1,082.62	731.83
Recognition of share-based payments (refer note 41)	598.82	350.79
Share based payments relating to forfeited Options (refer note 41)	(244.93)	-
Balance as at the end of the year	**1,436.51**	**1,082.62**
Total as at the end of the year	**93,728.28**	**88,701.06**

Financial liabilities

NOTE "13" : NON-CURRENT BORROWINGS

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non Current	Current	Non Current
Secured				
Term loans				
(i) Rupee term loan (refer note 13.1 below)	3,988.86	20,420.03	2,132.35	8,757.15
(iii) Compulsorily convertible debentures (refer note 13.2 below)	2,726.70	22,971.21	2,229.45	25,165.71
Total	**6,715.56**	**43,391.24**	**4,361.80**	**33,922.86**

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

NOTE "13.1" :

Particulars	Current	Non-current	Current	Non-current	Repayable in number of install-ments	Repay-ment commen-cing from	Rate of interest in %	Number of instal-ments remain-ing	Security
	31 March 2023		31 March 2022						
HDFC Term Loan	562.60	1,477.80	672.00	1,848.84	18	01/05/2022	8.85%	15	Hypothecation of Company's present and future movable fixed assets comprising Plant and Machineries, Equipment, etc. along with equitable mortgage of immovable properties located at Bengaluru, Baddi, Pantnagar, and Amritsar.
HDFC Term Loan	1,755.03	12,285.21	-	-	16	01/12/2023	8.05%	14	
HDFC Term Loan	119.97	839.79	-	-	16	01/12/2023	8.05%	14	
ICICI Term Loan	1,460.35	5,476.31	1,460.35	6,908.31	23	01/04/2022	9.31%	19	
ICICI Term Loan	90.91	340.91	-	-	22	01/07/2022	9.67%	19	
TOTAL	**3,988.86**	**20,420.02**	**2,132.35**	**8,757.15**					

NOTE "13.2" : Compulsory Convertible Debentures

The Parent has issued following Compulsory Convertible Debentures ("CCD") at par with face value of Rs.100 each. The "CCD" shall have a tenure of 8 years and is convertible into equity shares at the earlier of: (i) the exercise of its right to convert the CCDs into Equity Shares by the Investor, by issuing a notice to the Board in this regard; or (ii) the expiry of tenor . The simple interest rate of 9% is payable on the face value of CCD on half yearly basis. The Parent has classifed the "CCD" as compound financial instrument and has computed debt and equity element in accordance with IndAs 109, "Financials Instruments".

Allotment date	No of CCDs	Amount (Rs.)	Conversion price (Rs.)	No. of equity share
18 December 2019	3,521,614	35,21,61,400	1,637.96	215,000
12 April 2021	2,500,133	250,013,300	1637.96	152,637
07 January 2022	26,500,000	2,650,000,000	1620.23	1,635,570
18 January 2022	26,200,000	2,620,000,000	1620.23	1,617,054
	58,721,747	**5,872,174,700**		**3,620,262**

NOTE "13.3" : Quarterly Returns Submitted to Banks

The Parent Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets of the Parent Company. The quarterly returns and stock statements submitted by the Parent Company to the said banks are in agreement with unaudited books of account of the Parent Company for the respective quarters ended 30 June 2022, 30 September 2022 and 31 December 2022. The revised return/ statements for the quarter ended 31 March 2023, has been filed with the banks on 03 July 2023.

NOTE "13.4" : Wilful Defaulter

The Parent Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

NOTE "13.5" : Application of Term Loans

Term loans availed by the Parent Company were applied by the Parent Company during the year for the purposes for which the loans were obtained.

NOTE "13.6" : Additional Regulatory Disclosure

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

Particulars	As at March 31, 2023	As at March 31, 2022
NOTE "14" : OTHER FINANCIALS LIABILITIES		
Non-Current		
Rental deposit	100.00	100.00
Security deposit	1,369.92	978.92
Gratuity (refer note 40)	957.23	680.23
TOTAL	**2,427.15**	**1,759.15**
NOTE "15" : NON-CURRENT PROVISIONS		
Compensated absences	711.69	697.82
TOTAL	**711.69**	**697.82**
NOTE "16" : DEFERRED TAX LIABILITIES (NET)		
Deferred tax assets		
Employee Benefits	665.13	553.33
Provision of expenses	192.20	192.40
Provision for doubtful debts	122.30	134.73
TOTAL A	**979.63**	**880.46**
Deferred Tax Liabilities		
Depreciation/Amortization on property, plant & equipment and goodwill	2,957.42	2,332.37
Right of use assets	1,081.71	432.70
TOTAL B	**4,039.13**	**2,765.07**
Deferred Tax Liabilities (Net) (B-A)	**3,059.50**	**1,884.61**
Financial Liabilities		
Note "17" : CURRENT BORROWINGS SECURED (refer Note 17.1 below)		
Working capital loans	30,409.85	29,125.09
Current maturities of Long term borrowings (Refer note 13)	6,715.56	4,361.80
TOTAL	**37,125.41**	**33,486.89**

Note 17.1 : Working Capital loans from Bank : Working capital loans are secured against property, plant and equipment, and current assets of the Parent Company, present and future.

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
NOTE "18" : TRADE PAYABLE		
Current		
Due to Micro Enterprises and Small Enterprises (refer note below)	1,619.39	1,153.55
Other than Micro Enterprises and Small Enterprises	25,160.16	22,353.27
TOTAL	**26,779.55**	**23,506.82**
Note :		
Due to Micro Enterprises and Small Enterprises		
Details relating to dues to Micro and Small enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 is on the basis of such parties having been identified by the Management and relied upon by the Auditors'. The Company has not received any claim for interest from any supplier under the said Act. The following table provides the details:		
The principal amount due thereon remaining unpaid to any supplier as at the end of each accounting year.	1,619.39	1,153.55
Interest due there on remaining unpaid to any supplier at the end of each accounting year.	18.64	11.35
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year.	0.01	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	18.65	11.35
The amount of interest accrued and remaining unpaid at the end of the year.	18.65	11.35
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Ageing Schedule of trade payables as at 31 March 2023

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:				Total
			< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	–	1,468.41	123.97	23.85	0.03	3.13	**1,619.39**
(ii) Others	–	14,756.02	9,657.04	592.34	94.60	60.16	**25,160.16**
(iii) Disputed dues – MSME	–	–	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–	–	–

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023 (Contd...)

(₹ in lakhs except stated otherwise)

Ageing Schedule of trade payables as at 31 March 2022

Particulars	Unbilled	Not Due	Outstanding for the following period from due date of payments:				Total
			< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	–	642.30	496.14	5.99	6.04	3.08	**1,153.55**
(ii) Others	–	14,873.54	7,115.25	174.16	127.34	62.98	**22,353.27**
(iii) Disputed dues – MSME	–	–	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–	–	–

Particulars	As at March 31, 2023	As at March 31, 2022
NOTE “19” : OTHER FINANCIAL LIABILITIES		
Current		
Interest accrued and not due on borrowings	18.37	1.20
Creditors for capital goods	1,645.40	1,942.79
Gratuity (Refer note 40)	269.07	226.66
Derivative Liabilities-Foreign exchange forward contracts	5.27	-
Unclaimed dividends	14.42	12.73
Advance against sale of property (Refer note 11A)	999.14	-
Deferred purchase consideration:		
- Packing Business of Varahi Limited	35.96	35.96
- B2B plastic business (Refer note 39)	-	397.84
- Plastic packaging products business (Refer note 39A)	158.20	3,717.84
- HPPL business (Refer note 39B)	2,694.05	-
TOTAL	**5,839.88**	**6,335.02**
NOTE “20” : PROVISIONS		
Current		
Compensated absences	71.46	156.49
TOTAL	**71.46**	**156.49**
NOTE “21” : OTHER CURRENT LIABILITIES		
Statutory Liabilities		
- Tax deducted at source	235.71	156.43
- Other statutory liabilities	182.91	171.14
Advances from customers	1,447.47	3,387.33
TOTAL	**1,866.09**	**3,714.90**

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "22" : REVENUE FROM OPERATIONS		
Products		
Domestic (Refer note 22(i) below)	189,255.68	132,847.53
Exports	7,735.79	4,788.78
Other operating income		
Job-work income	12,053.07	8,390.34
Trading of Export incentive scrips	60.97	3.83
Storage and goods handling income	241.91	330.16
Design and Development Services	144.14	78.01
Discount and rebates	100.71	47.82
Miscellaneous receipts	142.32	266.10
TOTAL	**209,734.59**	**146,752.57**

NOTES "22" (i) The Group derives its revenue from sale of Preforms, Containers, Pumps, Dispensers, Caps and closures and recycling in the "Rigid Plastic Packaging" business segment, which constitutes a single operating business segment. (Refer Note 46). The entire portion of Group's Revenue comprises of 'Performance obligations satisfied at a point in time'.

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "23" : OTHER INCOME		
A. Interest		
On margin money deposits	381.24	63.20
On other deposits	76.67	53.69
TOTAL (A)	**457.91**	**116.89**
B. Other Non-Operating Income		
Profit on Sale of Property, Plant and Equipment	96.78	-
Rental income	330.00	330.00
Foreign currency exchange gain (Net)	290.86	180.56
TOTAL (B)	**717.64**	**510.56**
TOTAL (A+B)	**1,175.55**	**627.45**
NOTE 24 : COST OF MATERIALS CONSUMED		
Opening Stock - Raw Materials	17,280.82	13,031.62
Opening Stock - Packing Materials	978.26	507.91
Add: Purchase of Raw Materials (Net of Returns)	122,529.72	89,457.13
Add: Purchase of Packing Materials (Net of Returns)	8,396.13	6,791.39
	149,184.93	**109,788.05**
Less: Closing Stock - Raw Materials	12,107.13	17,280.82
Less: Closing Stock - Packing Materials	888.90	978.26
Sub Total	**136,188.90**	**91,528.97**
Cost of Materials Consumed	**136,188.90**	**91,528.97**

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "25" : CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS		
Opening stock of finished goods	13,725.47	8,699.65
Opening stock-in-trade	519.90	475.72
Opening stock of work-in-progress	587.49	550.34
Less : Closing stock of finished goods	17,251.00	13,725.47
Less : Closing stock-in-trade	789.91	519.90
Less : Closing stock of work-in-progress	689.68	587.49
Net (Increase) / Decrease	**(3,897.73)**	**(5,107.15)**
NOTE "26" : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and allowances	10,837.03	9,094.53
Directors' remuneration (Refer note 37)	806.69	269.80
Contribution to Provident and other funds	450.54	395.56
Gratuity (Refer note 40)	236.06	183.33
Share-based payments (Refer note 41)	598.82	350.79
Staff welfare expenses	725.71	424.35
TOTAL	**13,654.85**	**10,718.36**
NOTE "27" : OTHER MANUFACTURING EXPENSES		
Power and Fuel charges	10,249.14	8,551.34
Repairs & Maintenance		
Building & Civil Works	231.98	236.28
Plant & Machinery	513.44	294.72
Others	221.33	180.43
Others		
Labour and Job work charges	7,749.80	5,655.63
Consumable & Stores	2,427.38	1,959.24
Freight and Others	756.64	526.85
TOTAL	**22,149.71**	**17,404.49**
NOTE "28" : FINANCE COST		
A) Interest		
Term loans	983.32	1,776.65
Cash credit	2,692.16	1,749.54
CCD's	2,995.17	902.30
Deferred purchase consideration (Refer notes nos. 19, 39A and 39B)	308.47	72.07
Lease liabilities	786.72	348.70
Others	18.36	16.25
B) Other borrowing cost		
Bank commission and charges	69.55	55.83
TOTAL	**7,853.75**	**4,921.34**

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
NOTE "29" : OTHER EXPENSES		
Rent	425.26	125.70
Rates, taxes and other fees	322.45	211.81
Insurance premium	526.51	348.87
Conveyance	185.55	129.92
Vehicles running and maintenance	104.85	106.87
Telephone charges	70.78	63.41
Printing and stationery	80.13	63.28
Postage and telegrams	86.74	80.56
Professional charges	1,796.07	692.77
Electricity charges	41.87	26.30
Membership and subscription	27.23	22.86
Computer maintenance	241.50	194.11
Hire charges of equipments	56.24	66.80
Director Fees	115.00	115.00
Auditors Remuneration		
- Statutory audit (inlcuding remuneration realtiong to previous year - Rs 7.50 Lakhs (previous year-Nil))	52.50	31.75
- Certificate	0.50	-
- Out of pocket expenses	3.19	-
Security service charges	316.84	256.15
Travelling expenses	501.58	357.13
Provision for doubtful trade receivables (net)	143.05	210.83
Loans & advances written off	0.88	0.20
Loss on Property, plant and equipment sold / discarded (net)	-	206.68
Corporate Social Responsibility (Refer note 47)	220.55	219.95
Advertisement , publicity and sales promotion	180.80	141.45
Freight outwards	5,700.50	3,903.73
Miscellaneous expenses	153.56	159.51
TOTAL	**11,354.13**	**7,735.64**

NOTE "30" : FINANCIAL INSTRUMENTS - FAIR VALUE MEASUREMENT

(a) Accounting classifications and fair values

The financial assets and financial liabilities of the Group are of Level III catergory except for forward contracts derivative instruments which are classified as Level II. The following table shows the carrying amounts and fair values of the financial assets and liabilities.

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

PARTICULARS	As at 31 March 2023 Carrying amount / Fair Value	As at 31 March 2022 Carrying amount / Fair Value
Financial assets measured at amortised cost		
Trade receivables	30,972.55	24,985.55
Cash and cash equivalents	160.88	110.18
Other bank balance	7,776.75	5,335.96
Investments	1,600.41	1,205.41
Security deposits	1,037.94	745.30
Rental deposits	1,167.43	538.44
Due from Subsidiary	-	-
Other financial assets	102.05	137.11
Financial assets measured at fair value		
Forward contracts Receivable (net of payable)	-	10.74
Total	**42,818.01**	**33,068.69**
Financial liabilities measured at amortised cost		
Borrowings	80,516.65	67,409.75
Lease deposits	100.00	100.00
Security deposits	1,369.92	978.92
Trade payables	26,779.55	23,506.82
Other financial liabilities	6,791.84	7,015.25
Lease liabilities	13,400.29	4,029.93
Financial liabilities measured at fair value		
Forward contracts payable (net of receivable)	5.27	-
TOTAL	**128,963.52**	**103,040.67**

The Management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note: 30 (ii) The Forward contracts have been taken by the Parent Company for hedging its foreign currency exposures for both receivable and payable in foreign currencies, and its fair value has been determined based on the forward rate provided by the bank for outstanding forward contracts.

NOTE: 31 FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Parent Company has exposure to the following risks arising from financial instruments: - credit risk (refer note (b) below)- liquidity risk (refer note (c) below)- market risk (refer note (d) below)

(a) Risk management framework

The Parent Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Parent Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management

(₹ in lakhs except stated otherwise)

policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Parent Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Parent Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans to related parties and cash and cash equivalents.The carrying amount of financial assets represents the maximum credit exposure.

(i) Trade and other receivables:

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Deposits mainly consist of deposits made to government entities.

Expected credit loss (ECL) assessment for customers

The Group provides for loss allowance on trade receivables based on life-time expected credit loss. For the assessment of life-time expected credit loss, assets are classified into three categories as Standard and doubtful based on the counter-party's capacity to meet the obligations and provision is determined accordingly. Standard assets are those where the risk of default is negligible. Doubtful assets are those where the credit risk is significantly increased / are impaired.Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to repay the Grouip, as per the agreed terms. Where loans or receivables have been written off, the Company continues to engage in recovery of the receivables due. Where recoveries are made, these are recognized in Statement of Profit and Loss.

(ii) Cash and cash equivalents

The Group holds cash and cash equivalents of ¹ 160.88 lakhs at 31 March 2023 (31 March 2022: ¹ 110.18 lakhs). The cash and cash equivalents are mainly held with nationalised banks which have a very low risk of default.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring losses or causing damage to the Company's reputation.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flow, and include contractual interest payments and exclude the impact of netting agreements.

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

As at 31 March 2023	Carrying amount	Total	0–12 months	1–5 years	More than 5 years
Borrowings	80,516.65	80,516.65	43,391.24	37,125.41	-
Lease liabilities	13,400.29	13,400.29	2,512.64	7,986.65	2,901.00
Lease deposits	100.00	100.00	100.00	-	-
Security deposits	1,369.92	1,369.92	-	-	1,369.92
Trade payables	26,779.55	26,779.55	26,779.55	-	-
Other payables	6,797.11	6,797.11	5,839.88	957.23	-
	128,963.52	**128,963.52**	**78,623.31**	**46,069.29**	**4,270.92**

As at 31 March 2022	Carrying amount	Total	0–12 months	1–5 years	More than 5 years
Borrowings	67,409.75	67,409.75	33,486.88	33,922.87	-
lease liabilities	4,029.93	4,029.93	854.70	2,751.21	424.02
Lease deposits	100.00	100.00	-	-	100.00
Security deposits	978.92	978.92	-	-	978.92
Trade payables	23,506.82	23,506.82	23,506.82	-	-
Other payables	7,015.25	7,015.25	6,335.02	680.23	
	1,03,040.67	**1,03,040.67**	**64,183.42**	**37,354.31**	**1,502.94**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and Future plans of the Board of Directors and Management, no material uncertainty exists as on the date of the approval of rhe financial statements indicating that Group 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.

NOTE: 33 MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Currency risk

Majority of the transactions entered into the company are denominated in INR. However, for certain transactions which are entered in foreign currency, the Parent Company enters into forward exchange contract to mitigate the risks associated with foreign currency fluctuations.

Outstanding forward contracts

i. Outstanding short term forward exchange contracts entered into by the Company on account of payables:

As at	No. of Contracts	Currency	Amount
31 March 2023	20	USD	3,507.86
31 March 2021	1	USD	184.58

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

ii. Outstanding Short Term Forward Exchange Contracts entered into by the Company on account of receivables:

As at	No. of Contracts	Currency	Amount
31 March 2023	8	USD	1,126.67
31 March 2022	13	USD	1,106.04

Foreign Currency Exposure

The company exposure to foreign currency risk at the end of the reporting period expressed in INR as follows:

Particulars	Currency	As at 31 March 2023	As at 31 March 2022
Trade Receivables	USD	763.21	1,106.04
	GBP	20.24	69.77
Trade Payables	USD	289.75	325.29
	EURO	3.36	8.62

ii) Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the year are as follows :-

	31 March 2023	31 March 2022
Variable rate borrowings	30,409.85	29,125.09
Total Borrowings	**30,409.85**	**29,125.09**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Impact on Profit or Loss
	1% increase or decrease
31 March 2023	
Variable rate borrowings	304.10
31 March 2022	
Variable rate borrowings	291.25

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

NOTE “34” : GOODWILL

(₹ in lakhs except stated otherwise)

Particulars	Note reference	As at 31 March 2023	As at 31 March 2022
Pumps and Dispenser Business		8,000.00	8,000.00
Pre-forms, Containers and Shrink Film	**39**	327.49	327.49
Plastic Pails and Containers	**39A**	6,803.23	6,803.23
Caps and Closures	**39B**	3,352.09	-
Total		**18,482.81**	**15,130.72**

Goodwill is tested for impairment at least annually. Impairment is recognized, if present value of future cash flows is less than the carrying value of goodwill. Future cash flows are forecast for 3 years and then on perpetuity on the basis of certain assumptions which includes revenue growth, earnings before interest and taxes, capital outflow and working capital requirement. The assumptions are taken on the basis of past trends and management estimates and judgement. Future cash flows are discounted using “Weighted Average Cost of Capital”.

The key assumptions are as follows:

Assumptions	As at 31 March 2023	As at 31 March 2022
Terminal growth rate (%)	5%	5%
Discount rate (%)	12%	12%

As at 31 March 2023 the estimated recoverable amount of the Cash Generating Unit exceeded it’s carrying amount and accordingly, no impairment was recognized.

NOTE “ 35” : CONTINGENT LIABILITIES NOT PROVIDED FOR IN BOOKS OF ACCOUNTS:

Future cash flows in respect of (i) above are determinable only on receipt of judgments / decisions pending with various forums / authorities. The Company is confident of defending the above claims and expects no liability on these counts.

Particulars	As on 31 March 2023			As on 31 March 2022		
	Total liability	Margin/ deposits	Net liability	Total liability	Margin/ deposits	Net liability
Disputed liability towards income tax under appeal relating to i) Allowance for depreciation on Goodwill and other Intangible assets ii) Weighted deduction for scientific research expenditure.	1,846.52	25.00	1,821.52	1,164.99	25.00	1,139.99

NOTE “36” : CAPITAL COMMITMENTS

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Estimated amount of contracts remaining to be executed on capital account (net of advances)	6,869.76	4,885.20

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "37" : RELATED PARTY DISCLOSURES

A) Advent International, Ultimate Holding Company
AI Lenarco Midco Limited, Holding company

B) **Enterprises in which Directors have significant influence :** N.A.

C) **Key managerial person (KMP)**

- **a)** Napanda Poovaiah Thimmaiah, Managing Director & Chief Executive Officer (w.e.f. 30 May 2022)
- **b)** Sanjay Kapote, Managing Director & Chief Executive Officer (upto 30 May 2022)

D) **Other Related Parties**

- **a)** Jayesh Merchant, Director
- **b)** Ashok Sudan, Director
- **c)** Manu Anand, Director

(₹in lakhs)

Nature of transactions and related parties	Year Ended March 31, 2023	Year Ended March 31, 2022
Director Fees		
Jayesh Merchant	40.00	40.00
Ashok Sudan	25.00	25.00
Manu Anand	50.00	50.00
Remuneration paid to KMP		
Sanjay D Kapote	9.32	269.80
Napanda Poovaiah Thimmaiah	797.37	-
Advances given		
KMP	72.00	-
Ultimate Holding Company	83.20	
Receivable from related parties		
ii) Ultimate Holding Company	83.20	
iii) KMP	72.00	

Note (ii) - Remuneration to KMP does not include provision for gratuity and compensated absences, which are determined based on actuarial valuation for the Parent as a whole

NOTE "38" : TRANSACTIONS WITH STRUCK OFF COMPANIES

The Group does not have any transactions with companies struck off.

NOTE "39" : ACQUISITION OF PEARL POLYMERS LIMITED

On 12 April 2021, the Company completed the acquisition of B2B plastic business of Pearl Polymers Limited ("PPL") for a consideration of Rs. 8,712.62 Lakhs. The Company acquired certain immoveable properties and Plant & machinery, and certain items of current assets and current liabilities, at their respective fair values as determined by Independent Registered Valuers. The acquisition was accounted for in accordance with IndAs 103, "Business Combination". The consideration transferred for the acquisition comprised of Fair values of the assets, as reduced by Liabilities relating to the acquired business.

Of the total purchase consideration, the Company had paid Rs. 8,314.78 Lakhs upto 31 March 2022. The balance amount payable which was reflected under Note no. 19,"Other financial liabilities' and also deposited in a separate ESCROW Bank account (Refer note no. 9) was released to the seller on 26 April 2022, on completion of closing conditions.

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The details of assets and liabilities taken over, and resultant goodwill is given below:

Particulars	Fair value recognized on acquisition
Assets	
Property, plant and equipment	7,322.54
Current Assets:	
- Stock-in trade	1,329.40
- Trade and Other receivables	2,373.13
Total assets	**11,025.07**
Liabilities	
Current Liabilities:	
- Trade payables	2,639.94
Total liabilities	**2,639.94**
Total identifiable net assets at fair value	**8,385.13**
Purchase consideration	**8,712.62**
Goodwill	**327.49**

NOTE "39 A" : ACQUISITION OF PLASTIC PACKAGING PRODUCTS BUSINESS OF Ms. CLASSY KONTAINERS

A) During the year 2021-2022, the Company acquired on a slump sale basis, business of manufacturing, trading and/or sale of plastic packaging products of "Classy Kontainers" (a partnership firm) pursuant to Business Transfer Agreement signed on 16 August 2021, for a consideration of ₹ 34,677.07 lakhs (including contingent consideration of ₹ 3,653.05 Lakh). Pursuant to achieving all the closing conditions, the transaction was closed on 18 January 2022 and payment of ₹ 31,024.02 lakhs was made upto 31 March 2022. During the year, the Company paid ₹ 3,494.85 lakhs. The balance amount of Rs. 158.20 Lakhs is expected to be paid during the year ending 31 March 2024.

The details of assets and liabilities taken over, and resultant goodwill is given below: **(₹in lakhs)**

B)

Particulars	Fair value recognized on acquisition
Assets	
Property, plant and equipment	6,074.30
Intangible assets (Customer Relationships and others)	17,358.00
Current Assets :	
- Stock-in trade	2,758.98
- Trade and other receivables	2,682.58
Total assets	**28,873.86**
Liabilities	
Current Liabilities:	
- Trade Payables	1,000.02
Total liabilities	**1,000.02**
Total identifiable net assets at fair value	**27,873.84**
Purchase consideration	**34,677.07**
Goodwill	**6,803.23**

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "39B" : ACQUISITION OF PLASTIC PACKAGING PRODUCTS BUSINESS OF HITESH PLASTICS PVT. LTD.

A) During the year, the Company acquired on slump sale basis, business of manufacturing, trading and/or sale of plastic packaging products of "Hitesh Plastics Private Limited" pursuant to a Business Transfer Agreement signed on 09 September 2022, for a consideration of ₹ 17,853.61 lakhs (including contingent consideration of ₹ 2,621.02 lakhs). Pursuant to achieving all the closing conditions, the transaction was closed on 21 September 2022 and payment of ₹ 15,232.59 lakhs has been made upto 31 March 2023. The contingent consideration of Rs. 2,694.05 Lakhs(including interest of Rs. 73.03 Lakhs) is expected to be paid during the year ending 31 March 2024.

The details of assets and liabilities taken over, and resultant goodwill is given below:

B)

Particulars	Fair value recognized on acquisition (Net of taxes)
Assets	
Land	292.00
Building and civil works	970.00
Computer Systems	5.00
Furniture & Fixtures	14.00
Vehicles	34.00
Other Equipments	4.00
Intangible assets	
(Customer Relationships, Brands and Non-compete Fees)	6,109.71
Current Assets :	
- Stock	2,789.77
- Trade and other receivables	2,857.68
- Other current assets	2,191.41
Total assets	**15,267.57**
Liabilities	
Current Liabilities:	
- Trade Payables	766.05
Total liabilities	**766.05**
Total identifiable net assets at fair value	**14,501.52**
Purchase consideration	**17,853.61**
Goodwill	**3,352.09**

Note 40 : EMPLOYEE BENEFITS

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

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2023

The disclosure in respect of the defined gratuity plan are given below:

Table showing changes in present value of obligations (DBO):

(₹ in lakhs except stated otherwise)

Period	As at March 31, 2023	As at March 31, 2022
Present value of the obligation at the beginning of the period	1,063.98	813.73
Interest cost	75.17	56.64
Current service cost	168.27	140.16
Benefits paid (if any)	(123.38)	(30.68)
Acquisitions (Transfer in)	-	165.48
Actuarial (gain)/loss	94.71	(81.35)
Present value of the obligation at the end of the period	1,278.74	1,063.98

Break-down of actuarial (gain)/loss

(₹ in lakhs except stated otherwise)

Period	As at March 31, 2023	As at March 31, 2022
Actuarial gain / losses from changes in Demographics assumptions (mortality)		
Actuarial (gain)/ losses due to Demographic Assumption chnages in DBO	(0.26)	-
Actuarial (gain)/ losses from changes in financial assumptions	11.85	(39.34)
Experience adjustment (gain)/ loss for plan liabilities	83.12	(42.01)
Return on Plan Assets (Greater)/Less than Discount rate	(5.28)	30.98
Total amount recognised in other comprehensive Income	89.43	(50.37)

The amount to be recognised in the Balance sheet:

(₹ in lakhs except stated otherwise)

Period	As at March 31, 2023	As at March 31, 2022
Present value of the obligation at the end of the period	1,278.74	1,063.98
Fair value of plan assets at end of period	52.44	157.09
Net liability/(asset) recognized in Balance Sheet and related analysis	1,226.31	906.89
Funded status - surplus/ (deficit)	(1,226.31)	(906.89)

Expense recognized in the statement of profit and loss:

(₹ in lakhs except stated otherwise)

Period	As at March 31, 2023	As at March 31, 2022
Interest cost	75.17	56.64
Current service cost	168.27	140.16
Expected return on plan asset	(7.38)	(13.47)
Expenses to be recognized in P&L	236.06	183.33

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2023

Table showing changes in the fair value of planned assets: (₹ in lakhs except stated otherwise)

Period	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets at the beginning of the period	157.09	205.28
Expected return on plan assets	7.38	13.47
Contributions	-	-
Benefits paid	(117.31)	(30.68)
Actuarial gain/(loss) on plan assets	5.28	(30.98)
Fair value of plan asset at the end of the period	52.44	157.09

The assumptions employed for the calculations are tabulated:

Discount rate	7.41% (per annum)	7.5% (per annum)
Salary Growth Rate (per annum)	8.00 % (per annum)	8.00 % (per annum)
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	6.00% (per annum)	6.00% (per annum)

Current Liability (Expected payout in next year as per schedule III of the Companies Act, 2013):

Period	As at March 31, 2023	As at March 31, 2022
Current liability (short term)	269.07	226.66
Non current liability (long term)	957.23	680.23
Total liability	1,226.31	906.89

Sensitivity Analysis disclosure for financial year ended 31 March 2023: (₹ in lakhs except stated otherwise)

Particulars	% increase in DBO	Liability	Increase in DBO
Discount Rate +100 Basis Points	-9.11%	1,167.08	(111.67)
Discount Rate -100 Basis Points	10.72%	1,410.16	131.41
Salary Growth +100 Basis Points	10.16%	1,403.33	124.59
Salary Growth -100 Basis Points	-8.82%	1,170.60	(108.14)
Attrition Rate +100 Basis Points	-1.20%	1,264.04	(14.70)
Attrition Rate-100 Basis Points	1.36%	1,295.39	16.65
Mortality Rate 10% Up	-0.03%	1,278.32	(0.42)
Effect of Ceiling	2.64%	1,311.15	32.41

NOTE 41 : SHARE-BASED PAYMENTS

The Company has approved the ‘Manjushree Technopack Limited - Employee Stock Option Plan 2019’ (“ESOP 2019” / “Plan”) on 6 June 2019 and has granted stock option to certain employees and Directors with grant date as 8 July 2019. The company has granted further ESOP under above plan to employees during the FY 2022-23.

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The number and weighted average exercise prices of share options for each of the following groups of options

Period	As on March 31, 2023		As on March 31, 2022	
	Number of share options	Weighted average exercise price (in Rs.)	Number of share options	Weighted average exercise price (in Rs.)
Outstanding at the beginning of the period;	541,908	1,637.60	541,908	1,637.60
Granted during the period	499,515	1,637.60	-	-
Forfeited during the year*	(110,179)	-	-	-
Outstanding at the end of the period	931,244	1,637.60	541,908	1,637.60

* During the year, the services of certain employees (CEO, CFO, COO and CHRO) were terminated. Consequently the number of options vested with those employees have been forfeited and recognised in General Reserve.

Compensation expense arising on account of Share based payments

Period	As on March 31, 2023	As on March 31, 2022
Employee Share-based payment (refer note 26)	598.82	350.79

The Parent Company has determined the fair value of option based on Black-Scholes-Merton model which is one of the prescribed method under Ind AS 102.

The fair value of each equity settled award is estimated as on grant date using Black Scholes Merton model with the following assumptions.

Particulars	Details
Share price	1,637.60
Exercise price	1,637.60
Expected volatility	0.10%
Expected life of options	1-5
Risk free rate	5.9% to 6.5%
Attrition rate	10.00%

Year	ESOP price ₹
Year 1	94.44
Year 2	187.50
Year 3	278.35
Year 4	366.31
Year 5	450.24
Vesting year	607.17

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

The relevant details of the scheme are as under

Date of the Grant	08 July 2019
Date of the Board Approval	06 June 2019
Date of Shareholder's Approval	06 June 2019
Number of options granted	931,244
Method of settlement	Cash
Vesting period	1-5 years
Fair value on the date of grant	Rs.94.44 to Rs.607.17
Exercise period	As specified in ESOP scheme
Vesting conditions	Service and change of control

New Allotment

Particulars	Details
Share price	1,637.60
Exercise price	1,637.60
Expected volatility	0.10%
Expected life of options	1-4
Risk free rate	4.3% to 5.8%
Attrition rate	10.00%

Year	ESOP price ₹
Year 1	69.25
Year 2	155.01
Year 3	256.32
Year 4	338.60

NOTE "42" : OPERATING LEASE COMMITMENTS

The Company's significant leasing arrangements comprise of operating leases for premises (staff quarters, office, stores, etc.). These leasing arrangements range between 1 year and 15 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. During the year the company has entered into operating lease agreement for lease of plant and machinery from lessor "OPC Asset Solutions Pvt ltd" for a period of 15 years. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Not later than one year	3,624.55	1,176.96
Later than one year and not later than five years	11,124.39	3,620.55
Later than five years	2,807.36	1,162.20

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

NOTE "43" : EARNING PER SHARE

Earnings Per Share (EPS) – EPS is calculated by dividing the profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The earnings and weighted average numbers of equity shares used in calculating basic and diluted earnings per equity share are as follows:

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Basic earnings per share		
Profit after tax available for equity shareholders	5,923.16	7,081.48
Weighted average number of equity shares	135.48	135.48
Basic earning per share	43.72	52.27
Face value of equity share (₹)	10.00	10.00
Diluted earnings per share		
Profit after tax available for equity shareholders	5,923.16	7,798.51
Total Weighted Average Number of		
Equity Shares for calculating Diluted EPS (nos.)*	135.48	171.68
Diluted earning per share	43.72	45.43

* Since 36.20 lakhs Potential Equity Shares are Anti-dilutive in nature, they have not been considered in determining Diluted earnings per share.

NOTE "44" : EXCEPTIONAL ITEMS

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Legal and Professional expenses incurred in connection with acquisition of new businesses (Refer note nos. 39, 39A and 39B)	(324.99)	(556.36)

NOTE "45" : UNRECORDED TRANSACTIONS

There are no transactions not recorded in the books of accounts that has been surrendered/ disclosed as income during the year in the tax assessments. Further, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

NOTE "46" : OPERATING SEGMENT

The Group is engaged in manufacture and sale of Preforms, Containers, Pumps, Dispensers, Caps and closures and recycling in the "Rigid Plastic Packaging" business segment, which constitutes a single operating business segment. The Chief Executive Officer, decision maker of the Group, evaluates the Company's performance and allocates resources on overall basis and hence there are no segment reporting disclosures. Secondary segment information has also not been disclosed as more than 96% of the Revenue is within India.

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

NOTE "47" : CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of the Companies act 2013, the Parent Company has incurred expenses on corporate social responsibility (CSR)

(₹ in lakhs except stated otherwise)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Gross amount required to be spent during the year	217.79	196.71
Amount of Expenditure incurred on :		
i) Construction/acquistion of any asset	-	-
ii) For purposes other than (i) above	220.55	219.95
Amount remaining unspent at the end of the year	-	-
Nature of CSR activities	Refer Note below	Refer Note below

Nature of CSR activities:

All CSR projects of the Parent Company work towards holistic development of the individual and society. To optimize impact of its CSR activities, the Parent Company focuses its support and CSR spends on specific pre-determined causes relating to Environmental protection, Health care, Education, Women empowerment and Rural development.

NOTE "48": ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013:

Name of Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As a % of consolidated net	Amount	As a % of consolidated net	Amount
Holding Company				
Manjushree Technopack Limited				
As at 31 March 2023	104%	99,291.02	135%	8,061.61
As at 31 March 2022	102%	92,188.60	112%	7,998.97
Subsidiary				
MTL New Initiatives Private Limited				
As at 31 March 2023	-4%	(4,190.88)	-35%	(2,075.22)
As at 31 March 2022	-2%	(2,115.68)	-12%	(875.63)

NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ in lakhs except stated otherwise)

NOTE "49" : FINANCIAL RATIOS

Ratio / Measure	Numerator	Denominator	Year ended 31 March 2023	Year ended 31 March 2022	Variance
Current Ratio	Current assets	Current liabilities	1.14	1.12	1.69%
Debt-Equity Ratio	Total Debt	Shareholders Equity	0.85	0.75	13.13%
Debt Service Coverage Ratio #	Earnings available for debt service	Debt Service	2.45	5.88	-58.37%
Return on Equity Ratio (ROE)	Net Profits after taxes	Average Shareholder's Equity	6.47%	9.82%	-34.14%
Inventory turnover ratio	Cost of Goods sold	Average Inventory	3.76	4.91	-23.39%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	7.50	6.53	14.84%
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payable	5.41	5.65	-4.19%
Net capital turnover ratio	Revenue	Working Capital	20.44	18.07	13.16%
Net profit ratio *	Net Profit	Total Income	2.84%	4.83%	-41.27%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	11.74%	11.78%	-0.29%

Explanations for variations exceeding 25%

* Decrease in Net profit and increase in Total Income

Increase in term loans by Rs 15,500 availed during the year.

NOTE 50: SUBSEQUENT EVENTS

The Group evaluated all events or transactions that occurred after 31 March 2023 up through 03 July, 2023, the date the Consolidated financial statements were authorized for issue by the Board of Directors. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the Consolidated financial statements.

NOTE 51 : PREVIOUS YEARS FIGURES

Previous period's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

NOTE 52: APPROVAL OF FINANCIAL STATEMENTS

The standalone financial statements for the year ended 31 March 2023 were approved by the Board of Directors and authorised for issuance on 03 July 2023.

for and on behalf of the Board

Thimmaiah NP Managing Director & CEO DIN: 01184636 Place : Bengaluru Date : 03 July 2023	**Ashok Sudan** Chairman DIN: 02374967 Place : Arizona, USA Date : 03 July 2023
Rajesh Kumar Ram Chief Financial Officer Place : Bengaluru Date : 03 July 2023	**Rasmi Ranjan Naik** Company Secretary Place : Bengaluru Date : 03 July 2023

NOTE NO. 1

NOTES AND OTHER EXPLANATORY INFORMATION FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

A. GROUP PROFILE AND BACKGROUND

The consolidated financial statements comprise financial statements of Manjushree Technopack Limited

("the Parent Company") and its subsidiary (collectively, Manjushree Group or the Group) for the year ended 31 March 2023. The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 applicable in India. The Parent Company has invested in its wholly owned subsidiary, MTL New Initiatives Private Limited on 1 January 2020.

The Group is engaged in providing packaging solutions, manufacturing and selling Preforms, Containers, Pumps, Dispensers, Caps and closures and Post Consumer Recycled Resin in the "Rigid Plastic Packaging" business segment.. These products are significantly sold in domestic markets and also exported. The Grouphas its production facilities spread across states of Karnataka, Andhra Pradesh, Punjab, Uttar Pradesh, Himachal Pradesh, Uttarakhand, Haryana, Maharashtra. Silvassa and Assam in India. The registered office of the Parent Company is situated in Bengaluru, Karnataka. During the current year, the Group acquired on slump sale basis, business of manufacturing, trading and sale of plastic packaging products of "Hitesh Plastics Private Limited" ("HPPL"), as a strategic buy out to extend their customer base, and their product range of Caps and Closures.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements are prepared under historical cost convention on a going concern and accrual basis in accordance with the provisions of the Companies Act, 2013, and comply with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements. All the assets and liabilities have been classified as current or non-current as per the Group'snormal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 as well as guidance note issued by the Institute of Chartered Accountants of India.

The consolidated financial statements have been prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value or revalued amount:

i. Financial instruments;
ii. Lease deposits;
iii. Lease obligations and Right of Use assets;
iv. Goodwill and Intangible assets arising out of business combinations;
v. Deferred consideration payable to Classy Kontainers, Hitesh Plastics Pvt Limited and Varahi; and
vi. ESOP liability.

The consolidated financial statements are presented in INR and all values are rounded to the nearest lakhs

(INR 00,000), except when otherwise indicated.

RECENT ACCOUNTING PRONOUNCEMENTS

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable from April 1, 2023.

Ind AS 101 – First time adoption of Ind AS

Ind AS 102 – Share-based payment

Ind AS 103 – Business Combination

Ind AS 107 – Financial Instruments: Disclosures

Ind AS 109 – Financial Instruments

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 1 – Presentation of Financial Statements

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

Ind AS 12 – Income Taxes

Ind AS 34 – Interim Financial Reporting

The Group is assessing the impact of the application of above amendments on the Company's financial statements.

C. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Parent Company and an entity controlled by the Parent Company (its subsidiary), as mentioned below, made up to 31 March each year.

Relationship	Name of Company	Country of incorporation	% of voting power held as at 31 March 2023	% of voting power held as at 31 March 2023
Subsidiary	MTL New Initiatives Private Limited	India	100.00%	100.00%

Control is achieved when the Parent Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.
- The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Parent Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

  The Parent Company considers all relevant facts and circumstances in assessing whether or not the Parent Company's voting rights in an investee are sufficient to give it power, including:
- the size of the Parent Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Parent Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Parent Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Ifa member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and eventsin similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial

statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company,i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, forconsolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent toconsolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For thispurpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent Company's investment in the subsidiary and the Parent Company's portion of equity in the subsidiary.Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transaction. Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Parent Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognized in profit or loss is calculated as the difference between

(i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and

(ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

D. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Group and are based on historical experience, various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

The areas involving critical estimates or judgements are:

i) Amortization of Intangible Assets – Refer note (IV)

ii) Depreciation of Property Plant & Equipment- Refer note (V)

iii) Estimation of defined benefit obligation - Refer note (XIII)

iv) Estimation of current tax expenses - Refer note (XIV)

v) Recognition of Deferred tax asset - Refer note (XIV)

vi) Impairment of Non- Financial assets – Refer note XV)

vii) Provisions and Contingent liabilities - Refer note (XVI)

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

E. CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in 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.

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 terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Grouphasidentified twelve months as its operating cycle.

F. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

I) PROPERTY, PLANT AND EQUIPMENT (PPE)

a) Land, both freehold and leasehold is carried at historical cost.

b) Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Items such as stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.

Costs in nature of repairs and maintenance, other than those resulting in enduring benefit and increases the economic life of the asset, are recognized in the Statement of Profit and Loss.

c) Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

d) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortized while they are classified as held for sale.

II) INVESTMENT PROPERTIES

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided over its useful life using the straight line method, in a manner similar to PPE.

III) CAPITAL WORK-IN-PROGRESS

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

IV) INTANGIBLE ASSETS

Intangible assets except goodwill are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets developed or acquired with finite useful life are amortized on straight line basis.Goodwill is not amortized but tested for impairment on annual basis.

Intangible assets consist of, Customer Relationships, Brands and Designs, Non-competing fees and Goodwill which were acquired from Varahi, National Plastics, Pearl Polymers Limited,Classy Kontainers and Hitesh Plastic Private Limited .

V) DEPRECIATION AND AMORTISATION

Property, plant and equipment are depreciated over the useful life prescribed under Schedule II to the Companies Act, 2013 under straight line method on a proportionate basis depending upon the period of use. Those assets acquired/discarded during the year are depreciated on pro-rata basis. Depreciation is provided from the date of capitalization on a Straight Line Method (SLM) at the rate prescribed under Schedule II to the Companies Act, 2013 or the rates determined based on management's estimate of useful lives of assets based on technical evaluation of the useful lives of such assets which reflects the nature, size and operations of the Group.

Intangible assets (Patents, Trademark, Brand and Customer Relationship Contracts) are amortized over their estimated useful life i.e. five years to ten years, depending upon the useful life of the asset.

Computer software is amortized as per straight line method prescribed under Schedule II to the Companies Act, 2013.

VI) BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and also includes exchange differences to the extent it is regarded as an adjustment to it.

Borrowing costs pertaining to financial assets and liabilities classified under amortized costs are amortized over the tenure of the borrowings using effective interest rate method.

A qualifying asset is an asset that necessarily requires a substantial period of time (presently, management considers 12 months as the time period for such qualifying assets) to get ready for its intended use or sale.

VII) VALUATION OF INVENTORIES

a) Raw materials, semi-finished goods, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

b) In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, first-in, first-out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition. Cost of purchased inventory are determined after deducting rebates and discounts.

c) Cost of finished goods and semi-finished goods includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, taxes and duties as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

VIII) FOREIGN CURRENCY TRANSACTIONS AND DERIVATIVE INSTRUMENTS

1) Foreign currency transactions

Initial recognition - Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at the Balance Sheet date - Foreign currency monetary assets and liabilities are restated at the closing exchange rates. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

2) Derivative instruments

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognized in Statement of Profit and Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

IX) REVENUE RECOGNITION

a) Revenue from contracts with customers

Revenue from the sale of goods is recognized on satisfaction of performance obligation upon transfer of control of promised goods to the buyer either at the time of dispatch or delivery or when the risk of loss transfers.Revenue is measured at the amount of transaction price (net of variable consideration), taking into account contractually defined terms of payment. Goods and Services tax (GST) is not received by the Group on its own account. GST is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Revenue from job workis recognized on completion of service under the contract.

Revenue from Design and Development services is recognized when the services are completed as per the terms of the agreement and when no significant uncertainty as to its determination or realisation exists.

b) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

c) Export benefits in the nature of duty drawback are accounted as income in the year of exports based on eligibility/expected eligibility duly considering the entitlements as per the policy, management assessment, etc. and when there is no uncertainty in receiving the same duly considering the realisability.

d) Rental income, and Income from storage and goods handling,are recognized based on contractual terms and conditions.

e) Dividend income is recognized when the Group's right to receive is established.

f) Income from sale of scrap is recognized upon dispatch.

X) FINANCIAL INSTRUMENTS

Financial assets

a) Initial recognition

Financial assets are recognized whenthe Groupbecomes a party to the contractual provisions of the instruments. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through Profit or Loss. Financial assets carried at fair value through Profit or Loss are initially recognized at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

b) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortized cost, fair value through Other Comprehensive Income (OCI) or fair value through Profit or Loss on the basis of:

i) The Group's business model for managing the financial assets; and

ii) The contractual cash flow characteristics of the financial asset.

i) Measured at amortized cost

A financial asset is measured at amortized cost, if it is held under "the hold to collect business model" i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

Amortized cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

The losses arising from impairment of these assets are recognized in the Statement of Profit and Loss.

On derecognition of these assets, gain or loss, if any, is recognized to Statement of Profit and Loss.

ii) Measured at fair value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI, if it is held under "the hold to collect and sell business model" i.e. held with an objective to collect contractual cash flows and selling such financial asset, and the contractual cash flows are solely payments of principal and interest on the principal outstanding.

It is subsequently measured at fair value with fair value movements recognized in the OCI, except for interest income which recognized using EIR method.

The losses arising from impairment of these assets are recognized in the Statement of Profit and Loss.

On derecognition of these assets, cumulative gain or loss previously recognized in the OCI is reclassified from the equity to Statement of Profit and Loss.

iii) Measured at fair value through profit or loss (FVTPL)

Investment in financial asset other than equity instrument, not measured at either amortized cost or

FVTOCI is measured at FVTPL. Such financial assets are measured at fair value and changes in fair value, including interest income and dividend income, if any, are recognized in the Statement of Profit and Loss.

c) **Impairment of financial assets**

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

As per Ind AS 109, for financial assets other than trade receivables, Manjushree recognizes 12 months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses, if the credit risk on financial asset increases significantly since its initial recognition Where loans or receivables have been written off, the Group continues to engage in recovery of the receivables due. Where recoveries are made, these are recognized in Statement of Profit and Loss.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

d) **De-recognition**

Manjushree derecognizes a financial asset when the contractual right to the cash flows from the financial asset expires, or it transfers the contractual rights to receive the cash flows from the asset.

1) **Financial Liabilities**

a) **Initial Recognition and measurement**

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

Manjushree's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

b) **Subsequent measurement**

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

c) **Loans & Borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using EIR method.

Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are de-recognized.

d) **De-recognition**

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

e) **Offsetting of financial instruments**

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

XI) FAIR VALUE MEASUREMENT

a) The Group measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, assuming that market participants act in their economic best interest.

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

c) The Groupuses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

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

e) For the purpose of fair value disclosures, the Grouphas determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

XII) LEASE

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use ofan identified asset for a period of time in exchange for consideration.

Group as a lessee

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

i) **Right-of-use assets**

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

- Land and Building – 5 to 99 years

  If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option,depreciation is calculated using the estimated useful life of the asset.

  The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (xv) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made overthe lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The lease payments alsoinclude the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating thelease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate arerecognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because theinterest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect theaccretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index orrate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

The Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the subleases partly. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For Operating leases, rental income is recognized on a straight line basis over the terms of the relevant lease.

The Group as a Lessor:

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the subleases partly. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For Operating leases, rental income is recognized on a straight line basis over the terms of the relevant lease.

XIII) EMPLOYEE BENEFITS

a) Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee provident fund scheme, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The Group's provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Group has no further defined obligations beyond the monthly contributions.

b) Defined benefit plans

The Group also provides for retirement/post-retirement benefits in the form of gratuity and compensated absences to the employees.

For defined benefit plans, the amount recognized as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognized immediately in the Statement of Profit and Loss).

The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities.The classification of the Group's net obligation into current and non-current is as per the actuarial valuation report.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement ofchanges in equity and in the balance sheet.

c) Other employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the obligation as at the Balance Sheet date determined based on an actuarial valuation.

Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the period when the employee renders the related services.

XIV) TAXES ON INCOME

Income tax expense for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in Other Comprehensive Income.

a) Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

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

   A deferred tax liability is recognized based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period.

   Deferred tax assets are recognized for all deductible temporary differences and used tax losses only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

c) Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

   Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

XV) IMPAIRMENT OF ASSETS

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

XVI) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized if, as a result of a past event, the Grouphas a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.A contingent asset is neither recognized nor disclosed in the financial statements.

XVII) CASH AND CASH EQUIVALENTS

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

XVIII) CASH FLOW STATEMENT

As per Ind AS 107 Statement of Cash Flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

XIX) RESEARCH AND DEVELOPMENT EXPENSES

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable and Manjushree has an intention and ability to complete and use or sell the product and the costs can be measured reliably. Such intangible assets are amortized over its useful life.

XX) EARNING PER SHARE (EPS)

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

XXI) BUSINESS COMBINATION

Business combinations Acquisitions of businesses are accounted for using the acquisition method.

The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred to the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree.

Acquisition related costs are recognized in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value at the acquisition date, except that deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 and Ind AS 19 respectively;

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess, after reassessment, is recognized in capital reserve through other comprehensive income or directly depending on whether there exists clear evidence of the underlying reason for classifying the business combination as a bargain purchase.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss.

Goodwill

Goodwill is initially recognized and measured as set out above. Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group's of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

XXII) EXCEPTIONAL ITEMS

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

XXIII) Share Based Payments

Selected employees of the Group receive remuneration in the form of equity settled instruments for rendering services over a defined vesting. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognized in the statement of profit and loss with a corresponding increase to the share options outstanding account, a component of equity.The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants. The compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

AUDITED PROFIT & LOSS ANALYSIS

(₹ in Lakhs)

ITEMS	31.03.23 (Ind As)	31.03.22 (Ind As)	31.03.21 (Ind As)	31.03.20 (Ind As)	31.03.19 (Ind As)	31.03.18 (Ind As)	31.03.17 (Ind As)	31.03.16	31.03.15	31.03.14	31.03.13
INCOME											
Gross Turnover	201,904.74	140,624.94	103,379.37	108,050.24	114,890.22	92,437.11	74,694.58	64,403.60	62,075.87	52,454.27	43,701.98
Less: Central Excise Duty			-	-	-	3,364.63	10,328.02	10,142.34	9,620.78	8,685.48	7,579.95
Net	**201,904.74**	**140,624.94**	**103,379.37**	**108,050.24**	**114,890.22**	**89,072.48**	**64,366.56**	**54,261.26**	**52,455.09**	**43,768.79**	**36,122.03**
Other Income	1,171.57	601.46	699.98	1,686.91	548.65	179.03	353.31	576.73	351.03	655.14	284.11
Increase / (Decrease) in Stocks	(4,113.70)	(4,776.00)	2,361.42	2,959.36	(1,110.78)	1,252.22	3,245.17	(876.04)	(3,112.20)	5,952.38	1,220.40
Total	**207,190.01**	**146,002.40**	**101,717.93**	**112,696.51**	**114,328.09**	**90,503.73**	**67,965.04**	**53,961.95**	**49,693.92**	**50,376.31**	**37,626.54**
EXPENDITURE											
Raw Materials Consumed	132,165.17	88,437.76	52,537.88	63,923.57	67,349.72	49,985.35	35,310.87	28,000.91	29,111.58	31,866.94	22,987.65
Manufacturing Expenses	20,480.30	16,152.38	12,423.26	13,003.08	12,796.31	10,499.39	7,663.12	6,129.38	3,823.55	4,117.45	3,022.68
Salary & Wages	13,081.66	10,290.49	9,270.33	7,823.93	6,751.50	5,826.87	3,888.01	2,699.53	3,188.56	2,590.01	1,721.05
Operating Cost	**165,727.13**	**114,880.63**	**74,231.47**	**84,750.58**	**86,897.53**	**66,311.61**	**46,862.00**	**36,829.82**	**36,123.69**	**38,574.40**	**27,731.38**
Administrative & Selling Expenses	10,763.82	7,137.16	6,195.61	7,478.08	5,579.61	4,037.90	2,498.78	2,144.61	1,905.99	1,399.01	1,716.33
Interest & Financial Charges	6,836.95	4,569.17	3,997.92	4,242.80	4,124.59	4,200.44	2,679.62	1,508.59	1,994.49	2,167.45	1,204.09
Depreciation & Write offs	12,404.33	7,769.43	7,549.44	6,463.61	10,062.35	10,753.27	8,112.48	4,762.28	4,725.47	4,303.74	3,193.49
Total Cost	**195,732.23**	**134,356.39**	**91,974.44**	**102,935.07**	**106,664.08**	**85,303.22**	**60,152.88**	**45,245.30**	**44,749.64**	**46,444.60**	**33,845.29**
NET PROFIT FOR THE YEAR	**11,457.78**	**11,646.01**	**9,743.49**	**9,761.44**	**7,664.01**	**5,200.51**	**7,812.16**	**8,716.65**	**4,944.28**	**3,931.71**	**3,781.25**
Exceptional Items	(324.99)	(555.11)	2,396.30	-	58.43	–	–	–	(6.01)	(2.09)	–
PROFIT BEFOR TAXATION	**11,132.79**	**11,090.90**	**12,139.79**	**9,761.44**	**7,605.58**	**5,200.51**	**7,812.16**	**8,716.65**	**4,938.26**	**3,929.62**	**3,781.25**
Provision for Taxation	2,034.66	1,969.98	2,056.56	1,940.00	2,872.07	2,350.30	2,101.82	2,844.45	1,982.97	1,314.35	877.96
Deferred Tax Provision	1,170.61	1,121.93	78.77	885.93	(200.20)	(778.72)	(101.24)	98.47	(510.15)	(23.34)	488.92
NET PROFT AFTER TAXATION	**7,927.52**	**7,998.99**	**10,004.46**	**6,935.51**	**4,933.71**	**3,628.93**	**5,811.58**	**5,773.73**	**3,465.43**	**2,638.61**	**2,414.32**
Less: Dividends & Tax thereon	1,557.99	2,269.24		-	1,175.95	-	-	326.11	161.52	160.61	157.45
Profits after Dividends	**6,369.53**	**5,729.75**	**10,004.46**	**6,935.51**	**3,757.76**	**3,628.93**	**5,811.58**	**5,447.62**	**3,303.94**	**2,478.00**	**2,256.92**
Surplus brought forward from PY	53,981.66	48,251.91	38,247.45	31,311.94	27,713.96	24,008.65	18,137.96	12,690.34	9,386.40	6,908.40	4,651.54
Ind As adjustment in Opening Reserves as on 01.04.2016*	–	–	–	–	–	–	59.11	–	–	–	–
Adjustment on restatement of PPE	–	–	–	–	–	76.38	–	–	–	–	–
Transitional adjustment of IndAs 115	–	–	–	–	(159.78)						
Less: Transfer to General Reserve	–	–	–	–	–	–	–	–	–	–	–
NET SURPLUS CARRIED TO BS	**60,351.20**	**53,981.66**	**48,251.91**	**38,247.45**	**31,311.94**	**27,713.96**	**24,008.65**	**18,137.96**	**12,690.34**	**9,386.40**	**6,908.46**
PAT / Net Sales	0.04	0.06	0.10	0.06	0.04	0.04	0.09	0.11	0.07	0.06	0.07
PBT / Net Sales	0.06	0.08	0.12	0.09	0.07	0.06	0.12	0.16	0.09	0.09	0.10
PBDIT / Net Sales	0.15	0.17	0.23	0.19	0.19	0.23	0.29	0.28	0.22	0.24	0.23
Earnings per share (FV: Rs. 10)	58.52	59.04	73.85	51.19	36.42	27.14	42.94	42.62	25.58	19.48	17.82
Cash Accruals	18,773.86	13,499.18	17,553.90	13,399.12	13,820.11	14,382.20	13,924.06	10,536.10	8,196.94	6,944.44	5,607.86

AUDITED BALANCE SHEET ANALYSIS

(₹ in Lakhs)

ITEMS	31.03.23 (Ind As)	31.03.22 (Ind As)	31.03.21 (Ind As)	31.03.20 (Ind As)	31.03.19 (Ind As)	31.03.18 (Ind As)	31.03.17 (Ind As)	31.03.16	31.03.15	31.03.14	31.03.13
SHAREHOLDERS' FUNDS											
Share Capital	1,371.86	1,371.86	1,371.86	1,371.86	1,371.86	1,371.86	1,371.86	1,371.86	1,354.77	1,354.77	1,354.77
Reserves & Surplus	97,786.15	90,817.79	54,920.75	44,510.58	35,347.23	31,672.89	28,043.96	22,173.27	16,742.74	13,438.80	10,960.78
Share Issue Expenses	–	–	–	–	–	–	–	–	–	–	–
Net Worth	**99,158.01**	**92,189.65**	**56,292.61**	**45,882.44**	**36,719.09**	**33,044.75**	**29,415.82**	**23,545.13**	**18,097.51**	**14,793.57**	**12,315.55**
DEFERRED TAX PROVISION	3,059.49	1,888.89	766.95	688.18	(197.76)	2.44	781.16	882.40	783.94	1,294.08	1,317.42
LOAN FUNDS											
Term Loans	20,420.03	8,757.15	17,820.66	15,682.11	15,555.91	21,867.25	22,460.26	11,168.26	8,579.64	10,211.61	9,994.51
Debt Component of CCD	22,971.21	25,165.71	1,221.73	1,488.23	–	–	–	–	–	–	–
Unsecured / Buyers Credit	–	–	–	1,587.37	2,661.54	3,961.91	4,913.63	1,059.15	4,778.28	5,451.07	4,254.41
Long Term Debt	**43,391.23**	**33,922.86**	**19,042.39**	**18,757.71**	**18,217.45**	**25,829.16**	**27,373.89**	**12,227.41**	**13,357.92**	**15,662.68**	**14,248.92**
Cash Credit Limit	30,409.85	29,125.09	20,657.30	25,010.72	21,173.97	13,174.36	15,290.12	6,177.87	6,540.36	11,749.90	8,132.51
Overall Debt	**73,801.08**	**63,047.95**	**39,699.69**	**43,768.43**	**39,391.42**	**39,003.52**	**42,664.01**	**18,405.28**	**19,898.28**	**27,412.58**	**22,381.43**
Lease Obligations	**9,907.52**	**1,698.58**	**992.12**	**1,726.88**	–	–	–	–	–	–	–
TOTAL	**185,926.10**	**158,825.07**	**97,751.37**	**92,065.93**	**75,912.75**	**72,050.71**	**72,860.99**	**42,832.81**	**38,779.73**	**43,500.23**	**36,014.40**
APPLICATION OF FUNDS											
FIXED ASSETS											
Gross Block	189,756.12	168,083.83	118,559.03	110,957.06	91,595.33	87,431.23	81,128.25	50,300.29	40,556.96	37,355.44	34,429.34
Less : Depreciation to date	79,747.73	68,919.26	62,562.20	56,487.24	51,473.60	42,629.65	32,053.90	23,989.38	19,378.25	14,683.05	10,886.60
Capital Work-in-Progress	1,953.41	3,347.08	4,154.32	4,830.53	3,325.22	1,597.84	1,579.87	268.96	2,136.66	1,423.49	531.03
Net Block	**111,961.81**	**102,511.66**	**60,151.15**	**59,300.35**	**43,446.95**	**46,399.42**	**50,654.22**	**26,579.87**	**23,315.37**	**24,095.88**	**24,073.77**
INVESTMENT PROPERTIES	-	**2,332.13**	**2,384.33**	**2,439.31**	**2,495.23**	–	–	–	–	–	–
LONG TERM INVESTMENTS	**1,601.41**	**1,206.41**	**247.41**	**1.00**	–	–	–	–	–	–	–
RIGHT OF USE ASSETS	**16,290.24**	**3,982.81**	**2,727.49**	**3,155.39**	–	–	–	–	–	–	–
CURRENT ASSETS, LOANS & ADVANCES											
Inventories	34,249.97	33,651.91	23,931.57	22,831.30	21,316.33	18,475.36	14,179.52	8,426.62	8,653.19	10,987.09	4,862.51
Sundry Debtors	29,576.76	23,655.82	19,538.56	18,720.95	24,082.58	20,443.23	17,171.21	10,365.68	8,692.66	7,886.48	6,556.01
Other Current & Non-Current Assets	39,655.65	32,477.54	16,815.44	13,545.25	7,695.09	5,538.16	5,851.88	4,099.09	7,103.38	7,378.53	7,057.59
TOTAL	**103,482.38**	**89,785.27**	**60,285.57**	**55,097.50**	**53,094.00**	**44,456.75**	**37,202.61**	**22,891.39**	**24,449.23**	**26,252.10**	**18,476.11**
Current and Non-current Liabillities & Provisions	47,409.74	40,993.21	28,044.58	27,927.62	23,123.43	18,805.46	14,995.84	6,638.45	8,984.87	6,847.75	6,535.48
Net Current Assets	**56,072.64**	**48,792.06**	**32,240.99**	**27,169.88**	**29,970.57**	**25,651.29**	**22,206.77**	**16,252.94**	**15,464.36**	**19,404.35**	**11,940.63**
TOTAL	**185,926.09**	**158,825.07**	**97,751.37**	**92,065.93**	**75,912.75**	**72,050.71**	**72,860.99**	**42,832.81**	**38,779.73**	**43,500.23**	**36,014.40**
Current Ratio	1.33	1.28	1.24	1.04	1.20	1.39	1.23	1.79	1.57	1.41	1.26
Long Term Debt / Net Worth	0.44	0.37	0.34	0.41	0.50	0.78	0.93	0.52	0.74	1.06	1.16
Overall Debt / Net Worth	1.22	1.13	1.20	1.56	1.70	1.75	1.96	1.06	1.60	2.32	2.35
Total Assets / Net Worth	2.17	2.09	2.14	2.49	2.63	2.75	2.99	2.10	2.64	3.40	3.45
Book Value Per Share (fv: Rs. 10)	731.92	680.48	415.51	338.67	271.04	243.91	217.13	173.79	133.58	109.20	90.91

MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

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Telephone: 080-43436200

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of Manjushree Technopack Limited will be held on **Thursday, 14th day of September 2023 at 10.30 A.M.** through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, together with the Independent Auditor’s Report and the Board’s Report including Secretarial Audit Report thereon.

2. To confirm the interim dividend declared by the Board of Directors.

3. To appoint Mr. Pankaj Patwari (DIN: 08206620), Director who retires by rotation and, being eligible, seeks re-appointment.

4. To appoint Mr. Manu Anand (DIN: 00396716), Director who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. Re-appointment of Mr. Ashok Sudan (DIN: 02374967), as an Independent Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Sudan (DIN: **02374967**), as Independent Director of the Company for a second term of 2 (two) consecutive years effective **12th March 2024,** not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. Re-appointment of Mr. Jayesh Tulsidas Merchant (DIN:00555052), as an Independent Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Jayesh Tulsidas Merchant (DIN: 00555052), as Independent Director of the Company for the second term of 2 (two) consecutive years effective 12th March 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

7. **Ratification of Cost Auditor's Remuneration:**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modiûcation(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of Rs. 1,10,000/- (Rupees one lakh ten thousand only) to Messrs G S & Associates, Cost Accountants, # 207, Bindu Galaxy, No. 2,1st Main, Chord Road, Industrial Town, Rajajinagar, Bengaluru-560044 (Registration Number 00301), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2024, be and is hereby approved.

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

By order of the Board of Directors
For Manjushree Technopack Limited

Bengaluru
03-07-2023

Rasmi Ranjan Naik
Company Secretary
FCS: 7599
[Address: "*MBH Tech Park*", 2nd Floor,
Survey No. 46(P) and 47 (P), Begur Hobli,
Electronic City Phase-II, Bangalore 560100, Karnataka]

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 FOR CONDUCT OF SPECIAL BUSINESS

Item No. 5:

Re-appointment of Mr. Ashok Sudan (DIN: 02374967), as Independent Director:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 03-07-2023 had recommended for reappointment of Mr. Ashok Sudan (DIN: 02374967) as Independent Director of the Company for the 2nd term of 2 (two) years with effect from 12th March 2024. Accordingly, the Special Resolution seeking appointment of Mr. Ashok Sudan (DIN: 02374967) as Independent Director of the Company is included in the Notice convening the Annual General Meeting at Item No. 5.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Sudan himself, is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution for approval of the Members by way of a Special Resolution.

Item No. 6:

Re-appointment of Mr. Jayesh Tulsidas Merchant (DIN:00555052), as Independent Director:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 03-07-2023 had recommended for reappointment of Mr. Jayesh Tulsidas Merchant (DIN:00555052) as Independent Director of the Company for the 2nd term of 2 (two) years with effect from 12th March 2024. Accordingly, the Special Resolution seeking the appointment of Mr. Jayesh Tulsidas Merchant (DIN: 00555052) as Independent Director of the Company is included in the Notice convening the Annual General Meeting at Item No. 6.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Merchant himself, is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution for approval of the Members by way of a Special Resolution.

Item No. 7:

Ratification of remuneration of Cost Auditor:

Based on the recommendation of the Audit Committee, your Board approved the appointment of Messrs G S & Associates, Cost Accountants, # 207, Bindu Galaxy, No. 2,1st Main, Chord Road, Industrial Town, Rajajinagar, Bengalruru-560044 (Registration Number 00301) as Cost Auditor of the Company for the Financial Year ending 31st March, 2024, in its Meeting held on 03-07-2023 to conduct audit of cost accounting records of the Company as may be required for Cost Audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 1,10,000/- (Rupees one lakh ten thousand only), applicable taxes and out of pocket expenses, at actual. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution for approval of the Members by way of an Ordinary Resolution.

By order of the Board of Directors
For Manjushree Technopack Limited

Bengaluru
03-07-2023

Rasmi Ranjan Naik
Company Secretary
FCS: 7599
[Address: "*MBH Tech Park*", 2nd Floor,
Survey No. 46(P) and 47 (P), Begur Hobli,
Electronic City Phase-II, Bangalore 560100, Karnataka]

NOTES:

1. The Register of Members and Share Transfer books of the Company shall remain closed from September 08, 2023 to September 14, 2023 (both days inclusive).
2. Members holding Shares in electronic form are requested to intimate any change in address to their respective Depository Participants and those holding Shares in physical form are to intimate the above said changes to INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED, 30, Ramana Residency, 4th Cross, Sampige Road Malleshwaram, Bangalore - 560 003 Tel: 080 23460815 / 818 Fax: 080-23460819, Email: irg@integratedindia.in.
3. The Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 (collectively referred to as "MCA Circulars") has permitted holding of Annual General Meeting ("AGM") through video conferencing (VC), without the physical presence of the Members at a common venue, till September 30, 2023. In compliance with the MCA Circulars, AGM of the Company is being held through VC.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members who have not registered their email addresses so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.
7. Annual Report for the Financial year 2022-23 along with Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting is being sent only through electronic mode to the Members whose email IDs are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.manjushreeindia.com, website of the and on the website of CDSL at www.evotingindia.com.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote by electronic means through e-voting platform provided by CDSL VC Facility. The detailed instructions for e-voting are annexed to this Notice.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By order of the Board of Directors
For Manjushree Technopack Limited

Bengaluru
03-07-2023

Rasmi Ranjan Naik
Company Secretary
FCS: 7599
[Address: "*MBH Tech Park*", 2nd Floor,
Survey No. 46(P) and 47 (P), Begur Hobli,
Electronic City Phase-II, Bangalore 560100, Karnataka]

ELECTRONIC VOTING (E-VOTING) AND E-VOTING DURING AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 MCA Circulars 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 AGM/ EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM / EGM will be provided by CDSL.
3. The Members can join the AGM / EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM / EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM / EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.manjushreeindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 11-09-2023 (09.00 AM) and ends on 13-09-2023 (05.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07-09-2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration / Easi Registration 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 or click on https://evoting.cdslindia.com/Evoting/Evoting Login The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)· • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.· • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Manjushree Technopack Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; naik@manjushreeindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM / EGM
10. If any Votes are cast by the shareholders through the e-voting available during the AGM / EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders-, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS:

a) Mr. Vijayakrishna K T, Practising Company Secretary (Membership No. FCS 1788 & CP 980) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

b) The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report will be communicated to CDSL and RTA and will also be displayed on the Company's website.

c) The voting rights of Shareholders shall be in proportion to their Shares of the Paid up Equity Share Capital of the Company as on September 07, 2023.

By order of the Board of Directors
For Manjushree Technopack Limited

Rasmi Ranjan Naik
Company Secretary
FCS: 7599
[Address: "*MBH Tech Park*", 2nd Floor,
Survey No. 46(P) and 47 (P), Begur Hobli,
Electronic City Phase-II, Bangalore 560100, Karnataka]

Bengaluru
03-07-2023

MANJUSHREE TECHNOPACK LIMITED
CIN: U67120KA1987PLC032636
Registered & Corporate Office: "*MBH Tech Park*", 2nd Floor, Survey No. 46(P) and 47 (P), Begur Hobli,
Electronic City Phase-II, Bangalore 560100, Karnataka
Telephone: 080-43436200
Email: info@manjushreeindia.com Web: www.manjushreeindia.com

Dear Shareholder,

The Ministry of Corporate Affairs, Government of India ("MCA") has, by its circular dated 21st April, 2011 announced a "Green Initiative in the Corporate Governance "by allowing paperless compliance by companies. In terms of the said circular, service of notice/documents by a Company to its Shareholders required to be made under the provisions of the Companies Act, 2013 can be made through the electronic mode.

In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, Audited financial statements, Board's Report, Auditors' Report, Postal Ballots etc., henceforth to all its esteemed Shareholders, including your good self, in electronic form, through e-mail. To facilitate the same, we request you to furnish your e-mail id, quoting your folio number/DPID/Client ID to our Registrar and Share Transfer Agent at the following address:

Integrated Registry Management Services Private Limited
No. 30, Ramana Residency,
4th Cross, Sampige Road,
Malleswaram, Bangalore – 560 003
Phone: 080-23460815-18, Fax: 080-23460819,
E-mail: irg@integratedindia.in

We are sure you would appreciate this welcome initiative taken by the MCA to reduce consumption of paper and thereby, protect the environment. We expect to receive your support and co-operation in helping the Company to contribute its share to the said initiative.

Thanking you,

Yours faithfully,

For Manjushree Technopack Limited

Rasmi Ranjan Naik
Company Secretary
FCS: 7599
[Address: "*MBH Tech Park*",
2nd Floor, Survey No. 46(P) and 47 (P),
Begur Hobli, Electronic City Phase-II,
Bangalore 560100, Karnataka]

Sustainability and Climate Change

The success of our business over the long term will depend on the social and environmental sustainability of our operations, the resilience of our supply chain and our ability to manage any potential climate change impacts. To address long-term sustainability challenges and understand potential impacts of climate change on our business, in both operational and financial terms, an exercise is in progress.

This exercise will inform the development of cross-functional action plans to help mitigate long-term risks and future-proof our business.

Link to Strategy

Our commitment to being an industry leader in responsible, sustainable packaging is embedded in our products and strategic pillars. This underpins and supports our strategic focus to establish ourselves firmly in packaging and deliver sustainable, long-term value.

Risk Tolerance

We have a zero tolerance for risk when protecting the human and environmental resources we depend on. However, given the long-term nature of some sustainability risks and the significant level of uncertainty associated with their occurrence and potential impact, we accept that some risks are inevitable.

Action taken by Management

We are responsible for ethical trading, community investment and environmental sustainability matters and regularly reports on these topics to the Management Risk Committee and the Board.

- A new strategy was launched in June 2019, setting ambitious five-year goals: to drive positive change through all products, to achieve environmental excellence, to revalue waste, and to explore the opportunity of renewable energy by 2023.
- Our new strategy takes us beyond compliance to enhance employee's wellbeing and ensure product safety.
- Our Energy & Water Reduction Program continues to drive resource efficiency in our direct and indirect operations, while our new strategy includes a commitment to switch to 30% renewable energy by 2023.

Business Interruption

A major incident at one of the MTL's main locations, at its suppliers or affecting key products, which significantly interrupts the business. This could be caused by a wide range of events including natural catastrophe, fire, terrorism, or quality control failures.

Link to Strategy

Our Product and Distribution strategies enable us to operate effectively and efficiently, delivering Operational Excellence through continuity of supply of compliant products and services of the highest quality to our customers. Ensuring our ability to continually operate key sites and factories to develop, manufacture, distribute and sell our products is a key strategic priority.

Risk Tolerance

We have a low tolerance for risk in this area, particularly in respect of product safety and quality.

Actions Taken by Management

We have policies and procedures designed to ensure the health and safety of our employees and products and to deal with major incidents, including business continuity and disaster recovery.

- MTL continues to evolve its supply chain organisational design to develop its manufacturing base, reducing dependence on key sites and vendors.

- MTL Incident Management Program is in place to ensure that incidents are reported, investigated and managed effectively. Across MTL our Incident Management Teams took part in training and incident Management exercise.
- Our product suppliers and vendors are subject to a quality control program which includes regular site inspections and independent product testing.
- Robust security arrangements are in place across our Plants to protect people and products in case of security incidents.
- Full business continuity plans are in place for our Operation Facilities and Offices. Business continuity plans have been established and tested.
- MTL's key IT systems are protected to prevent and minimize any potential interruption. This includes resilient design and the provision of disaster recovery services to continue operating within pre-agreed times in case of a major incident.
- Management regularly review and manage business continuity and disaster recovery risks recognising that these plans cannot always ensure the uninterrupted operation of the business, particularly in the short term.
- A comprehensive insurance program is in place to offset the financial consequences of insured events, including fire, flood, natural catastrophes, etc.

Regulatory Risk & Environmental Standards

MTL operations are subject to a broad spectrum of Central and regional laws and regulations in the various jurisdictions in which we operate. These include product safety, employee and customer health & safety, data, corporate governance, employment and tax. Changes to laws and regulations or a major compliance breach could have a material impact on the business.

Link to Strategy

Compliance with applicable laws and regulations and doing the right thing underlie all our strategic pillars.

Risk Tolerance

In complying with laws and regulations, including customer, employee safety and bribery and corruption, we have a zero tolerance for risk.

Actions Taken by Management

- We have an established framework of policies that aim to drive best practice across our direct and indirect operations, including Environmental, Health, Safety and Sustainability Policy.
- Policies are available at www.manjushreeindia.com/v2/, are owned by senior leadership, issued to all stake holders and implementation monitored on a regular basis.
- We have established a Compliance Committee to oversee compliance with applicable legislation
- Our culture and policies encourage employees to speak up and report any issues without fear of retribution. A confidential employee helpline is in place in substantially all places where we have our operations and offices

Environmental & Sustainability Initiatives

We have continued our efforts to improve environment management, reduce energy and water consumption and increase the use of renewable energy in our direct and indirect operation and supply chain.

We work closely with our partners to improve Environment Management practices and support research into new technologies, while taking steps to minimize use of natural resources.

Manjushree Technopack Ltd. (MTL) focuses on environmental aspect and considers usage of natural resources and the effects of its operations on the environment.

Manjushree Technopack Ltd. (MTL) has developed Environment Management Systems as per ISO 14001:2015, to ensure Zero Non-Compliance and sound Environment Management Systems.

We have continued to evolve our Energy & Water Reduction program,

1. Water Conservation: - Manjushree Technopack Ltd (MTL) has initiated Rainwater Harvesting and recharging projects at Baddi, Bidadi and Bommasandra Units, by which rainfall is gathered and used for recharge purposes. The process involves collection and storage of rainwater with help of artificially designed systems, that runs off natural or man-made catchment areas e.g., rooftop, or artificially repaired impervious/semi-pervious land surface. The collected rainwater from surfaces on which rain falls may filtered, and directly used for recharge purposes. With depleting groundwater levels and fluctuating climate conditions, this measure can go a long way to help mitigate the adverse effects rising water scarcity. Reserving rainwater can help recharge local aquifers, reduce urban flooding and most notably, ensure water availability in water-scarce zones. During the year 2020-21, Rainwater Harvesting Projects at Pantnagar, Guwahati, Silvassa and Amritsar unit are initiated, with potential of 60 million of rainwater diverting towards ground water recharge.

   At Pantnagar, we have initiated and maintained a Farm Pond which has capacity of collection of 50 million Litres of rainwater per year. Same has been provided for farmers during non-rainy days.

   - **Water Consumption –** Manjushree Technopack Ltd (MTL) has initiated special drive towards water conservation, reduction, recycling, and reuse. Following program has initiated to ensure responsible water management:
     - Rainwater Harvesting and recharging of borewell pits.
     - Treatment of Domestic Effluents
     - Treatment of Industrial Effluents

2. Sewage Treatment Plant: -MTLhas invested in treatment of Domestic Effluent Treatment Plant at Amritsar, Bidadi, Bommasandra, Guwahati and Pantnagar Unit and there by treating 60,000 Liters of domestic effluent daily. Every year MTL is treating more than 21 millionLiters of domestic effluent and reused for gardening and toilet flushing.

   We are continuously taking effort towards use of water consumption by improving and investing in our product efficiency. This has resulted in reduction of Water requirement per ton of production.

3. Energy: -Manjushree Technopack Ltd. (MTL) is focusing on consuming electricity generated from renewable source of energy and has tied up with group captives for renewable energy - Solar and Wind energy procurement.Currently 40% of our Total energy is from renewable sources and MTL has set a long-term goal to use 50% of renewable energy by 2023, and 55% by 2028 thus reducing carbon footprint on environment.

   a. 3.4 MW of our energy requirement was fulfilled by our wind plant set up in Karnataka which also contributed to reduce environmental footprint. By the end of 2023, we will be able to generate 17.5 MW energy by our upcoming Windmill project.

   b. 13 MW of our existing energy requirement was fulfilled by solar panels. By end of 2023, we will be able to generate 22.5 MW energy by solar.

   Various power optimization projects were taken over the years inManjushree Technopack Ltd (MTL) plants. For example, installation of Centrifugal Compressor with investment of Rs. 1.15 crore with energy reduction of 6,50,000 Units (kWh), installation of IE1 to IE4/IE5 with investment of 0.80 crores with savings of 60,00,000 units (kWh) in 2022-23, installation of Hot well and Cold well system for water balancing with additional 25 MM of insulation layer on Chilled water pipes to avoid heat loss of 1. 5 to 2 °C, and many more.

4. Waste Reduction: - Manjushree Technopack Ltd (MTL) has initiated reduction and reprocessing of Process plastic waste by providing equipment for segregation and grinding. Manjushree Technopack Ltd. (MTL) has in-house reprocessing facility for plastic waste processing and reusing and has overall recycled and reused approx. ~20,000 tons per annum.
5. Post Consumed Plastic Waste Recovery Plant:-As a part MTL Strategy towards Environment excellence and Swatch Bharat Mission, MTL has installed recycling plant of ~6000 T/Annum at Bidadi for treatment and recycling of Post Consumed Plastic Waste. Post Consumed Plastic Waste(HDPE, PP) collected by engaging NGO's, and Waste Management Companies, will be treated and recycled at our plant.