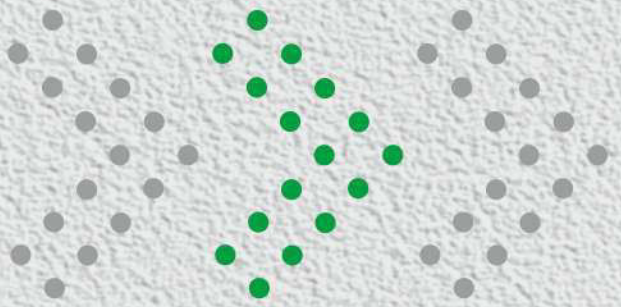
salzer



Electrifying Growth

ANNUAL REPORT 23-24

SALZER ELECTRONICS LIMITED

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39th ANNUAL GENERAL MEETING INFORMATION

Date	:	September 14, 2024
Day	:	Saturday
Time	:	11.30 am
Mode	:	Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Remote e-Voting Information

e-Voting period starting on	:	September 09, 2024 Monday (9.00 am)
e-Voting period ending on	:	September 13, 2024 Friday (5.00 pm)
EVEN No.	:	129899

PLANT LOCATION

Unit - I
Samichettipalayam, Jothipuram (Post),
Coimbatore - 641 047. Tamil Nadu

Unit - II
Chinnamaddampalayam,
Coimbatore - 641 019.

Unit - III
#2, Gudalur Village,
Samichettipalayam,Jothipuram (Post),
Coimbatore - 641 047.

Unit - IV
SF. No. 863, Coimbatore Main Road,
Bettathapuram, Coimbatore - 641 104

Unit - V
SF. No. 882/3, Coimbatore Main Road,
Bettathapuram, Coimbatore - 641 104

Annur Plant
570/2, Opp. Annur Power House,
Kariyampalayam Post, Annur,
Coimbatore - 641 653

Hosur Plant
SF. No. 722/1&2, 725, Thorapalli Road,
Hosur Taluk, Krishnagiri District - 635 109.
Tamil Nadu

Cautionary Statement

Certain expectations and projections regarding the future performance of the company referred in the Annual Report constitute forward-looking statement. These expectations and projections are based on the currently available competitive, financial and Economic data, along with the Company's Operating Plans and are subject to certain future events and uncertainties which could cause actual results to differ materially from those indicated by such statements.

CORPORATE INFORMATION

BOARD OF DIRECTORS
EXECUTIVE DIRECTORS
Mr. R Doraiswamy - Managing Director
Mr. D Rajesh Kumar - Joint Managing Director & CFO
Mr. P Ramachandran - Whole Time Director
(Upto August 08,2024)

INDEPENDENT DIRECTORS
Mr. Sharat Chandra Bhargava
Mrs. Priya Bhansali
Mr. S Raman (From May 28,2024)
Mr. N Rangachary - Chairman (Upto August 08,2024)
Mr. N Jayabal (Upto August 08,2024)
Mr. Nirmal Kumar M Chandria (Upto August 08,2024)
Mr. V Sankaran (Upto August 08,2024)
Mr. P K Shah (Upto August 08,2024)

NON EXECUTIVE AND NON INDEPENDENT DIRECTORS
Mr. N Rangachary - Chairman (From August 09,2024)
Mr. V Sankaran (From August 09,2024)
Dr. Thilagam Rajesh (Upto August 08,2024)
Mr. Vishnu Rangaswamy

COMPANY SECRETARY
Mr. K M Murugesan

STATUTORY AUDITORS
M/s. JDS Associates
Chartered Accountants,
R.No.6, 1st Floor, Jewel Complex,
324, Raja Street,
Coimbatore - 641 001.

INTERNAL AUDITORS
DAT Associates
8/36, L.R.G.Layout, 5th Street, A.B.T.Road,
Karuvampalayam,Tiruppur - 641 604.

SECRETARIAL AUDITOR
G V & Associates
Company Secretary in Practice
G V Enclave, 18/30, Ramani Street,
K K Pudur, Saibaba Colony,
Coimbatore -641038

COST AUDITOR
Mr. Ramasubramania Raja
DTT, B.COM, BGL,MBA, FCS & ACMA
19, Third Floor, Gokulam Colony, PN Pudur
Coimbatore -641041

REGISTERED OFFICE
Samichettipalayam
Jothipuram (PO),
Coimbatore - 641 047.
Tel: 0422-4233600 / 2692531
E-mail: salzer@salzergroup.com
Website: www.salzergroup.net

SHARE TRANSFER AGENT (PHYSICAL & DEMAT)
M/s GNSA Infotech Private Limited
Nelson Chambers, 'F' block,
4th Floor #115, Nelson Manickam Road,
Aminthakarai, Chennai - 600 029.
Tel: 044-42962025
E-mail:sta@gnsaindia.com

LISTING ARRANGEMENTS
BSE Limited
(Bombay Stock Exchange Ltd) and
National Stock Exchange Limited

OUR BANKERS
M/s. Canara Bank
M/s. HDFC Bank Limited
M/s. Union Bank of India &
M/s. IDFC First Bank Limited

MD's MESSAGE
to the Shareholders



"It's a transformative era of rapid advancements and robust market acceleration"

Dear Valued Shareholders,

I am delighted to reach out to all of you through this message. Salzer remains dedicated to advancing its business by both enhancing its existing product lines with transformative features and seizing new market opportunities worldwide. Our objective is to consistently deliver exceptional value and ensure customer satisfaction that surpasses the cost of our products.

Over the past year, we have made significant strides in innovation, enabling us to introduce cutting-edge technologies and solutions that address the evolving needs of our customers. To keep pace with the dynamic market demands, we are continuously developing new products and upgrading our current offerings to maintain our competitive edge. Innovation and customer satisfaction are the cornerstones of our strategy, which we believe will propel our future success.

As we navigate this transformative era, marked by rapid advancements and robust market acceleration, we remain committed to our vision of being a global leader in the electrical, electronics, and electro-mechanical industry. Our efforts are not just limited to growth and profitability; we are equally focused on sustainability and corporate social responsibility, ensuring that our progress benefits all stakeholders and the communities we serve.

Thank you for your continued trust and support. Together, we will achieve new heights and create a brighter future for Salzer.

Progress in Financial year 2023-24

The Company's progress in the financial year 2023-24 was quite satisfactory, despite some mid-year challenges. In FY24, our consolidated revenue increased by 13%, while EBITDA and PAT rose by 22% and 19%, respectively. These improvements were driven by significant savings in operational costs, boosting the Operating Profit Margin by 78 basis points to 10.03% and the PAT Margin by 22 basis points to 4.04%.

The revenue growth for the year was driven by our Industrial Switch Gear Division. Within this division, products such as wire harnesses, three-phase transformers, and rotary switches performed particularly well. This division achieved a 13% growth in 2023-24, contributing 55% to the Company's total revenue, and also recorded a significant improvement in its operating margin by 97 basis points, reaching 12.64% in the year.

Similarly, in the Wires and Cables Division, insulated flat wire and the newly introduced LAN cable experienced significant growth, fuelling a 15% growth in the division's overall performance with contribution of 39% to the Total business of the Company in the year.

The Building Electrical Products division comprising products such as Modular Switches, Wires & Cables, MCB's Distribution Boards and Changeovers, contributed 6% to the overall revenue of the Company in FY24.

Export Market

In 2023-24, the Company generated 27% of its revenue from the export market, marking a significant 18% growth over the previous year. This impressive increase was primarily driven by the expansion of exports to the North America, Europe and Middle East. Notably, our exports to North America grew by 69%, and to Europe by 21%, highlighting the importance of these markets and the successful acceptance of our new product introductions. Despite facing political and economic challenges in the Middle Eastern Regions, this growth underscores the Company's strong focus on the export market and the recognition from our global customers for our product quality.

Subsidiary Company - Kaycee

On a brighter note, Kaycee Industries Limited has shown consistent growth, with revenue increasing by 17% to INR 48.81 crores and EBITDA growing by 42% to INR 6.78 crores. These results reflect its effective management and operational execution. Now, Kaycee has overcome all growth related constraints and is poised to progress well in the coming years with consistent revenue and profit growth.

New Ventures

The Indian smart meter business is experiencing rapid growth, driven by the government's push towards digitalization and modernization of the energy sector. Smart meters, which provide accurate and real-time data on energy consumption, are being deployed across the country to improve energy efficiency, reduce losses, and enhance the reliability of the power grid. This transformation is expected to bring significant benefits to both consumers and utilities, including better demand management, reduced electricity bills, and improved customer service.

In light of this, we have ventured into the smart meter business to tap into the rising demand for advanced metering solutions. Salzer's entry into this market highlights our strategic focus on innovation and the expansion of our product range to include cutting-edge technologies that meet the evolving needs of the energy sector.

By integrating smart metering technology, Salzer aims to provide utilities and consumers with better control over energy consumption, contributing to energy conservation and cost savings. This move aligns with the global push towards smart grids and sustainable energy management, positioning Salzer as a key player in the industry.

Salzer's venture into the smart meter business presents substantial revenue potential, expecting to double our income over the next three to four years. The company has successfully established a manufacturing facility with an annual production capacity of 4 million meters in Phase I and has secured approvals from pivotal energy sector regulators. Negotiations with various Advanced Metering Infrastructure Service Providers (AMISPs) are at an advanced stage.

Foray into Saudi Arabia

Saudi Arabia has consistently been a growing export market for the company. To capitalize on the Saudi Governments proactive support to establish local manufacturing in Saudi, the company plans to establish a new facility with an approximate initial investment of ₹10 Crs. This strategic move is expected to reduce logistics costs, lead times and take the first mover advantage of being a local manufacturer in Saudi Arabia. This will help in enhancing market penetration and brand recognition in the entire GCC territory.

Development in EV space

In our subsidiaries, Kostad EV Chargers has faced some challenges in the certification process at ARAI. Chargers are being tested at ARAI for certification. In this process, we have encountered a small setback. Out of the total 14 different tests that the charges have to undergo at ARAI, we have passed 13 tests. Despite a minor setback, we are working diligently with our partners to address the issue and expect progress soon.

Future Growth Factors

We continuously look for new technology products for growth in all related business areas. We plan to diversify our product portfolio with high-margin products, particularly in the wires and cables business, to boost overall profitability margins. Our focus will remain on market transformation, product innovation, and launching at least three to five new products annually. We aim to expand into new geographies, especially in Russia, Africa and Australia to step up the export revenue. We are working on strengthening our building products market presence to increase its revenue contribution. To support these initiatives, we are open for technical alliance with both local and global partners for product developments. We are also exploring opportunities for inorganic growth through strategic acquisitions.

Commitment towards Vision

Looking at the year gone by, we managed to scale new heights and achieve several milestones we had set for ourselves. Looking ahead, we strive to maintain this growth trajectory to set our eyes on new summits of achievement. At Salzer, innovation is in our manifesto, and our strong product offerings and brand position in the market has placed us in a position to achieve new benchmarks for the future. Based on the domestic and export outlook, we are optimistic on our overall business performance.

Our long-term association with our customers, dedication to helping them achieve their objectives, and unwavering commitment to our principles are some of our core values. These values guide us in all our endeavors and ensure that we continue to deliver exceptional value to all out stakeholders and build lasting relationships.

Conclusion

I extend my heartfelt thanks to the entire team at Salzer Electronics Limited for their untiring efforts and dedication. We are deeply grateful to our suppliers, customers, associates, bankers, and to all stakeholders for their continued support and faith in the company. Together, we have achieved great things, and together, we will continue to forge ahead, reaching new heights of success. I would also like to express my gratitude to our Chairman and fellow Directors for their guidance and support in the challenging environment that tested the organization's mettle during the year. On behalf of the Board and Management of Salzer, thank you all for being a part of this incredible journey.

"Our journey is far from over, as we aim for even greater heights in the future!"

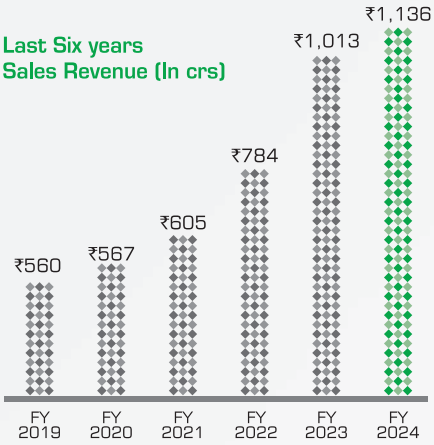
(Sd/-)

R Doraiswamy Managing Director

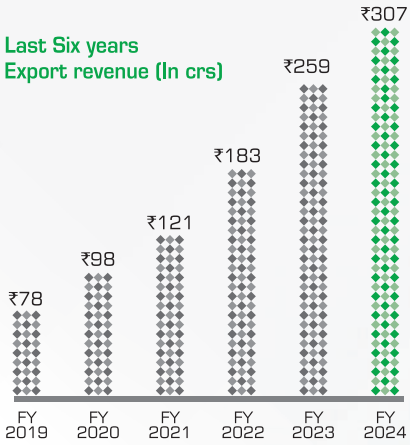
Date: August 8, 2024

Standalone Key Financial Indicators

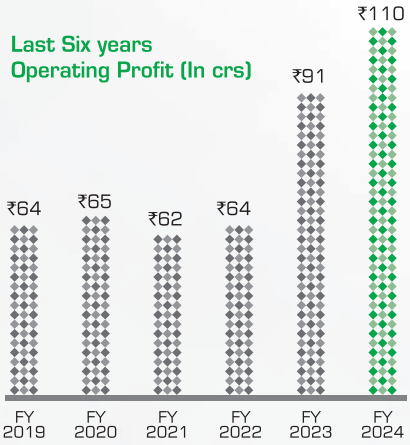
Last Six years Sales Revenue (In crs)



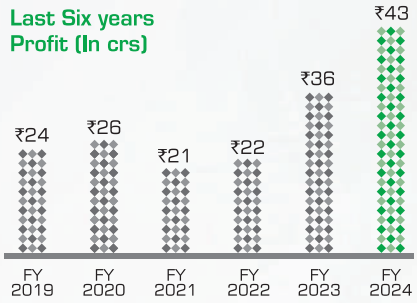
Last Six years Export revenue (In crs)



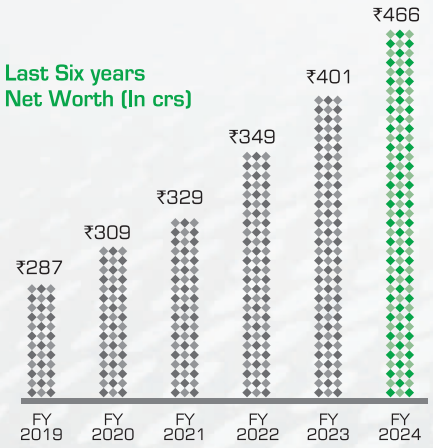
Last Six years Operating Profit (In crs)



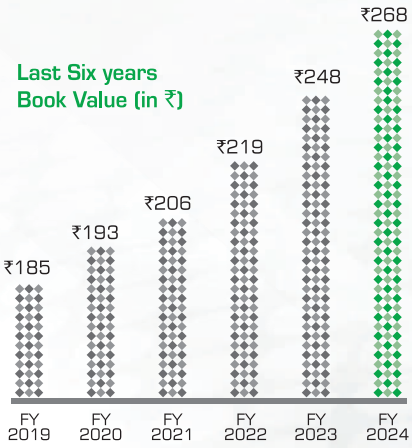
Last Six years Profit (In crs)



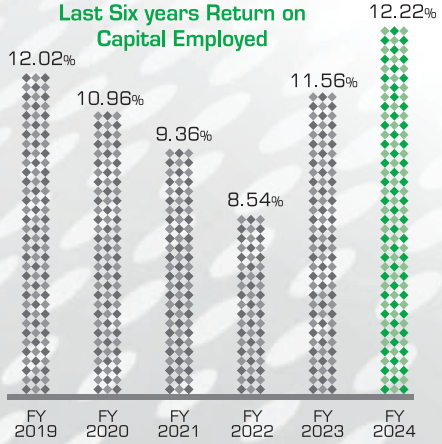
Last Six years Net Worth (In crs)



Last Six years Book Value (in ₹)

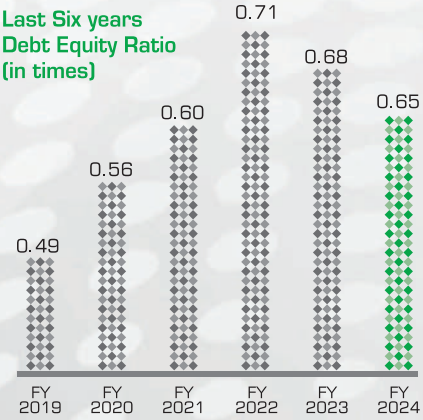


Last Six years Return on Capital Employed



ROCE = EBIT/(Net worth + LT Borrowings+ST Borrowings +Current Maturity of LT Debt- Non Current Investments)

Last Six years Debt Equity Ratio (in times)

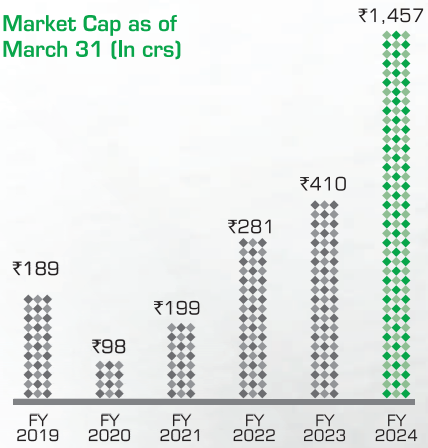


Debt Equity Ratio = Total Debt / Shareholders Fund

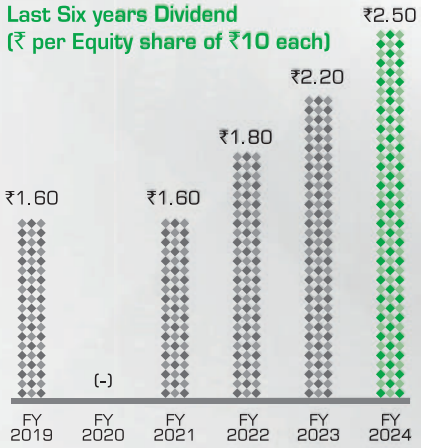
Steady Growth Over the Years



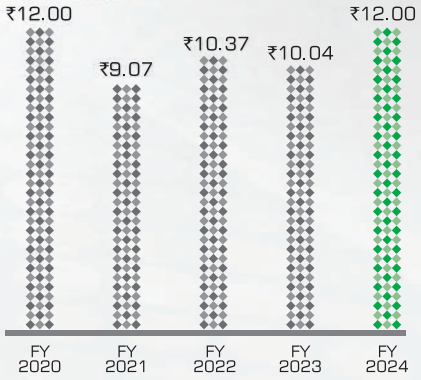
Market Cap as of March 31 (In crs)



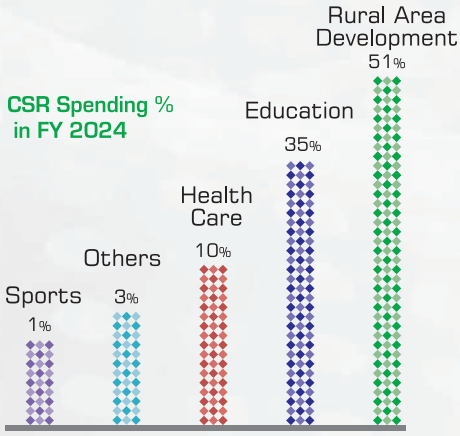
Last Six years Dividend (₹ per Equity share of ₹10 each)



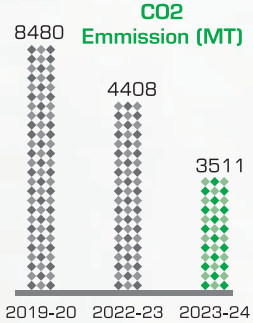
R & D Spend (₹ in Crs)



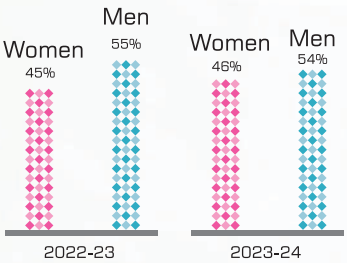
CSR Spending % in FY 2024



CO2 Emmission (MT)



Employment Diversity



SEVEN
FACTORIES

50
PRODUCTS.
COUNTRIES.



SALZER's

Inspiring Journey of Growth Driven by Customer Delight

Founded in the year 1985 to manufacture Cam operated Rotary Switches, Salzer Electronics Limited, headquartered in Coimbatore, has evolved into a prominent player on both national and international stages. From its inception, Salzer has grown from a specialist in CAM-operated Rotary Switches to a leading manufacturer and marketer of over 50 diverse products, including Load break Switches, Wiring Ducts, Transformers, Relays, Terminals, Motor Control Switchgear Products and other allied products for Industrial, Domestic, and Automotive segments.

The cornerstone of Salzer's success lies in its leadership's unwavering commitment to innovation, efficiency, and steadfastness. These principles have fueled the company's impressive growth trajectory. Salzer boasts of state-of-the-art manufacturing facilities across its now Seven factories and a dedicated captive tool room. Its in-house Research & Development wing with an in-house fully equipped Type Test laboratory is officially recognized by the Department of Scientific & Industrial Research of the Government of India, reflecting its dedication to technological advancement.

Quality is at the heart of Salzer's business philosophy. The company is committed to continuous improvement and adheres to rigorous quality standards, including Total Quality Management (TQM), Total Productive Maintenance (TPM), Six Sigma, Lean Manufacturing, and 5S principles. This dedication ensures that Salzer consistently delivers high-quality products that meet emerging market demands.

Salzer's commitment to product excellence and dynamic global sales strategies have led to a significant international presence, with products now available in nearly 50 countries across four continents. The company's forward-looking approach, supported by strategic investments and a focus on emerging market trends, positions it for continued success and expansion in the future.





Immense Potential for SALZER Smart Meters under the Revamped Distribution Sector Scheme (RDSS)

Salzer Electronics Limited's strategic entry into the smart metering market represents a significant milestone for the company. As both a smart meter supplier and an Advanced Metering Infrastructure Service Provider (AMISP), Salzer is poised to capitalize on the opportunities presented by the Revamped Distribution Sector Scheme (RDSS).

With nearly 40 years of leadership in the electrical switchgear industry, Salzer has a well-established reputation and a diverse product portfolio. The company has long been manufacturing critical components for meters and possesses the in-house technology required for advanced meter production. This expertise is complemented by BIS approval for its range of single and three-phase meters.

Salzer's state-of-the-art meter manufacturing facility, fully backward integrated has a capacity of 40 lakh meters per annum. The type test laboratory at its facility is certified by the National Accreditation Board for Testing and Calibration Laboratories (NABL) and the International Accreditation Services (IAS), underscores its commitment to quality and innovation. The facility supports the production of all meter types essential for RDSS smart metering projects, including Distribution Transformer (DT) meters and feeder meters.

The smart meters produced by Salzer, incorporate three modern communication protocols-GPRS (mobile technology), RF mesh, and NB-IoT-ensuring compatibility with today's energy metering needs. The company has also successfully integrated its meters with various RF technology providers across the country.

As a registered AMISP under RDSS, Salzer is well-positioned to participate in tenders and contribute to the modernization of India's power distribution infrastructure. Salzer's foray into smart metering not only reinforces its position as an industry leader but also highlights its dedication to advancing energy management and infrastructure development.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the **39th Annual General Meeting** of the Members of **Salzer Electronics Limited** will be held on **Saturday, September 14, 2024 at 11.30 a.m.,** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)** with virtual presence of the Shareholders to transact the following businesses:

Ordinary Business:

1. **To consider Audited Standalone and Consolidated Financial statements of the Company for the Financial year ended March 31, 2024, and the reports of the Board of Directors along with annexures and Auditors thereon;**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statement comprising of balance sheet as at March 31, 2024, statement of profit and loss for the year ending on that date, Cash Flow statement and Statement of Changes in Equity as on that date and the reports of the Board of Directors along with annexure and Auditors thereon, as circulated to the Shareholders, be and are hereby received, considered and adopted."

2. **To declare a dividend on Equity Shares for the financial year 2023-24.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

   "**RESOLVED THAT** a dividend at the rate of Rs. 2.50 (25%) per equity share of Rs.10/- each fully paid-up of the Company be and is hereby declared for the Financial year 2023-24 and the same be paid as recommended by the Board of Directors of the Company, out of the Profit of the Company for the financial year ended March 31, 2024."

3. **To re-appoint a Director in place of Mr.D.Rajeshkumar (DIN: 00003126), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

   "RESOLVED THAT in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company, Mr.D.Rajeshkumar (DIN: 00003126), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the Company."

4. **To re-appoint a Director in place of Mr.D.Vishnu Rangaswamy (DIN: 00793090), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

   "**RESOLVED THAT** in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company, Mr.D.Vishnu Rangaswamy (DIN: 00793090), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the company."

5. **To consider and appoint a Statutory Auditor and authorize the Board to fix their remuneration.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and Board of Directors of the company, M/s. Swamy and Ravi, Chartered Accountants (FRN:004317S) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of 39th Annual General Meeting for the financial year 2023-24 till the conclusion of the 44th Annual General Meeting for the financial year 2028-29, at such remuneration as may be decided by Board of Directors of the Company (any Committee thereof) in consultation with the Statutory Auditor."

Special Business:

6. **To consider and approve the appointment of Mr. N Rangachary (DIN:00054437) as a Non-Executive and Non Independent Director and Chairman of the Company.**

   To consider and if thought fit to pass the following resolutions with or without modification as a Special resolution.

   "RESOLVED THAT pursuant to the provisions of section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 (1A) and other applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to Provisions of the Articles of Association of the Company, and based on the recommendation of Board and Nomination and Remuneration Committee, Mr. N Rangachary (DIN:00054437), who has been appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) with effect from August 09,2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director, and Chairman of the Company, liable to retire by rotation."

7. **To consider and approve the appointment of Mr. V.Sankaran (DIN: 00003141) as a Non-Executive and Non Independent Director of the Company.**

   To consider and if thought fit to pass the following resolutions with or without modification as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 (1A) and other applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to Provisions of the Articles of Association of the Company, and based on the recommendation of Board as well as Nomination and Remuneration Committee, Mr. V. Sankaran (DIN: 00003141), who has been appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) with effect from August 09,2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation."

8. To ratify the remuneration payable to CMA A.R. Ramasubramania Raja (M.No. 32458) appointed as Cost Auditors of the Company for Financial Year 2024-25

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, CMA. A.R.Ramasubramania Raja (M.No.32458), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the Financial Year 2024-25, be paid a remuneration of Rs.1,65,000/- (Rupees One lakh Sixty Five thousand Only) per annum plus applicable service tax and out-of-pocket expenses on actual basis."

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

By the order of the Board of Directors

K M Murugesan
Company Secretary
ACS : A25953

Date: August 06, 2024
Place: Coimbatore

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5, 6, 7 & 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos.3,4,6 & 7 of the Notice, are also annexed.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 39th AGM of the Company for the financial year 2023-24 is being held through VC / OAVM.
3. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is provided in Page No. 14 and available at the Company's website www.salzergroup.com.
4. The 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 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the Scrutiniser by email through its registered email address to vasudevanacs@gmail.com with a copy marked to murugesan@salzergroup.com
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been uploaded on the

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website of the Company at www.salzergroup.net/investors.html. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://eservices.nsdl.com. The Company will supply hard copy of annual report to those shareholders who request for the same.

9. Soft copies of the Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the AGM.

10. Members whose email address are not registered can register the same in the following manner:

    a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at https://www.salzer@salzergroup.com/ investors/ shareholder-registration by providing the requisite details of their holdings and documents for registering their e-mail address; and

    b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. The Members can join the AGM through the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. The Company has fixed Friday, August 30, 2024 as the record date for the purpose of determining eligible shareholders entitled for the Dividend, if approved at the meeting, for the financial year 2023-24.

14. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid within the stipulated time to those Members whose names stand registered on the Company's Register of Members:-

    a) In respect of shares held in dematerialized form, the Beneficial Owners are as at the end of business hours on Friday the 30th August 2024, as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

    b) In respect of shares held in physical form, the Beneficial Owners are the Members in the Register of Members of the Company after giving effect to valid share transmission / transposition lodged with the Company, on or before Thursday the 29th August, 2024 and whose names appearing in the Register of Members as at on Friday the 30th August 2024.

15. SEBI vide its Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ O/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

    Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

    As per the Income Tax Act, 1961 ("Income Tax Act"), dividend income is taxable in the hands of the members. The Company shall therefore deduct tax at source at the time of making payment of dividend at the prescribed rates. The members are requested to note that the Tax Deducted at Source ("TDS") rates varies for each person, based on their residential status and entity type. The applicable TDS and the relevant documents required by the Company to determine the same are as follows.

    If the shareholders wish to avail a lower TDS rate / Nil TDS rate on the dividend, the following documents may be sent to our Registrar and Transfer Agent M/s. GNSA Infotech Private Limited, Nelson Chambers, 'F' Block, 4th Floor, # 115, Nelson Manickam Road, Aminthakarai, Chennai – 600 029, Tel: 044-42962025, on or before Tuesday, September 10, 2024 before 5:00 pm (IST).

A. Resident shareholders

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows:

Shareholders not having PAN / valid PAN	20% or as notified by the Government of India as per section 206AA of the Income Tax Act
Shareholders having valid Permanent Account Number (PAN)	10% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during Financial Year ("FY") 2024-25 does not exceed Rs. 5,000 in aggregate across all holdings in the Company.

- Lower/Nil withholding certificate issued under section 197 of the Income Tax Act covering FY 2024-25;
- Form 15G, which is applicable to Resident Individual shareholders who are below 60 years of age and whose tax on total income during FY 2024-25 is estimated to be Nil.
- Form 15H, which is applicable to Resident Individual shareholders who are at the age of 60 years and above during the FY 2024-25 and whose tax on total income during FY 2024-25 is estimated to be Nil.

B. Non-resident shareholders

For Non-resident Shareholders (excluding FPIs / FIIs), taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act at the rates in force i.e., 20% (plus applicable surcharge and cess). Non-resident shareholders (excluding FPIs / FIIs), have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN Card allotted by the Indian Income Tax Authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for FY 2024-25, obtained from the revenue authorities of the country of tax residence, duly attested by the shareholder.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- Self-declaration of Beneficial ownership by the shareholder.
- Any other documents as prescribed under the Act for lower withholding of taxes if applicable, duly attested by the shareholder.

For FPIs / FIIs, taxes will be withheld in accordance with the provisions of section 196D of the Income Tax Act at the rate of 20% (plus applicable surcharge and cess). FIIs/FPIs also have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. Taxes then shall be deducted at the rate provided under DTAA, if same is lower than the existing TDS rate of 20%.

The shareholders may note that the above documents would be considered only if they are found to be in order in accordance with the provisions of the Income Tax Act.

Members are advised to verify the correctness of the PAN and update the same with your Depository Participant (if you hold shares in dematerialized mode) or the Registrar and Share Transfer Agents (if you hold shares in physical mode), at the earliest.

No communication/documents on the tax determination/ deduction shall be considered by the Company after Tuesday, September 10, 2024 and the TDS basis the information / documents available with the Company, would be considered.

The members may note that no claim shall lie against the Company for TDS/withholding taxes deducted from the dividend paid.

16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. GNSA Infotech Limited (GNSA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to GNSA / Company.

17. As per SEBI regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities in physical mode will not be processed with effect from 1st April 2019.

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18. In view of the above, the members holding shares in physical form are requested to consider converting their holdings to dematerialized and to avail various benefits of dematerialisation and to eliminate all risks associated with physical shares and for ease of portfolio management.

19. Pursuant to the circular issued by SEBI, investors holding shares in physical mode are required to register / update their details regarding PAN, KYC, specimen signature, bank details and Nomination with the listed entity.

20. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

21. The Company / the RTA recommends the updation of above information / details for the following reasons:

    - Facilitating timely and secured receipt of dividends;
    - Ensuring regular and timely delivery of correspondences and facilitating e-communication to notify relevant information on immediate basis;
    - Ensuring that no documents are undelivered and returned back to the Company / the RTA;
    - Paving way for direct interaction with the investors in case of any clarifications and updates;
    - Ensuring secured access of information to shareholders by the way of signature verification / registration in the database and
    - Ease of transmitting the shares to legal heirs through nomination

22. To update the information / details, the Shareholders are required to download relevant Forms (ISR -1. ISR-2 and SH-13) from Company Website www.salzergroup.net > Investors > Forms, and duly completed Forms along with supporting documents are to be submitted to the Registrar and Share Transfer Agent of the company – M/s. GNSA Infotech Private Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, 115 Nelson Manickam Road, Aminthakarai, Chennai – 600 029.

23. Members holding shares in physical mode:

    a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.

    b) are requested to register / update their e-mail address with the company / RTA for receiving all communications from the company electronically.

24. Members holding shares in electronic mode:

    a) are required to submit their Permanent Account Number (PAN) and Bank Account details to their DPs with whom they are maintaining their demat account.

    b) are requested to register / update their e-mail address with their DPs for receiving all communications from the company electronically.

25. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

26. Those Members who have so far not encashed their dividend warrants for the Financial year 2016-17, may approach GNSA, for making their claim without any further delay as the said unpaid dividends will get transferred to the Investor Education and Protection Fund of the Central Government before October 14, 2024 pursuant to the provisions of Companies Act 2013. Further Ministry of Corporate Affairs has notified on September 05, 2016 operation of Section 124(6) of the Companies Act 2013 and Related Rules "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective September 07, 2016 which, inter alia, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Suspense Account.

27. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority, after completion of seven years. Further, according to the rules, all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more shall also be transferred to the demat account created by the IEPF. The details of the shares and dividend transferred to IEPF Authority as on the due date are available on the website of the Company and the same can be accessed through the link: http://www.salzergroup.net/investors.html. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

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28. Due dates for transfer of unclaimed / unpaid dividends from the financial year 2016-17 are as under and thereafter the unclaimed/unpaid dividend amount will be transferred to IEPF:

FY ended	Declaration Date	Last date for encashment	Due Date
2016-17 (31.03.2017)	09.08.2017	15.10.2024	14.11.2024
2017-18 (31.03.2018)	22.09.2018	28.10.2025	26.11.2025
2018-19 (31.03.2019)	10.08.2019	14.09.2026	13.10.2026
2019-20 (31.03.2020)	No dividend Declared		
2020-21 (31.03.2021)	13.09.2021	18.10.2028	16.11.2028
2021-22 (31.03.2022)	10.09.2022	15.10.2029	13.11.2029
2022-23 (31.03.2023)	09.09.2023	14.10.2030	12.11.2030

29. Shareholders are requested to note that no claim shall lie against the Company in respect of any amounts, which were unclaimed and unpaid for a period of 7 consecutive years and transferred to Investor Education and Protection Fund of the Central Government. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder. Concerned members/ investors are advised to visit the webpage: http://www.iepf.gov.in/IEPFA/refund.html or contact our RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.

30. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

31. The Board of Directors has appointed G V and Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

32. The facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

33. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

I. (I) The remote e-voting period begins on Monday, September 09, 2024 (9.00 a.m.) and ends on Friday, September 13, 2024 (5.00 p.m.). The e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, September 07, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Saturday, September 07, 2024.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of **NSDL** Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

ogin typeL	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID e.g., if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID e.g., if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company e.g., if folio number is 001*** and EVEN is 129899 then user ID is 129899001***

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

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c) How to retrieve your 'initial password'?

(I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**set Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vasudevanacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 48867000 or send a request to Ms. Prajakta Pawle, Senior Manager at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to geetha.r@salzergroup.com or sanjay@salzergroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to geetha.r@salzergroup.com or sanjay@salzergroup.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who wish to register themselves as speaker shareholder (to speak at the AGM) are requested to write to the Company, from their registered email address mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before September 12, 2024, Thursday (upto 5.00 P.M IST) to " geetha.r@salzergroup.com or sanjay@salzergroup.com ". Those members who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during AGM

   I. Mr. G. Vasudevan, Practicing Company Secretary has been appointed as Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

   II. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and not later than three days of the conclusion of the meeting, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company to countersign the same.

   III. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.salzergroup.net within forty eight hours of the passing of the Resolutions at the 39th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

   IV. If any member buys the shares of the company after 16th August 2024 they may either write to the company for call for notice or download the notice from the website of the company to cast their vote as advised therein.

By the order of the Board of Directors

Date: August 06, 2024
Place: Coimbatore

K M MURUGESAN
Company Secretary
ACS : A25953

NOTICE (Contd.)

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice:

Item No.5

Pursuant to Section 139 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the present term of Statutory Auditors M/s. JDS Associates expires at the conclusion of this 39th AGM of the company for the year 2023-24. Accordingly, the Board of Directors at their meeting held on May 28,2024 considered the recommendation of the Audit Committee and proposed the appointment of M/s. Swamy & Ravi, Chartered Accountants (FRN: 004317S) having their office at 90, Co- Operative 'A' Colony, K.K. Pudur, Coimbatore- 641 038 for the term of five years commencing from the conclusion of 39 th Annual General Meeting of the Company for the Financial year 2023-24 till the conclusion of 44 th Annual General Meeting of the company for the Financial year 2028-29 to conduct the audit of the financial statements of the company.

The proposed Audit Firm M/s. Swamy & Ravi, vide its letter dated April 25, 2024, has given their Consent to become the Statutory Auditor and confirmed to the effect that

- The Audit Firm eligible to be appointed as Statutory Auditor, and has not incurred any disqualifications under the Companies Act 2013;
- The Audit Firm is not disqualified for appointment under the provisions of Chartered Accountants Act, 1949 and rules and regulations made there under;
- The proposed appointment is as per the terms provided under the Companies Act 2013;
- The proposed appointment is within the limits laid down by or under the authority of the Companies Act 2013;
- No orders have been issued and there are no proceedings pending against the firm with respect to professional matters of conduct before the Institute of Chartered Accountants of India, any competent authority, or any court and
- The Firm has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.
- The Firm has four Partners with the wide scope of audit program covering major Companies in Coimbatore, Bank Audit including Statutory Audit Branch Audit, Concurrent Audit, and Stock Audit etc., in the Major Banks across the state.
- Having wide exposures on the Income Tax Provisions, Accounting Standards and related Rules and Regulations and Hands on experience in appearance before the Income Tax Authorities at different levels on various matters.

Accordingly, your Board of Directors have placed necessary resolution for your consideration and approval on the appointment of M/s. Swamy & Ravi, Chartered Accountant as Statutory Auditors of the company for a term of five years.

None of the Directors of the Company are interested in these resolutions and the Board unanimously recommends their appointment for your consideration and approval.

Item No.6 & 7

Mr. N Rangachary (DIN:00054437) and Mr. V. Sankaran (DIN: 00003141) had been part of the Board as Independent Directors for 2 consecutive term of 5 years. Their tenure as independent Directors comes to an end on August 08, 2024.

Mr. N Rangachary and Mr. V Sankaran are exceptionally esteemed members of the Board. Their profound knowledge, vast experience, insightful guidance, and pragmatic outlook have profoundly enriched the Board, empowering it to make numerous strategic decisions with significant, far-reaching implications. Their unwavering support and guidance have been instrumental in navigating complex challenges and seizing new opportunities, solidifying the Company's path toward sustained growth and success. As the Company enters its next growth phase, the guidance of Mr. N Rangachary and Mr. V Sankaran remains crucial. In this context, the Board members, at the meeting held on August 06, 2024, approved, based on the recommendation of Nomination and Remuneration Committee, appointment of Mr. N Rangachary and Mr. V Sankaran as the additional directors designated as Non-Executive and Non-Independent Directors effective August 09, 2024, following their retirement from the Board as Independent Directors on August 08, 2024. The above appointed Directors can hold office till conclusion of 39 th Annual General Meeting for the financial year 2023-24

In terms of Section 160(1) of the Companies Act 2013, Your company has received notice from the members of the company nominating Mr. N Rangachary and Mr. V. Sankaran on the Board of Directors of the company as Non Executive and Non-Independent.

Your Board of Directors thought it prudent based on the recommendations of Nomination and Remuneration committee to consider candidature of both Mr. N Rangachary and Mr. V. Sankaran for the office of the director on the Board of Directors of the company and approved their induction subject to the approval of the shareholders at this meeting as a Non Executive and Non-Independent Director and that they shall be liable to retire by rotation.

The NRC and the Board has assessed the veracity of the declarations and other documents furnished by both Mr. N Rangachary and Mr. V.Sankaran and based on the same, has opined that they duly fulfil the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that they possesses appropriate skills, experience and knowledge to be appointed as the Non Executive and Non Independent Directors of the Company.

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for appointment of any non-executive Director who have attained the age of 75 years. Considering the below mentioned experience and expertise, the Board is justified and recommends passing of the proposed Special resolutions.

Mr. N Rangachary aged 86 years was an IRS officer having over 44 years of experience under the Government of India, Ministry of Finance. He is also a Fellow Member of all the three Professional Bodies viz., the Institute of Chartered Accountants of India, the Institute of Cost and Works Accountants of India, the Institute of Company Secretaries of India. He had also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1996 till June 2003 and retired. Further, he was also an advisor to the Government of Andhra Pradesh – Finance department during the period 2002 – 2008. He is a Honorary Member of Indian Institute of Actuaries.

Mr. V.Sankaran, aged 81 years, holds a Master's Degree in Commerce and is an Associate Member of both the Institute of Cost & Works Accountants of India and the Institute of Company Secretaries of India. He also holds a Postgraduate Diploma in Management Accounting from Jamnalal Bajaj Institute of Management Studies, Bombay (University of Bombay). He has over 46 years of experience in reputed companies in various areas of Finance and General Management.

Brief Profile of Mr. N Rangachary and Mr. V.Sankaran are provided in the "Annexure" to the Notice.

Except Mr. N Rangachary and Mr. V.Sankaran, being the appointees, None of the Directors of the Company are interested in these resolutions and the Board unanimously recommends their appointment for your consideration and approval.

Item No.8

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on May 28, 2024, the Board considered and approved the appointment of CMA.A.R.Ramasubramania Raja (M.No. 32458) as the cost auditor for the FY 2024-25 at a remuneration of Rs.1,65,000/- (Rupees One lakh Sixty Five Thousand Only) plus applicable service tax and reimbursement of out-of-pocket expenses on actual basis.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

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NOTICE (Contd.)

ANNEXURE TO NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS 2015)

Name of the Director	**Mr. N Rangachary**	**Mr.V. Sankaran**
DIN	00054437	00003141
Category	Non Executive and Non- Independent Director	Non Executive and Non- Independent Director
Date of Birth	10/06/1938 / Age : 86 Years	19/03/1943 / Age : 81 Years
Date of Appointment on the Board	09/08/2024	09/08/2024
Qualification	Member in the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India,	Master's Degree in Commerce; Member in the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India. He also holds a Postgraduate Diploma in Management Accounting from Jamnalal Bajaj Institute of Management Studies, Bombay (University of Bombay).
Brief profile and nature of their expertise in specific functional areas	He was an IRS officer having over 44 years of experience under the Government of India, Ministry of Finance. He had also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1996 till June 2003 and retired. Further, he was also an advisor to the Government of Andhra Pradesh – Finance department during the period 2002 – 2008. He is a Honorary Member of Indian Institute of Actuaries.	He has over 46 years of experience in reputed companies in various areas of Finance and General Management.
Terms and conditions of appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).
Remuneration paid for the financial year 2023-24	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Remuneration proposed to be paid	He is entitled to sitting fees for attending the meetings of the Board and its Committees.	He is entitled to sitting fees for attending the meetings of the Board and its Committees.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Directorships held in other companies/ Firm.	1. CDSL Insurance Repository Ltd 2. Srirangai Trustee Services Private Limited 3. Kaycee Industries Limited 4. Unico Housing Finance Private Limited	Smile Electronics Limited
Memberships / Chairmanships of committees across all other companies	Committees of Kaycee Industries Ltd 1. Member- Audit Committee 2. Member – Nomination and Remuneration Committee 3. Chairman- Stakeholders Relationship Committee	Member of CSR Committee and NRC Committee in Smile Electronics Limited
Resignation from listed entities in the past three years if any	Orient Green Power Company Limited	Nil
Shareholding in the Company	Nil	Nil
Inter se relationship, if any	Nil	Nil

ANNEXURE TO NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS 2015)

Name of the Director	**Mr. D. Rajeshkumar**	**Mr.Vishnu Rangaswamy**
DIN	00003126	00793090
Category	Executive Director	Non-Executive and Non-Independent Director
Date of Birth	25/9/1971	22/02/1976
Date of Appointment on the Board	22/12/2001	06/02/2020
Qualification	BE., MBA.,	B.Tech., MBA
Brief profile and nature of their expertise in specific functional areas	He is a young and energetic entrepreneur and is managing the Salzer group of companies.	He is President of Global Technical Talent (GTT), Manpower Recruitment Firm in USA, and has been associated with GTT for more than 20 years and held various positions. He is an experienced person with a demonstrated history of working in the information technology staffing and services industry. Strong skills in the management of enterprise talent engagement initiatives, client services & talent acquisition, team mentoring and management, Executive Search, Technical Recruiting.
Terms and conditions of appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).
Remuneration paid for the financial year 2023-24	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Remuneration proposed to be paid	He is entitled to Salary, Perks and Commission on Net Profits as detailed in the Resolution passed by the Shareholders at the Annual General Meeting held on September 13, 2021.	He is entitled to sitting fees for attending the meetings of Board.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Directorships held in other companies/ Firm.	1. SRVE Industries Ltd, 2. Sri Ram Arts Centre Pvt Ltd 3. Salzer Exports Ltd 4. Salzer Securities Holdings Ltd 5. K R Health Care Pvt ltd 6. Kaycee Industries Ltd 7. Salzer EV Infra Pvt Ltd 8. Salzer Kostad EV Charges Pvt Ltd 9. Salzer E-March Electro Mobility Pvt Ltd 10. Kaycee Electricals India Ltd 11. Alera India Private Limited 12. Salzer Energy Solutions Pvt Ltd 13. Madras Radiators and Pressing Ltd	1. K R Health Care Private Limited 2. Sri Ram Arts Centre Private Ltd 3. Saradha Investments Limited 4. Salzer Spinners Limited 5. SRVE Industries Limited
Memberships / Chairmanships of committees across all Other companies	Committees of Kaycee Industries Ltd 1. Member - Audit Committee 2. Member - Stakeholders Relationship Committee	NIL
Shareholding in the Company	262420 shares - 1.51%	8,09,740 shares – 4.66%
Inter se relationship, if any	Son of Shri. Rangaswamy naidu Doraiswamy, Managing Director, and Brother of Mr. D. Vishnu Rangaswamy, Director	Brother of Shri. D. Rajesh Kumar, Joint Managing Director and Chief Financial Officer and son of Mr. R. Doraiswamy Managing Director

DIRECTORS' REPORT

The Directors have the pleasure in presenting the Thirty Ninth Annual Report along with the Audited Financial Statements of the Company for the year ended March 31, 2024

The Information furnished hereunder is in line with Section 134 of the Companies Act 2013 and applicable Provisions contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

1. PERFORMANCE REVIEW:-

Financial Summary of the Company

(₹ in Lakhs)

Particulars		Standalone		Consolidated	
		For the year Ended March 31, 2024	For the year Ended March 31, 2023	For the year Ended March 31, 2024	For the year Ended March 31, 2023
I	Revenue from operations	1,13,557.55	1,01,316.68	1,16,631.43	1,03,717.24
II	Other Income	193.23	137.26	194.76	170.10
III	**Total Revenue (I + II)**	**1,13,750.78**	**1,01,453.94**	**1,16,826.19**	**1,03,887.34**
IV	Expenses				
a	Cost of materials consumed	87,604.26	81,827.82	88,846.68	82,694.88
b	Purchase of stock in trade	-	-	-	-
c	Changes in inventories of finished goods, work-in-progress and stock-in-trade	-735.24	-1,964.41	-747.15	-1,978.92
d	Employee benefit expenses	4,229.11	3,514.73	4,664.28	3,936.54
e	Finance Cost	3,367.26	2,605.69	3,408.58	2,611.89
f	Depreciation and amortization expense	1,906.25	1,611.38	2,011.22	1,660.37
g	Other expenses	11,439.34	8,824.47	12,169.66	9,474.56
h	**Total Expenses**	**1,07,810.98**	**96,419.68**	**1,10,353.27**	**98,399.32**
V	Profit before exceptional and extraordinary items and tax	5,939.80	5,034.26	6,472.92	5,488.02
VI	Exceptional Items	-	-	-	-
VII	Prior Period Items	-	-	-	1.52
VIII	Profit before tax & extraordinary items	5,939.80	5,034.26	6,472.92	5,489.54
IX	Extraordinary items	-	-	-	-
X	**Profit before tax**	**5,939.80**	**5,034.26**	**6,472.92**	**5,489.54**
XI	Tax expense:	-1,621.16	-1,398.07	-1,766.36	-1,527.68
XII	**Profit for the period - After Tax**	**4,318.64**	**3,636.19**	**4,706.56**	**3,961.86**
XIII	Earnings per equity share:				
	(1) Basic (in Rs.)	25.77	22.74	27.38	24.21
	(2) Diluted (in Rs.)	24.42	20.58	25.94	21.90
XIV	Reserves and Surplus	44,868.41	38,671.12	45,607.87	39,152.81

2. BUSINESS SCENARIO IN THE YEAR

The financial year 2023-24 was marked by a number of significant developments in the Indian economy. The Indian economy showed robust growth, with GDP growth rate of 8.20%. Inflation remained a challenge, primarily due to global supply chain disruptions and rising commodity prices. Government initiatives to boost manufacturing through the schemes like Production Linked Incentive (PLI) schemes, played a crucial role for the growth of the Industry. The global economic environment had a mixed impact on India. While the recovery in major economies supported exports, geopolitical tensions and global inflationary pressures posed challenges. Overall, the financial year 2023-24 was a period of recovery and growth for the Indian economy, with significant strides in various sectors despite ongoing challenges

In this context, your Company's growth during the financial year 2023-24 aligned itself with the general trend of industrial growth in the country. The Standalone revenue of the Company was Rs. 1137.51 crore, compared to Rs. 1014.54 crore in FY23, reflecting a 12.12% increase, primarily fuelled by the Industrial switchgear and wire & cable businesses.

The increasing demand for renewable energy sources such as solar, wind, and hydro power have opened new growth opportunities and demand for

switchgear, transformers, wires and cables. Your Company has benefited from this development.

The Standalone Operating profit was Rs. 110.20 crore in FY24, compared to Rs. 91.14 crore in FY23, reflecting a year-on-year growth of 20.91%, primarily due to significant savings in operating expenses. The EBITDA Margin stood at 9.70%, showing a year-on-year improvement of 70 basis points, reaching a three-year high.

The Standalone Profit after Tax was Rs. 43.19 crore in FY24, an increase from Rs. 36.36 crore in FY23, representing a 19% rise over the previous year. The PAT Margin was 3.80% in FY24, showing a year-on-year improvement of 22 basis points and reaching a four-year high.

3. INDIVIDUAL DIVISION'S PERFORMANCE AND CONTRIBUTIONS

i) Industrial Switch Gear Division:

Our Industrial Switch Gear Products maintain a strong presence in both domestic and international markets. Over the years, your company has established a unique global niche. Several renowned multinational companies choose to source their supplies from Salzer. Additionally, your company is the exclusive approved supplier for the Nuclear Power Corporation and the leading provider of rotary switches and load break switches to Indian Railways.

The products under this division includes Cam Operated Rotary Switches, Load Break Switches (Disconnects), Toroidal Transformers, General Purpose Relays, Wire Harnesses, Three Phase Dry Type Transformers, Contactors, Overload Relays, Motor Protection Circuit Breakers (MPCB), MCBs, Terminal Connectors, Wiring Ducts, and Control Panels.

This division achieved a Compound Annual Growth Rate (CAGR) of 27% over the past five years, increasing its revenue contribution from 44% in 2019 to 55% in 2024.

In FY24, the Industrial Switch Gear division contributed 55% to the total revenue, with a 13% growth. The EBITDA Margin for this division was 12.64% in FY24, a 97 basis point improvement over the previous year, reaching a three-year high.

Three Phase Transformer business and the Wire Harness business grew by 43.4% and 44.2% respectively in Fy24.

Within this division, over 50% of the total sales revenue came from exports, which grew by 20% during the year.

ii) Wires and Cables

Your Company manufactures a wide range of Industrial wires & Cables from 0.5 sq mm to 300 sq mm - Building Wires, Flexible wires, Multi Core Cables, Flat cables, Traveling cables, Lan Cables, UL rated Wires, Shielded & Braided Wires Halogen Free wires, Low smoke Wires etc. ,

The Wire & Cables division contributed nearly 39% in FY24 and recorded a growth of 15% in the year, and EBIDTA Margin for this division stood at 6.92%.

iii) Building Products

The Building Products Division contributed 6% to our revenues in FY24. This business is the only B2C business where Salzer sells many electrical products for the Building sector. As the result of market related challenges, this division was not able to deliver any growth during the year. Various avenues are being examined to rejuvenate this Building Product division with sustainable future. The Division is expected to perform better in the current fiscal

4. EXPORT BUSINESS

In 2023-24, the Company generated 27% of its revenue from the export market, marking a significant 32% growth over the previous year. This impressive increase was primarily driven by the expansion of exports to the North America, Europe and Middle east. Notably, our exports to North America grew by 69%, and to Europe by 21%, highlighting the importance of these markets and the successful acceptance of our new product introductions. Despite facing political and economic challenges in the Middle eastern regions, this growth underscores the Company's strong focus on the export market and the recognition from our global customers for our product quality.

5. CONSOLIDATED FINANCIAL PERFORMANCE

On a consolidated basis, your company reported its highest-ever sales turnover of Rs. 1168.26 crore in FY24, compared to Rs. 1038.87 crore in FY23, marking a growth of 12.45%. EBITDA (excluding other income) stood at Rs. 116.98 crore in FY24, up from Rs. 95.90 crore in FY23, representing a YoY growth of 21.98%. This increase was primarily due to reduced raw material prices and higher sales prices. The EBITDA Margin was 10.03%, showing a YoY improvement of 78 basis points. Profit After Tax was Rs. 47.07 crore in FY24, compared to Rs. 39.62 crore in FY23, reflecting a YoY growth of 18.80%. The PAT Margin stood at 4.04% in FY24, a YoY improvement of 22 basis points.

6. KEY SIGNIFICANT DEVELOPMENTS IN THE YEAR - VENTURE INTO SMART METER BUSINESS

Salzer's entry into the smart meter business is indeed a strategic move that aligns' itself with the current trends in the energy sector. The Indian government's push towards digitalization and the modernization of the energy grid presents a substantial opportunity for growth and innovation. Here's a detailed overview of the venture and its potential impact:

Market Landscape

The Indian smart meter market is expanding rapidly, driven by several factors:

- **Government Initiatives**: Revamped Distribution Sector Scheme (RDSS) is a government initiative in India aimed at improving the power distribution sector, particularly focusing on reducing the aggregate technical and commercial (AT&C) losses and improving the quality and reliability of power supply to consumers. The scheme also emphasizes the use of smart meters, which aligns with the broader goal of modernizing India's power infrastructure..
- **Energy Efficiency**: Smart meters provide accurate, real-time data on energy consumption, enabling better demand management, reducing energy losses, and enhancing the reliability of the power grid.
- **Consumer Benefits**: Enhanced customer service, reduced electricity bills, and better control over energy usage.

Salzer's Strategic Focus

Innovation and Product Range Expansion:

- **Smart Meter Technology**: By integrating advanced metering technology, Salzer aims to provide utilities and consumers with better control over energy consumption.
- **Energy Conservation and Cost Savings**: The technology helps in monitoring and managing energy usage more efficiently, contributing to overall energy conservation efforts.

Manufacturing Capacity and Regulatory Approvals

Production Capacity:

- **Annual Capacity**: The new manufacturing facility in Coimbatore can produce 4 million meters annually in its first phase.
- **Scalability**: This capacity can potentially be increased to 10 Million meters to meet future demand.

Regulatory Approvals:

- **Compliance**: Salzer has secured approvals from key energy sector regulators, ensuring compliance and facilitating market entry.

Strategic Partnerships and Market Penetration

Negotiations with AMISPs:

- **Advanced Metering Infrastructure Service Providers**: Salzer is in advanced stages of negotiations with several AMISPs, which will help in the widespread deployment of smart meters.
- **Market Reach**: These partnerships will enhance Salzer's market penetration and establish it as a key player in the smart meter industry.

Revenue Potential:

- **Doubling Income**: The venture into the smart meter business is expected to double Salzer's income over the next three to four years, highlighting the substantial revenue potential.
- **Sustainable Growth**: This move supports Salzer's long-term growth strategy by tapping into the growing demand for advanced metering solutions.

Salzer's venture into the smart meter business is a well-timed and strategically sound decision, leveraging the growing market demand and government support for digitalization in the energy sector. With its robust manufacturing capacity, regulatory compliance, and strategic partnerships, Salzer is well-positioned to become a key player in the industry, driving innovation and growth in the smart metering landscape.

7. Future outlook

Salzer's strategy for future growth is anchored in innovation, diversification, and geographical expansion. Here are the key factors driving future growth:

a. New Technology Products:

- o Continuously seeking new technology products across all related business areas to stay ahead of the market trends.
- o Focus on innovation to enhance product offerings and maintain a competitive edge.

b. Diversification of Product Portfolio:

- o Emphasis on high-margin products, especially within the wires and cables division, to boost overall profitability.
- o Introduction of three to five new products annually to cater to evolving market demands.

c. Geographical Expansion:

- o Targeting new markets, particularly in Africa and Australia, to increase export revenue.
- o Expanding global footprint to mitigate risks associated with market concentration and tap into emerging markets.

d. Strengthening Building Products Market:

- o Enhancing market presence of building products to increase their revenue contribution.
- o Strategic efforts to penetrate deeper into the building sector, leveraging existing capabilities and market knowledge.

e. Technical Alliances:

- o Open to forming technical alliances with local and global partners to drive product development and innovation.
- o Collaborations aimed at leveraging partner expertise and resources for mutual growth.

f. Inorganic Growth Opportunities:

- Exploring strategic acquisitions to accelerate growth and diversify the business portfolio.
- Identifying potential acquisition targets that align with Salzer's strategic goals and can contribute to long-term growth.

By focusing on these strategic initiatives, Salzer aims to maintain its growth trajectory, enhance profitability, and solidify its position as a leading player in the industry. The commitment to innovation, market expansion, and strategic partnerships will be pivotal in achieving these growth objectives.

8. DIVIDEND

At the meeting held on May 28, 2024, the Board of Directors reviewed the proposal for a dividend for the financial year ending March 31, 2024. They recommended a dividend rate of 25%, or Rs. 2.50 per equity share of Rs. 10 each, for the financial year 2023-24. This recommendation entails a cash outflow of Rs. 4.42 Crores.

If this recommended dividend is approved at the Annual General Meeting, it will be paid to all eligible shareholders whose names appear in the Register of Members on the record date, within the time frame permitted under the Companies Act, 2013

9. CAPITAL STRUCTURE AND OTHER RELATED ISSUES

I) Preferential issue of securities

a) Your Board, in order to meet working capital requirements and other general purposes, with the approval of the shareholders through an Extra Ordinary General Meeting held on December 07, 2022, allotted 17,00,000 Share warrants at an issue Price of Rs.278.50/- for an aggregate cash consideration of Rs.47.35 Crs on December 13,2022 to the Bodies Corporate forming part of the Promotors' group in accordance with SEBI (Issue of Capital and Disclosures Requirements) Regulation 2015. The allotted warrants were convertible into similar number of equity shares within 18 months of allotment

b) As on the date of this report, The subscribers of the warrants converted their entire 17,00,000 into equity shares by paying requisite amount within the stipulated time.

c) There is no deviation or variation in the use of proceeds from the preferential issue of warrants, from the objects as stated in the Explanatory Statement to the Notice of the EGM dated November 10,2022.

d) Details of utilization of funds in terms of Regulation 32 (7A) of the Listing Obligations and Disclosure Requirements) Regulations as on this date of the report:

Particulars	₹ In Lakhs
Funds raised out of the preferential issue of 17,00,000 equity shares at an issue Price of Rs.278.50 per share (A)	4,734.50
Funds utilization towards working capital requirements and other general corporate purposes (B)	4,734.50
Balance un-utilized Funds (A-B)	-

ii) Increase in the Share Capital

Consequent to the allotment of 12,00,000 equity shares during the financial year, the issued, subscribed and paid up capital of the Company increased from Rs.16,18,27,370/- comprising of 1,61,82,737 equity shares of Rs.10/- each to Rs.17,38,27,370/- comprising of 1,73,82,737 equity shares of Rs.10/- each.

iii) Amendment to the Memorandum and Articles of Association

During the year under review, your Company has not amended any Provisions in the Memorandum and Articles of Association.

10. CORPORATE GOVERNANCE

As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance are attached to this report as Annexure: 1

11. RESERVES

Your Board of Directors, as a prudent measure, have transferred Rs.2.50 Crs to the General Reserve Account. Now, your Company has general reserves of Rs. 23.58 Crores Lakhs as at March 31, 2024.

12. LIQUIDITY

The Company has adequate cash and cash equivalents in its Books as at March 31, 2024 to effectively take care of all current liabilities.

13. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year, the nature of the business of your Company – Manufacturing of Electrical Installation Products- has not changed.

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company

which have occurred between the end of the financial year of the Company to which financial statements relate and the date of this report.

15. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review and also upto the date of this report, no orders were passed by any Court in India or by any Regulator or by any Tribunal affecting the going concern status and the Company's operations in future.

16. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The organization has implemented effective and progressive systems to maintain robust internal financial controls, ensuring stability and accurate financial reporting. These systems are regularly reviewed and formalized into work policies. To enhance reliability, there is an ongoing effort to automate many of these processes, thereby improving the efficiency of the Financial Control Systems.

The Company's accounting policies comply with the Indian Accounting Standards as notified under Section 133 of the Companies Act, 2013, along with the Companies (Indian Accounting Standards) Rules, 2015. Any policy changes must be approved by the Audit Committee in consultation with the Statutory Auditors.

Recognizing the dynamic nature of business, the Company has identified inherent reporting risks for each major element in the financial statements and established controls to mitigate these risks. These controls and risks are periodically reviewed in response to changes in business operations, IT systems, regulations, and internal policies. The corporate accounts function plays a role in designing significant process changes and validating changes to IT systems that impact financial systems.

The internal check system includes the physical verification of inventory, fixed assets, and cash on hand, with any discrepancies addressed according to established procedures. No discrepancies were found during the year under review.

In preparing its financial statements, the Company makes judgements and estimates based on sound policies, utilizing external agencies for verification and validation when necessary. These judgements and estimates are also approved by the Audit Committee in consultation with the Statutory Auditors. The Company maintains a well-functioning internal audit system, overseen by the External and Internal Auditors, who periodically report any significant changes or deviations from procedures to the Audit Committee.

The Company enforces a Code of Conduct for all employees and Board of Directors. Additionally, there is a Whistle Blower Policy in place that allows employees to report concerns regarding any improper acts or violations of the Code of Conduct, including fraud and scams etc., to the Chairman of the Audit Committee

17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

With reference to the shareholdings held by the Company as at March 31, 2024, your Company has Two Subsidiaries – Kaycee Industries Limited, Salzer Kostad EV Charges Private Limited; One wholly Owned Subsidiary- Salzer EV Infra Private Limited and One Step down Subsidiary – Salzer Emarch Electromobility Private Limited.

Performance Analysis of Subsidiary and Associate Entities

a) Kaycee Industries Limited- Subsidiary Company

- In FY2024, Kaycee Industries Limited posted a growth of 17% with Sales turnover of Rs.48.81 Crs as against Rs. 41.78 Crs reported in Fy23.
- The profit also has grown significantly well by 29% as the result of better operational efficiency and optimization of costs.
- Kaycee is totally Debt free Company and operating its business with strong cash generation.
- During the year, your Company diluted 0.35% holding in Kaycee. Post this development, your Company holds now stands 73.51% of Kaycee's shares.
- The Board of Directors of Kaycee at their meeting held on May 28, 2024 approved the Annual Financial Results of FY24 and recommended a normal Dividend of Rs.60/- (60%) per share and special dividend of Rs.40/- (40%) per share, totaling Rs.100/- (100%) per equity share of Rs.100 each for the financial year 2023-24
- Board of Directors of Kaycee, at their meeting held on May 28, 2024, has also approved, subject to the further consent of the shareholders, sub division of present 63,470 equity shares of Rs.100/- each into 6,34,700 Equity shares of Rs.10/- each and a bonus issue of 4:1.
- The Financial Highlights of Kaycee

THE FINANCIAL PERFORMANCE OF SUBSIDIARY COMPANY FOLLOWS AS UNDER

(₹ in Lakhs)

Particulars	31st March 2024	31st March 2023
Revenue from operations	4,880.55	4,177.56
Other Income	63,04	56.62
Total Revenue	**4,943.59**	**4,234.18**
Total Expenses	4,348.95	3,756.64
Profit/(Loss) before exceptional and extraordinary items and tax	**594.64**	**477.54**
Exceptional Items (Prior period expenses)	-	1.51
Extraordinary Items	-	-
Net Profit Before Tax	**594.64**	**479.05**
Provision for Tax	-	-
- Current Tax	-152.23	-122.21
- Deferred Tax (Liability)/Assets	7.05	-7.40
Net Profit After Tax	**449.46**	**349.44**
Other Comprehensive Income (After Tax)	-5.84	2.55
Total Comprehensive income	**443.62**	**351.99**
Paid up Equity Share Capital (Face Value Rs. 100/- per Share)	63.47	63.47
Other Equity	2,319.66	1,914.12
Earnings per share (Basic & Diluted) (in Rs.)	708.14	550.56

b) Salzer Kostad EV Charges Private Limited –Subsidiary Company

Salzer Kostad EV Chargers, one of the subsidiary engaged in business of making Fast Charging Station, has faced some challenges in the certification process at ARAI. Chargers are being tested at ARAI for certification. In this process, it has encountered a small setback. Out of the total 14 different tests that the charges have to undergo at ARAI, it has successfully passed 13 tests. Despite a minor setback, the Company is working diligently with its partners to address the issue and expect progress soon.

During the year, your Company subscribed 5,55,000 equity shares of Rs.10/- for a cash consideration of Rs.55,50,000/- and thereby took its equity stake in the Company to 67%.

c) Salzer EV Infra Private Limited (Wholly owned subsidiary) and Salzer EMarch Electromobility Mobility Pvt. Ltd (Step down subsidiary)

Your company, through its wholly owned subsidiary, Salzer EV Infra Pvt. Ltd., formed a JV named Salzer EMarch E Mobility Pvt. Ltd., in association with EMarch LLP. This JV is engaged in manufacturing electric conversion kits for auto-rickshaws, cars and buses and also the manufacture novel electric driven utility vehicles.

During the year, your Company subscribed 35,000 equity shares of Rs.10/- for a cash consideration of Rs.3,50,000/- and

No significant development took place in the JV Company

18. DEPOSITS

During the Financial year under the review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014. As such there was no deposit outstanding as at March 31, 2024.

19. STATUTORY AUDITORS

In terms of Proviso to Section 139 (1) of the Companies Act 2013, and with the approval of the shareholders at their meeting held on August 10, 2019, M/s. JDS Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company, for a term of five years immediately after conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting for the financial year 2023-24.

Noticing the fact of the vacation of the office by above existing statutory auditors by the date of the 39th Annual General Meeting scheduled to be held on September 14, 2024 your Board, based on the recommendation of the Audit Committee and subject to the approval of the members, approved the appointment of M/s. Swamy & Ravi, Chartered Accountants (FRN:004317S), as the Statutory Auditors of the Company for a term of Five years immediately after conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting for the financial year 2028-29.

M/s. Swamy & Ravi, vide its letter dated April 25, 2024, has given their Consent to become the Statutory Auditors and confirmed to the effect that

- The Audit Firm is eligible to be appointed as Statutory Auditor, and has not incurred any disqualifications under the Companies Act 2013;
- The Audit Firm is not disqualified for appointment under the provisions of Chartered Accountants Act, 1949 and rules and regulations made there under;
- The proposed appointment is as per the terms provided under the Companies Act 2013;
- The proposed appointment is within the limits laid down by or under the authority of the Companies Act 2013;
- No orders have been issued and there are no proceedings pending against the firm with respect to professional matters of conduct before the Institute of Chartered Accountants of India, any competent authority, or any court and
- The Firm has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.

20. INVESTMENTS MADE BY THE COMPANY

The Company has adequate measures to review the significant impact by way of any increase/ decrease of the fair value of the investments and accordingly being dealt with in the financial statements of the Company. Reference to the details of investments made by the Company is available in the Notes on accounts.

21. AUDITORS' REPORT

The Independent Audit Report along with the Annexure as prescribed under Companies (Auditors' Report) Order 2020 as issued by the Auditors' are appended to this Annual Report. The Auditors have not made any qualification / adverse remarks.

22. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OF THE COMPANIES ACT 2013

There were no instances of fraud reported by the Auditors to the Central Government or to the Audit Committee of the Company as indicated under the provisions of Section 143 (12) of the Companies Act, 2013.

23. MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 148 (1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records. Accordingly, the Company has duly made and maintained the Cost Records as mandated by the Central Government.

24. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form No. MGT – 7 forms part of the Board's report given in the company's website www.salzergroup.net in compliance with Rule 12(1) of the Companies (Management and Administration) Rules, 2014.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo given as Annexure- 2 herewith separately.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a CSR Committee of the Board of Directors and has adopted a CSR Policy. The same is posted in the Company's website www.salzergroup.net A report in the prescribed format detailing the CSR expenditure for the year 2023-24 is attached herewith as Annexure-3 and forms a part of this report

27 DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

During the year under review, the Board of the Company (based on the recommendation of the Nomination & Remuneration Committee) had appointed **Mrs. Priya Bhansali (DIN: 00195848) and Mr. Sharat Chandra Bhargava (DIN: 00008146)** as Independent Directors of the Company for a term of 3 (three) consecutive years w.e.f. August 7, 2023. The Shareholders of the Company approved the said appointment with an overwhelming majority at the 38th AGM of the Company. Mr. S.Baskarasubramanian resigned from his position of Director (Corporate Affairs), Company Secretary & Compliance Officer of the Company w.e.f August 07, 2023 due to personal reasons.

Mr. K.M.Murugesan was appointed as the Company Secretary & Compliance Officer of the Company w.e.f from August 08, 2023.

On May 28, 2024 Mr. Sunder Rajan Raman was appointed as an Additional Director (Independent Director) of the Company, which is subject to shareholders' approval, for a term of five years.

As on date of this report (i.e. May 28, 2024) your Board is having 13 members – Three Executive Directors, Two Non-Executive and Non Independent Directors and eight Independent Directors.

B) Retirement by Rotations

Mr. D.Rajeshkumar (DIN: 00003126) and Mr. D.Vishnu Rangaswamy (DIN: 00793090) who are the retiring Directors in the ensuing 39th Annual General Meeting, offer themselves to get re-appointed in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company.

C) Declaration by the Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. The Board has optimum composition of the Independent and Non Independent Directors.

D) Formal Annual Evaluation

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as: -

- Board dynamics and relationships
- Information flows
- Decision-making.
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness

Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report.

E) Committees of the Board.

Currently, the Board has five committees: the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, Stakeholders Relationship Committee, and the Risk Management Committee. A detailed note on the composition of the Board and its committees is provided in the corporate governance report section of this Annual Report.

28. LISTING REGULATIONS

Your Company has duly complied with various Regulations as prescribed under SEBI (Listing obligations and Disclosures) Regulations 2015.

29. MEETINGS

The details in respect of the Meeting of the Board of Directors, Audit Committee and all other sub Committee are given in the Corporate Governance Report.

30. WHISTLE BLOWING POLICY MECHANISM

A whistle blowing policy mechanism has been in place providing opportunity to Directors/Employees

- To access in good faith, to the Audit Committee in case they observe unethical and improper practices or any other wrongful conduct in the Company,
- To prohibit managerial personnel from taking any adverse personnel action against those employees and
- To provide necessary safeguards for protection of employees from reprisals or victimization

This policy applies to all directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy

To report such incidents, practices etc., the concerned Employees / Directors can contact / report to

Office of the Audit Committee (Compliance Officer)
E-Mail : murugesan@salzergroup.com
Contact No. 0422 4233614

Office of the Managing Director
E-Mail : rd@salzergroup.com
Contact No.0422-4233612

Office of Joint Managing Director and Chief Financial Officer
E-Mail : rajesh@salzergroup.com
Contact No.0422-4233610

During the year under review, no complaint was received by the above officers under whistle blowing policy mechanism with respect to the performance of the company and other related matters.

31. PREVENTION OF SEXUAL HARASSMENT AT THE WORK PLACE

The Company has constituted an Internal Committee (IC) in all the Units to consider and resolve all sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy**.**

During the year under review, the Committee has not received any complaint.

32. NOMINATION AND REMUNERATION COMMITTEE

The purpose of the committee is to screen and to review individuals qualified to serve as executive directors, non-executive directors and independent directors, consistent with policies approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM.

The committee also makes recommendations to the Board on candidates for

(i) nomination for election or re-election by the shareholders; and

(ii) any Board vacancies that are to be filled.

It also reviews and discusses all matters pertaining to candidates and evaluates the candidates. The Nomination and Remuneration Committee coordinates and oversees the annual self-evaluation of the Board and of individual directors.

The nomination and remuneration committee's charter and policy are available on our website.

33. POLICY ON THE DIRECTORS APPOINTMENT AND REMUNERATION

As of March 31, 2024, Salzer's Board comprises thirteen members, including three Executive Directors, two Non-Executive and Non-Independent members, and eight Independent Directors. The Board also includes two Women Directors, one of whom serves as an Independent Director. Salzer adheres to its Policy for Nomination and Remuneration in accordance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and complies with the criteria for directors' appointment and remuneration as stipulated under Section 178(3) of the Companies Act, 2013, which is available on the company's website. "

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review,

- During the year, the Company has not granted/taken loans, unsecured, from or to Companies, firms or other parties, listed in the Register maintained under section 189 of the Companies Act, 2013 ('the Act'). and
- The investments in other bodies corporate are well within the limit as prescribed under Section 186 of the Companies 2013.

35. RELATED PARTY TRANSACTIONS

All the transactions of the Company with related parties are at arms' length and have taken place in the ordinary course of business. None of the transactions with related parties is a material transaction. Since there are no transactions that are not in arms' length and material in nature, disclosure under AOC 2 does not arise. The Board approved Related Party Transaction Policy is available at the Company's website www.salzergroup.net

36. INSIDER TRADING

In compliance with SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has a comprehensive Code of Conduct to Regulate, Monitor and Report Trading by an Insider and the same is being strictly adhered to by the Designated persons (DPs) while dealing in Company's securities in excess of the threshold limit as defined under this Code. The Company also has in place a Code of Practices and Procedures for fair disclosure of "Unpublished Price Sensitive Information" (UPSI).

The Company follows closure of trading window from the end of every quarter till 48 hours the UPSI made public. The Company has been advising the DPs covered by the Code not to trade in Company's securities during the closure of trading window period. The Company has set up a mechanism for tracking of the dealings of equity shares of the Company by the DPs and their immediate relatives having access to unpublished price sensitive information.

In addition, the Company is also closing the trading window for considering the UPSI at the Board meeting and advising the DPs connected with such UPSI. Further, In line with SEBI Circular, the Demat Account of the DPs are getting frozen at end of every quarter until the financial results are disclosed.

The Audit Committee also reviewed the Institutional Mechanism for Prevention of Insider trading and the systems for internal control as per Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations 2015.

The Company has installed necessary software for maintaining a Structured Digital Database as per the circulars issued by the SEBI. The Company regularly shares the importance of recording the UPSI to the DPs concerned. All DPs have been requested to share emails or any communication containing UPSI with others only for legitimate purposes.

37. MANAGERIAL REMUNERATION

A) The Company has employed individuals whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details pursuant to section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed herewith as Annexure - 4.

B) The Company does not have such director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director

of the Company and further receiving any remuneration or commission from any Holding Company or Subsidiary Company of such Company.

38. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013, the Board of Directors, at their meeting held on May 24, 2023, appointed Mr. G Vasudevan, B.Com, LLB & FCS, M/s. G V Associates, Company Secretaries (Certificate of Practice No. 6522), as the Secretarial Auditor to conduct an audit of the secretarial records, for the financial year 2023-24 in terms of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year ended 31st March, 2024 is set out in the Annexure - 5 to this report.

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

39. COMPLIANCE ON SECRETARIAL STANDARDS

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

40. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of Rs. 5,20,740/-. Further 7,591 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF rules. The details are available on our website at www.salzergroup.net. The Details of the nodal officer: Mr. K.M.Murugesan, E.mail ID. murugesan@salzergroup.com

41. RISK MANAGEMENT POLICY

Risk management is attempting to identify and manage threats that could severely impact or bring down the organization. Generally, this involves reviewing operations of the organization, identifying potential threats to the firm and the likelihood of their occurrence, and then taking appropriate actions to address the most likely threats. In order to tackle such risks emanating during the course of business operation, the Board of Directors, constituted Risk Management Committee with an objective of identifying the potential threats that are likely to impact the growth of the organization and evolve suitable measure strategically to mitigate such identified Risks.

Accordingly, the operating management review the risk profile which has got impact on the performance of the company in accordance with the policy of the company on Risk Management and also in compliance with the relevant regulations thereof on a periodical basis.

42. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report as Annexure- 6.

43. COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Directors, on the recommendation of the Audit Committee and subject to the approval of the Members, have appointed CMA Mr.A.R.Ramasubramania Raja, Practicing Cost and Management Accountant, as the Cost Auditor of the Company for the Financial Year 2023-24 to conduct the audit on the Maintenance of Cost Records of the Company and submit the report to the Central Government with the due approval of the Board of Directors within the stipulated time.

44. POLICIES OF THE COMPANY

The Company is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of professionalism and building shareholder equity with principles of fairness, integrity and ethics.

The Board of Directors of the Company have from time to time framed and approved various Policies as required by the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. These Policies and Codes are reviewed by the Board and are updated, if required.

Some of the key policies adopted by the Company are as follows:

a) Policy on Materiality of Related Party Transactions

b) Corporate Social Responsibility Policy

c) Insider Trading Policy

d) Nomination and Remuneration Policy

e) Policy on Related Party Transactions

f) Risk Management Policy

g) Policy on prevention of sexual harassment at workplace

h) Whistle Blower Policy

I) Policy on payment of remuneration to Non-Executive Directors

j) Policy on Familiarization Program for the Non-Executive Directors

k) Policy on Determination of materiality of events/ information

l) Policy for Preservation of Records

m) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

n) Policy on Subsidiary & Material Subsidiary Company

45. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your Directors make the following statements:

- that in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the company for that period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that internal financial controls are being followed by the company and that such internal financial controls are adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively

46. CREDIT RATINGS

During the year under review, the credit ratings have reaffirmed as **'CRISIL A/Stable'** for **long term borrowing** and **'CRISIL A1'** for **short term borrowings**.

47. INDUSTRIAL RELATIONS

During the year under review, industrial relations at all the Company's units have continued to remain cordial and peaceful.

48. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

Not Applicable

49. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Not Applicable

50. CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

51. ACKNOWLEDGEMENTS

We sincerely thank our shareholders, government agencies, bankers, customers, suppliers, and all stakeholders for their steadfast support. We also recognize and appreciate the dedication of our employees at every level.

For and on behalf of the Board

N RANGACHARY
CHAIRMAN
DIN : 00054437

Place : Coimbatore
Date : May 28, 2024

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ANNEXURE-1

CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. COMPANY'S CORPORATE GOVERNANCE' PHILOSOPHY

Corporate governance aligns the company's strategic goals with its operational practices. By ensuring that the board and management are focused on the same objectives, governance helps in steering the company towards its long-term vision and mission.

Corporate governance fosters a culture of integrity and ethical behavior within the organization. It sets the tone at the top, ensuring that values such as honesty, transparency, and accountability permeate throughout the company.

Trust is the cornerstone of any successful business relationship. Effective governance builds trust with all stakeholders, including investors, employees, customers, suppliers, and the community. This trust is essential for long-term sustainability and success.

Good corporate governance practices include robust risk management frameworks. These frameworks help in identifying, assessing, and managing risks before they become critical issues, thereby protecting the company from potential threats.

By promoting clear structures, defined roles, and responsibilities, corporate governance enhances operational efficiency. It streamlines processes and ensures that the company operates in a coordinated and effective manner.

A well-governed company benefits from high-quality decision-making. With a diverse and independent board providing oversight and expertise, decisions are made based on comprehensive analysis and strategic insights.

Corporate governance plays a crucial role in reputation management. Companies that adhere to governance best practices are often seen as more reliable and trustworthy, which enhances their reputation in the market.

Staying compliant with laws and regulations is a fundamental aspect of corporate governance. It ensures that the company avoids legal pitfalls and operates within the boundaries of the law, thus minimizing the risk of fines and sanctions.

Investors look for companies with strong governance frameworks as a sign of reliability and good management. Effective corporate governance can attract investment by showcasing the company's commitment to ethical practices and sound management.

Corporate governance is not just about compliance; it's about fostering long-term growth and sustainability. By focusing on ethical practices, strategic alignment, and stakeholder engagement, governance supports the company's ongoing development and success.

Salzer, by adhering to strong corporate governance, ensures that its strategic vision is clearly communicated and implemented across all levels of the organization. Salzer's commitment to ethical behavior and integrity is reflected in its governance practices. This has helped in building a positive corporate culture that prioritizes honesty and accountability. Through effective governance, Salzer has established comprehensive risk management frameworks that identify potential risks early and mitigate them efficiently, ensuring smooth operations and protecting the company's interests. Salzer's governance framework emphasizes regular and transparent communication with stakeholders. This engagement builds trust and ensures that stakeholder interests are considered in the company's decision-making processes.

In conclusion, corporate governance is essential for the holistic development and success of an organization. It ensures strategic alignment, fosters a culture of integrity, builds stakeholder trust, and supports long-term growth. For companies like Salzer, strong governance practices are integral to navigating the complexities of modern business and achieving sustainable success

2. BOARD OF DIRECTORS

a. Role of Board of Directors

The Board's primary role is trusteeship, aimed at safeguarding and increasing shareholder value. As trustees, the Board holds a fiduciary duty to ensure the Company has well-defined goals that align with shareholder value and its growth. Additionally, the Board is responsible for:

- Exercising appropriate control to ensure that the Company is managed efficiently to fulfill stakeholders' aspirations and societal expectations.

ANNEXURE-1 (Contd.)

- Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- Providing strategic guidance to the Company and ensuring effective monitoring of the Management.
- Exercising independent judgment on corporate affairs
- Reviewing and guiding corporate strategy, major plans of action etc,

b. Composition

In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, (**"SEBI LODR Regulations**") your Board has optimum combination of Executive and Non-Executive Directors. The Board is headed by a Non-Executive Chairman. Executive Directors includes Managing Director also. The composition of Board of Directors is as under.

As on March 31, 2024 the Board is headed by the Non-Executive and Independent Chairman, comprising 12 Directors from varied disciplines like Engineering, Finance, Banking, Capital Market, Management and Administration sectors.

i) Composition of the Board as on March 31, 2024

Category	No of Directors
Executive Director (Managing Director, Joint Managing Director, Whole-time Director)	3
Non Executive & Independent Directors (including the Chairman)	7
Other Non Executive & Non Independent Directors	2

ii) Profile Of Directors (As On March 31, 2024)

a) Shri.N.Rangachary, Non-Executive Independent Chairman

Mr. N. Rangachary, Chairman of the company, aged 86 years, possesses appropriate skills, integrity, experience and knowledge, inter alia, in the field of Finance including the Management Accounting and Costing, Taxation, Insurance and Company Law matters and Corporate Governance.

Mr. Rangachary was an IRS officer having over 44 years of experience under the Government of India, Ministry of Finance. He is also a Fellow Member of all the three Professional Bodies viz., the Institute of Chartered Accountants of India, the Institute of Cost and Works Accountants of India, the Institute of Company Secretaries of India. He has also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1996 till June 2003 and retired. He is an awardee of International Insurance Man for the year 1999. Further, he was also an advisor to the Government of Andhra Pradesh – Finance department during the period 2002 – 2008. He is an Honorary Member of Indian Institute of Actuaries.

b) Mr. R.Doraiswamy, Managing Director

Shri. R. Doraiswamy, Managing Director of the company, aged 81 years and boasts a degree in Electrical Engineering. As a visionary technocrat and the driving force behind the company's inception, he brings a wealth of experience in the design, development, and manufacture of cutting-edge electrical installation products. Celebrated for his astute business acumen and profound expertise in industrial and business management, he has built an impressive global network that spans continents. Before embarking on his entrepreneurial journey, he honed his skills over two decades at prestigious industrial giants, including Lakshmi Machine Works Limited, Reiter Machine Works, M/s. Brown Boveri Baden, and M/s. Sprecher + Schuh, across both India and Switzerland. His illustrious career reflects a commitment to innovation and excellence that continues to steer the company's success.

c) Mr.D.Rajeshkumar, Joint Managing Director & Chief Financial Officer

Mr. D. Rajeshkumar, Joint Managing Director and Chief Financial Officer of the company, aged 53 years holds a degree in Electrical Engineering from PSG College of Technology and a postgraduate degree in Business Management from New Hampshire College, USA. With over 25 years of rich experience in the electrical industry, he has been a driving force behind the company's innovation and excellence. His exceptional skills in strategic financial planning, coupled with his deep technical acumen, enable him to navigate complex challenges with ease. Known for his ability to blend technical insights with financial strategy, Mr. Rajeshkumar's visionary leadership has been pivotal in shaping the company's trajectory and achieving remarkable growth. His expertise in fostering cross-functional collaboration and spearheading transformative initiatives continues to drive the company's success.

ANNEXURE-1 (Contd.)

d) Mr.P.Ramachandran, Whole Time Director

Mr. P. Ramachandran, aged 76 years, is a Graduate in Economics with extensive experience in business administration and a deep understanding of the wires and cables industry. He is heading Wires and Cables business. His expert guidance and strategic oversight have been pivotal in driving the company's wires and cables segment, which has achieved an impressive Compounded Annual Growth Rate (CAGR) of 25% in the last ten years.

e) Mr.N.Jayabal, Non-Executive Independent Director

Mr. N. Jayabal, aged 80 years, is a distinguished Electrical Engineer with over three decades of extensive international experience and a robust network of global contacts. His deep strategic insights and valuable industry connections have been instrumental in guiding the Board's understanding of the global market dynamics. Mr. Jayabal's expertise helps shape strategies for developing a sustainable export business, ensuring the company's growth and competitive edge in the international arena

f) Mr.Nirmal Kumar M Chandria, Non-Executive Independent Director

Mr. Nirmal Kumar M Chandria, aged 64 years, having graduation in Commerce and is an Industrialist and Promoter of a Company in Aluminium Sector and has associated himself with leading industries. He is a Director of M/s. Nirmal Aluminium Industries Ltd, M/s. Nirmal Insulations P Ltd, M/s. Motichand Poonjabhai and Brothers Pvt Ltd & M/s. Parsvir Alloys P Ltd.

g) Mr.P.K.Shah, Non-Executive Independent Director

Mr. P.K. Shah, aged 80 years, is a graduate and also basically a business man and financier for the last more than 3 decades in Bangalore. His business acumen and expertise in financial aspects contributed for the growth of the company all these years.

h) Mr.V.Sankaran, Non-Executive Independent Director

Mr. V. Sankaran, aged 81 years, is an esteemed Independent and Non-Executive Director on the Board. He holds a Master's Degree in Commerce and is an Associate Member of both the Institute of Cost & Works Accountants of India and the Institute of Company Secretaries of India. Additionally, he earned a Postgraduate Diploma in Management Accounting from the Jamnalal Bajaj Institute of Management Studies, Bombay (University of Bombay). Renowned in the Financial Services Industry, Mr. Sankaran brings over 46 years of extensive experience across prominent companies, excelling in diverse areas of Finance and General Management. His deep expertise and strategic insights have been invaluable to the Board, significantly enhancing the company's financial governance and strategic direction..

I) Mrs.Priya Bansali, Non-Executive Independent Director

Mrs. Priya Bansali, a Chartered Accountant aged 58 years, serves as an Independent Director on the Board. As the Managing Partner of Kumbhat & Co., a prestigious audit firm established in 1965, she brings a wealth of expertise with 34 years in Taxation, FEMA, and Audit. Mrs. Bansali qualified as an Information Systems Auditor in 2001 and completed a Certificate Course in Goods and Services Tax (GST) from the Institute of Chartered Accountants of India (ICAI) in 2018. Her broad expertise and in-depth knowledge of key regulations, such as Income Tax, GST, and the Companies Act, are invaluable for maintaining good compliance standards within the company. Currently, she serves as an Independent Director on the Board of Salzer's subsidiary, Kaycee Industries Limited, and holds directorships in other listed companies, including Sakthi Sugars Limited and Sakthi Finance Limited.

j) Shri.Sharat Chandra Bhargava, Non-Executive Independent Director

Mr. Sharat Chandra Bhargava aged 73 years, had done B Tech from Indian Institute of Technology (IIT), Kharagpur- distinguished as gold medalist and did his Advanced Management Program in Wharton School of the University, USA. He has 45 years of experience and expertise in Switchgear division. He headed the Electrical Business group in L&T for 8 years and was Chairman of Tamco and its subsidiaries (Malaysia, Indonesia, Australia & China). At present he is a member of the Board of Governors of Bajaj Institute of Technology, Wardha.

k) Dr.(Mrs.)Rajeshkumar Thilagam, Non-Executive Woman Director

Dr.(Mrs.)Rajeshkumar Thilagam, aged 51 years, is a Doctor by profession, having MBBS & DGO qualification. Presently, engaged in practice and managing affairs of the K R Health Care Private Limited, a multi-specialty, 150 bedded hospital. She is spouse of Mr.D.Rajesh Kumar, Joint Managing Director of the Company, having wide and rich knowledge on the administration of the business affairs and ability to take strategic decisions in any given situation.

ANNEXURE-1 (Contd.)

I) Mr.Vishnu Rangaswamy, Non-Executive Non-Independent Director

Mr.V.Vishnu Rangaswamy, aged 48 years is a Non Resident Indian, who is a B.Tech graduate and having a Post-Graduation of Master of Business Administration from Southern New Hemisphere University of USA. Presently, he is working as President in Global Technical Talent (GTT), USA, one of the leading Manpower Recruitment Firm in USA.

iii) Position of Board of Directors (as On March 31, 2024)

Directors	Category	Attendance Particulars		No. Of Membership In The Boards Of Other Companies	No. of Membership(s) / Chairpersonship(s) of Audit Committee / Stakeholders Relation ship Committee of other Indian Listed companies
		Board meeting	Last Agm (09.09.2023)		
N.Rangachary *,@	Non-Executive Independent Director and Chairman	4	Yes	4	1 [including 1 as Chairperson]
R.Doraiswamy @,%	Managing Director	4	Yes	8	-
D.Rajeshkumar #,@,%,	Joint Managing Director & Chief Financial Officer	4	Yes	12	2
Dr.(Mrs.)Rajeshkumar Thilagam	Non-Executive Director	4	Yes	7	-
N.Jayabal *,#,$,@,%	Non-Executive Independent Director	4	Yes	2	-
P. Ramachandran %	Whole-time Director	2	No	2	-
Nirmal Kumar K Chandria *,#	Non-Executive Independent Director	4	Yes	7	-
P.K.Shah $	Non-Executive Independent Director	4	Yes	-	-
V.Sankaran *,$,%,	Non-Executive Independent Director	4	Yes	1	-
D.Vishnu Rangaswamy	Non-Executive Director	1	No	5	-
S.Baskarasubramanian (Resigned w,e,f, August 07,2023)	Director (Corporate Affairs) & Company Secretary	-	Not applicable	-	-
Priya Bansali * (Appointed w.e.f August 07, 2023)	Non-Executive Independent Director	3	Yes	4	2
Sharat Chandra Bhargava % (Appointed w.e.f August 07, 2023)	Non-Executive Independent Director	3	Yes	-	-

* Members of Audit Committee

\# Members of the Shareholders / Investors Grievance Committee

$ Members of the Nomination and Remuneration Committee

@ Members of CSR Committee

% Members of Risk Management Committee

ANNEXURE-1 (Contd.)

iv) Listed entities in which the directors hold position as director other than the Company and category of directorship (as on March 31, 2024):

Sl. No.	Name of the Director	Name of the Company	Category of Directorship
1	N. Rangachary	Kaycee Industries Ltd	Non-Executive Independent Chairman
2	Mr. R. Doraiswmay	Kaycee Industries Ltd	Non-Executive Non-Independent Director
3	Mr. D. Rajeshkumar	Kaycee Industries Ltd	Non-Executive Non-Independent Director
4	Dr. (Mrs.) Rajeshkumar Thilagam	Nil	Nil
5	Mr. N. Jayabal	Nil	Nil
6	Mr. P. Ramachandran	Nil	Nil
7	Mr. Nirmal Kumar K Chandria	Nil	Nil
8	Mr. P.K. Shah	Nil	Nil
9	Mr. V. Sankaran	Nil	Nil
10	Mr. D. Vishnu Rangaswamy	Nil	Nil
11	Mrs. Priya Bansali	Sakthi Sugars Limited Sakthi Finance Limited Kaycee Industries Limited	Non-Executive Independent Director
12	Mr. Sharat Chandra Bhargava	Nil	Nil

v) MEETING OF THE BOARD OF DIRECTOR

During the year under report, Four Board meetings were held on 24.05.2023, 07.08.2023, 04.11.2023 & 08.02.2024.

vi) Inter-se relationships between Directors of the Company

Sl. No.	Name	Position	Inter-se relationships
1	Mr. R. Doraiswmay	Managing Director	Father of Mr. D. Rajeshkumar, Joint Managing Director and CFO and Mr. Vishnu Rangaswamy and father-in-law of Dr. (Mrs.) Rajeshkumar Thilagam, Director
2	Mr. D. Rajeshkumar	Joint Managing Director & Chief Financial Officer	Son of Mr. R. Doraiswamy, Managing Director, Spouse of Dr. (Mrs.) Rajeshkumar Thilagam, Director and brother of Mr. Vishnu Rangaswamy, Director
3	Dr. (Mrs.) Rajeshkumar Thilagam	Director	Spouse of Mr. D. Rajeshkumar, Joint Managing Director & Chief Financial Officer and Daughter-in-law of Mr. R. Doraiswamy, Managing Director
4	Mr. Vishnu Rangaswamy	Director	Son of Mr. R. Doraiswamy, Managing Director, and brother of Mr. D. Rajeshkumar, Joint Managing Director & Chief Financial Officer

vii) Number of shares and convertible instruments held by Non- Executive Directors

Sl. No.	Name of the Director	Number of equity shares held as on 31.03.2024	Holding %
1	Mr. N. Rangachary	-	-
2	Dr. (Mrs.) Rajeshkumar Thilagam	486044	2.80 %
3	Mr. N. Jayabal	708	-
4	Mr. Nirmal Kumar K Chandria	34919	0.20 %
5	Mr. P.K. Shah	34146	0.20 %
6	Mr. V. Sankaran	-	-
7	Mr. D. Vishnu Rangaswamy	809740	4.66 %
8	Mrs. Priya Bansali	-	-
9	Mr. Sharat Chandra Bhargava	-	-

viii) FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations.

The company's policy on the familiarization of business operation and the strategies on the management policies to ensure the value addition to all the stakeholders of the company and also the practice of good corporate governance are available on the Company's website web link: www.salzergroup.net). Accordingly, the Directors during their meetings on quarterly basis as per the requirements of the regulations in force, are reviewing the performance of the company, the systems and standards being adopted by the company to ensure the growth of the performance and value addition including the financial control measure being adopted by the company to safe guard the interest of the company. In this connection, they are also visiting various units of the company periodically to get an indepth and first-hand information on the standards and systems being followed by the respective units in discharging their performance. They are also reviewing the presentation of various functional heads of the company periodically during their meetings.

ix) THE COMPANY HAS IDENTIFIED THE FOLLOWING SKILL SETS ON ITS BOARD WITH REFERENCE TO ITS BUSINESS AND INDUSTRY:

The Board of Directors comprise of qualified Members who bring with them the required skills, competence and expertise that allows them to effectively participate and assist the Management in the strategic decision-making process.

The list of core skills / expertise / competency as identified by the Board of Directors as required in the context of the Company's Business(es) and from that list, the skills that are available with the Board are as follows:

SKILL	DESCRIPTION
Leadership	Leadership / Directorship experience resulting in effective participation in or spearheading various initiatives taken up by the Company. Ability to envision, develop talent, long-term planning and to champion & drive necessary changes.
Board Service, Legal and Governance	Has experience in managing Board Services and Governance resulting in better understanding of the governance process undertaken by the organisation and helps to protect the Stakeholders' interest at large. Adept at interpreting laws / regulations applicable to the Company to enhance the Governance and protect its interest.
Business Strategy	Experience at developing business strategies that result in identifying divestiture and acquisition or alliance opportunities to strengthen the Company's portfolio and capabilities, analyse viability of a project with the business strategy and contribute towards growth of the organisation (organic / inorganic).
Technology & Innovation	Ability to develop long term plans to sustain and support the Business, anticipating future business models / changes in an innovative way. Experience in understanding technology, its purpose, and its suitability for the Company.
Financial	Practical knowledge and experience in Finance, accounting and reporting and internal financial controls, including strong ability to asses financial impact of decision making and ensure profitable and sustainable growth.
Sales and Marketing	Experience in driving / heading sales and marketing, resulting in better management of sales, increase of organisation reputation and building of brand reputation.

ANNEXURE-1 (Contd.)

The Professional Background & Skills/expertise/competency of Directors are given below

Name of the Director	Desciption
Mr. N. Rangachary	An former IRS Officer with professional qualification of all the three professional institutions ICAI, ICWA, ICSI with more than 44 years of experience in finance, taxation & Insurance and allied fields.
Mr. R. Doraiswamy	Industrialist with requisite technical skill set - Electrical Engineering graduation having more than 50 years of entrepreneur exposures.
Mr. D. Rajeshkumar	Industrialist with Electrical Engineering graduation with Post graduation in Management of Business Administration and having entrepreneur experience of more than 30 years both in finance and technical skill required for the growth of the company.
Dr. (Mrs.) Rajeshkumar Thilagam	Graduation in Medical profession with exposure in business management and entreprenurship for more than 20 years
Mr. N. Jayabal	Graduation in Engineering with overseas experience in engineering industries and marketing for more than 40 years, which helps the company to formulate its strategy in export business
Mr. P. Ramachandran	Exposure in Business Management for more than 40 years, and his knowledge in managing the manufacture of Cables and Wires having good potential for Industrial and domestic purposes.
Mr. Nirmalkumar M Chandria	Industrialist in the aluminum sector having good entrepreneurial exposure in managing the core business corporate and his experience and knowledge helps the company in formulating the policy decision.
Mr. P.K. Shah	Having Good knowledge and exposures in Business financing and corporate matters over 50 years.
Mr. V. Sankaran	Has wide in-depth knowledge and exposures in Accounts, finance, Costing and Taxation, and Management of Corporate Affairs for more than 46 years.
Mr. Vishnu Rangaswamy	He is an Engineering graduate – B.Tech with Post graduation in Business Administration from Southern New Hemisphere University of USA. He is managing identifying and developing the human skill set required by various corporates particularly the industries in ITES like IBM, Oracle, Microsoft, etc., and has a good exposure in human resources development with strong skills in the management of enterprise talent engagement initiatives, client services & talent acquisition, team mentoring and management, Executive Search, Technical Recruiting.
Mrs. Priya Bansali	She is a Chartered Accountant and has wide experience for more than 30 years in the field of of Taxation, FEMA and Audit. She qualified as an Information Systems Auditor in 2001 and has completed a Certificate Course on Goods and Services Tax (GST) conducted by the Institute of Chartered Accountants of India (ICAI) in 2018.
Mr. Sharat Chandra Bhargava	He is an engineering Graduate - B Tech from Indian Institute of Technology (IIT), Kharagpur and He has vast experience and expertise in Switchgear division and headed Electrical Business group in L&T for 8 years and was Chairman of Tamco and its subsidiaries (Malaysia, Indonesia, Australia & China).

x) Based on declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

As per the requirements of the Companies Act, 2013, all the Independent Directors of the Company have registered themselves in the Independent Directors Data Bank and are exempted from undertaking online self-assessment test.

xi) During the year under review, none of the Independent Directors have resigned before the expiry of the tenure.

ANNEXURE-1 (Contd.)

COMMITTEES OF DIRECTORS:

The Board has constituted the following mandatory committee viz. Audit Committee, Stakeholders' (Investors) Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, and the minutes of the meeting have also been placed before the meeting of Board of Directors for their review and taking on record.

1. Audit Committee:

The Audit Committee was last reconstituted on 07.08.2023 with following directors.

1) Mr. V Sankaran- Member and Chairman (Independent Director)
2) Mr. N Rangachary -Member (Independent Director)
3) Mr. N Jayabal – Member (Independent Director)
4) Mr. Nirmal Kumar M Chandria - Member (Independent Director) and
5) Mrs. Priya Bhansali -Member (Independent Director)

The Autid Committee met four times on 24.05.2023, 07.08.2023, 04.11.2023 & 08.02.2024 during the year under review, to consider the financial performance of the Company as well as compliance of Accounting Standards, Company Law/ Stock Exchange provisions, adequacy of Internal Control system, etc, and found satisfactory.

Terms of reference:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on :
  - ✓ Any changes in accounting policies and practices.
  - ✓ Major accounting entries based on exercise of judgment by management.
  - ✓ Qualifications in draft audit report.
  - ✓ Significant adjustments arising out of audit.
  - ✓ The going concern assumption.
  - ✓ Compliance with stock exchange and legal requirements concerning financial statements.
  - ✓ Any related party transactions i.e, transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors on the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders, in case of non-payment of declared dividends creditors.

ANNEXURE-1 (Contd.)

Composition and attendance :

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2023-24 are given below:

Sl. No.	Committee Members	Designation in the Committee	Designation in the Board	No. of Meetings attended
1	Mr. V. Sankaran	Chairman of the Committee	Non Executive Independent Director	4
2	Mr. N. Rangachary	Member	Non Executive Independent Director	4
3	Mr. N. Jayabal	Member	Non Executive Independent Director	4
4	Mr.Nirmal Kumar M Chandria	Member	Non Executive Independent Director	4
5	Mrs. Priya Bhansali (Appointed w.e.f August 07, 2023)	Member	Non Executive Independent Director	2

2. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee with the following members met thrice on 24.05.2023, 07.08.2023 and 22.03.2024 during the year under review,

Terms of reference:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with laid down criteria,
2. To recommend to the Board their appointment and removal,
3. To carry out evaluation of every director's performance.
4. To formulate the criteria for determining qualifications, positive attributes and independence of a director and
5. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
6. To formulate the policies so as to ensure that
   a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
   b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   c) Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Composition and attendance :

Sl. No.	Committee Members	Designation in the Committee	Designation in the Board	No. of Meetings attended
1	Mr. V. Sankaran	Chairman of the Committee	Non Executive Independent Director	3
2	Mr. P. K. Shah	Member	Non Executive Independent Director	3
3	Mr. N. Jayabal	Member	Non Executive Independent Director	3

ANNEXURE-1 (Contd.)

EVALUATION

The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI / HO / CFD / CMD / CIR / P / 2017 / 004 dated 5th January 2017 had issued a guidance note on Board Evaluation specifying the criteria for evaluation of performance of (i) Board as a whole (ii) individual Directors (including Independent Directors & Chairperson) and (iii) various Committees of the Board.

Based on the parameters suggested, the Nomination and Remuneration Committee has adopted suitable criteria to evaluate the Independent Directors, Committees of the Board and the Board of Directors as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Performance Evaluation of the Board, Individual Directors and Committees has been carried out in accordance with the aforesaid circular.

Independent Directors' performance is evaluated based on their qualification, experience, knowledge and competency, ability to fulfill allotted functions / roles, ability to function as a team, pro-activeness, participation and attendance, commitment, contribution, integrity, independence from the Company and the ability to articulate independent views and judgement Accordingly, performance evaluation of Independent Directors has been conducted and the results have been communicated to the Chairman of the Board.

Formulation of policy for selection and appointment of Directors and their remuneration.

The Nomination and Remuneration Committee discussed and evolved a policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

Criteria for appointment of Whole-time / Executive / Managing Director / Non-Executive Independent Director / KMP and Senior Management Personnel

i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment

ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

iii. Appointment of Independent Directors is subject to compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there-under.

iv. The Company shall appoint or continue the employment of any person as Whole-time Director as per the relevant provisions of the Companies Act, 2013 read along with the relevant schedule and rules made thereunder.

5. REMUNERATION OF DIRECTORS :

Remuneration to Whole-time / Executive / Managing Director

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus by way of commission on net profit being computed as per regulations and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the prior approval of the Central Government.

Provisions for excess remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Profit-linked Commission

The profit-linked Commission shall be paid to the Directors within the monetary limit approved by the shareholders of the Company, subject to the regulations thereof, on the net profits of the Company being computed.

REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR

Sitting Fees - The Non-executive Independent Directors and Non-executive Non Independent Directors of the Company shall be paid sitting fees as per the applicable Regulations. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further the boarding and lodging expenses shall be reimbursed to the Directors for their travelling on company's business.

Stock Options - Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.

ANNEXURE-1 (Contd.)

REMUNERATION TO KMP AND SENIOR MANAGEMENT PERSONNEL

The The KMP and Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as approved by the Committee/ Board. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

Remuneration of Directors and KMP for the year ended 31st March 2024 is as follows: (Amt in Lakhs)

Name of the Director	Salary	PF	Bonus	Sitting fee	Commission	Total
N.Rangachary	-	-	-	5.00	-	**5.00**
Mr. R. Doraiswmay	59.75	0.22	0.47	-	43.03	**103.47**
Mr. D. Rajeshkumar	58.50	0.22	0.48	-	43.03	**102.23**
Dr. (Mrs.) Rajeshkumar Thilagam	-	-	-	1.60	-	**1.60**
Mr. N.Jayabal	-	-	-	4.75	-	**4.75**
Mr. P. Ramachandran	20.40	0.22	0.47	-	-	**21.09**
Mr. Nirmal Kumar K Chandria	-	-	-	3.55	-	**3.55**
Mr. P.K. Shah	-	-	-	2.80	-	**2.80**
Mr. V. Sankaran	-	-	-	6.40	-	**6.40**
Mr. D.Vishnu Rangaswamy	-	-	-	0.40	-	**0.40**
Priya Bansali (Appointed w.e.f August 07, 2023)	-	-	-	2.30	-	**2.30**
Sharat Chandra Bhargava (Appointed w.e.f August 07, 2023)	-	-	-	1.50	-	**1.50**
Mr. S.Baskarasubramanian (Resigned w.e.f August 07, 2023)	2.75	0.05	-	-	-	**2.80**
Mr. K M Murugesan (Company Secretary w.e.f. Aug 08.2023)	9.26	0.48	0.22	-	-	**9.96**
Total	**150.66**	**1.19**	**1.64**	**28.30**	**86.06**	**267.85**

3. STAKEHOLDER (GRIEVANCE) RELATIONSHIP COMMITTEE:

The Stakeholder's (Investors) Relationship Committee of the Board met once on 30.01.2024 and reviewed system of handling investor's complaints, redressal of Grievance, etc., and found that during the year under review the Investors/shareholders complaints have been redressed then and there to the satisfaction of the investors. There are no investors / shareholders complaints pending redressal as on 31.03.2024.

Terms of reference:

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also functions in an efficient manner that all issues / concerns stakeholders are addressed / resolved promptly.

Composition and attendance :

Sl. No.	Committee Members	Designation in the Committee	Designation in the Board	No. of Meetings attended
1	Mr. N. Jayabal	Chairman	Non Executive Independent Chairman	1
2	Mr. D. Rajeshkumar	Member	Joint Managing Director and Chief Financial Officer of the company	1
3	Mr.Nirmal Kumar M Chandria	Member	Non Executive Independent Director	1

Mr. K.M.Murugesan, Company Secretary is the Compliance officer of the company.

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

ANNEXURE-1 (Contd.)

Type of Complaints	Number of Complaints
Non-Receipt of Annual Reports	-
Non-Receipt of Dividend Warrants	-
Non-Receipt of Share Certificates	1
Others	1
Total	2

As on March 31, 2024, no complaints were outstanding.

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Corporate Social Responsibility (CSR) Committee of the Board, met on 24.05.2023.

Terms of reference:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
2. Recommend the amount of expenditure to be incurred on the activities referred to in clause 3;
3. Monitor the Corporate Social Responsibility Policy of the company from time to time; and
4. Such other activities as may be prescribed by the Board from time to time."

The Committee considered, at its meeting held on 24.05.2023 the actual expenditure under CSR along with its Annual Report for the year 2022-23 and also considered and approved the budget to be spent during the year 2023-24 pursuant to the regulations in force.

Composition and attendance :

Sl. No.	Committee Members	Designation in the Committee	Designation in the Board	No. of Meetings attended
1	Mr. N. Rangachary	Chairman	Non Executive Independent Director & Chairman of the Company	1
2	Mr. R. Doraiswmay	Member	Managing Director of the company	1
3	Mr. D. Rajeshkumar	Member	Joint Managing Director and Chief Financial Officer of the company	1
4	Mr. N. Jayabal	Member	Non Executive Independent Director	1

5. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee has originally been constituted by the Board on 11.11.2014 with the following terms of reference was re-constituted on 07.08.2023. This Committee was incorporated on a voluntary basis by the Company and compliance requirements as per SEBI (Listing and Obligation Requirements) 2015 will not be mandatory.

1. Mr. D Rajesh Kumar- Member and Chairman
2. Mr. R. Doraiswamy - Member
3. Mr. V Sankaran - Member
4. Mr. N Jayabal - Member
5. Mr. P Ramachandran – Member
6. Mr. Sharat Chandra Bargava – Member
7. Mr. P. Sivakumar - Member
8. Mr. B. Mahendran - Member
9. Mr. M. Lakshminarayana - Member
10. Mr. S. Venkatachalam - Member
11. Smt. R. Menaka – Member

Terms of reference:

1. Assessment of the Company's risk profile and key areas of risk in particular,
2. Formulating suitable Risk Management Policies taking care of all foreseeable risks that may likely affect the business growth,
3. Recommending to the Board for adopting risk assessment procedures on various matters
4. Determining the sufficiency of the Company's internal control system.
5. Assessing and recommending to the Board acceptable levels of risk,
6. Monitoring compliance with Company Policies.
7. Reviewing the nature and level of insurance coverage of the assets
8. Co-ordination with the Statutory Auditors to ascertain the Compliance level of Accounting Policies and Standards
9. Discussing the results of the internal audit with the Company's auditors;

ANNEXURE-1 (Contd.)

10. Inquiring if there have been any significant disagreements between management and the Company's auditors;
11. Monitoring management's response to the Company's auditors' recommendations that are adopted and
12. Such other duties as committee thinks fit for execution of the policies.

6. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

Sl. No.	Name	Designation
1	Mr. M.Lakshminarayana	Vice President (Operations) Unit-II
2	Mr. P Sivakumar	Assistant Vice President (Marketing) Unit-I
3	Mr. B Mahendran	General Manager (Operations) Unit-I
4	Mr. P. B. Bellary	Assistant Vice President (Business Development) Unit-II
5	Mr. R. Karunaakran	General Manager (GST)
6	Mrs. D. Govindarj	Senior. Manager (Accounts)
7	Mrs. R.Menaka	General Manager (Accounts) Unit-I
8	Mr. S.Venkatachalam	General Manager (Commercial) Unit-II
9	Mr. K.M. Murugesan	Company Secretary (Appointed w.e.f. August 08, 2023)

6. GENERAL BODY MEETINGS

Information regarding last 3 years General Body meetings are given below:

Location	Nature of Meeting	Day	Date	Time	Special resolution passed
As permitted by MCA & SEBI Conducted through VC / OAVM	36th AGM	Monday	13/09/2021	11.30 am	No special resolution has been passed in this AGM.
As permitted by MCA & SEBI Conducted through VC / OAVM	37th AGM	Saturday	10/09/2022	11.30 am	No special resolution has been passed in this AGM.
As permitted by MCA & SEBI Conducted through VC / OAVM	EGM	Wednesday	07/12/2022	11.30 am	Issue of Warrants on Preferential basis
As permitted by MCA & SEBI Conducted through VC / OAVM	38th AGM	Saturday	09/09/2023	11.30 am	• Re-appointment of Mr.P.Ramachandran (DIN: 0143572) as a Whole time director • Appointment of Mrs. Priya Bhansali (DIN: 00195848) as an Independent director. • Appointment of Mr. Sharat Chandra Bhargava (DIN: 00008146) as an Independent director.

❖ No Postal Ballot was conducted during the year.

❖ Details of special resolution proposed to be conducted through postal ballot:

As of the date of the Report, the following special resolutions are proposed to be conducted through postal ballot:

1. Appointment of Mr. Sunder Rajan Raman (DIN: 02511138) as an Independent Director.
2. Approve continuation on payment of remuneration to Executive Promoter Directors in excess of threshold limits as per Regulation 17(6)(e) SEBI (LODR) Regulations, 2015.

The Board appointed Mr.G.Vasudevan, a Practicing Company Secretary of M/s.G.V.Associates, Coimbatore as a Scrutinizer for e-voting and postal ballot in a fair and transparent manner.

ANNEXURE-1 (Contd.)

8. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 22, 2024, inter alia discussed and reviewed the performance of the company and Board with respect to following, and found the affairs of the Company were being carried out effectively in a satisfactory manner.

i. The performance of non-independent directors and the Board as a whole;

ii. the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Accordingly, as authorized at the meeting, the Chairman of the Board and Chairman of the Audit Committee appraised and evaluated the performance of all the Directors including Executive / Whole Time Directors for the year under review and the Chairman's performance evaluated by the Board collectively.

All the Independent Directors of the Company got empanelled themselves in the Databank maintained and administrated by the Indian Institute of Corporate Affairs in terms of Circular dated October 22, 2019 issued by the Ministry of Corporate Affairs.

9. MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Financial Results are published in leading Newspapers which are normally Financial Express, Pirpagal and Afternoon and is also being informed to the Stock Exchanges regularly.

Besides, the Company's Profile, Corporate Information, Quarterly and Annual Financial Statements, Annual Reports, Shareholding Pattern, official news releases, if any and presentations, if any, made to institutional investors/ to the analysts are posted and updated on the Company's website www.salzergroup.com.

10. GENERAL SHAREHOLDER INFORMATION

A) ANNUAL GENERAL MEETING

Day & Date	14th September 2024, Saturday
Time	11.30 AM
Venue	Registered Office of the Company
Mode	Video Conference / Other Audio Video Means (VC / OAVM)
Financial year	1st April, 2023 to 31st March, 2024
Dividend Payment Date	On or after September 18, 2024 (within the statutory time limit of 30 days) subject to Shareholders' approval at the AGM.
Record Date	30.08.2024
Listing on Stock Exchanges	• BSE Limited (Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001) & • National Stock Exchange of India Ltd (NSE) (Address: Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra East, Mumbai- 400051) Annual Listing fees has been duly paid to both the Stock Exchanges.
STOCK / SCRIP CODE	517059 (BSE) & SALZERELEC (NSE)

ANNEXURE-1 (Contd.)

B) MARKET PRICE DATA

Share Trading Details for the period: 1-Apr-2023 to 31-Mar-2024

Share Trading Details in BSE Ltd

Month	Open (₹)	High (₹)	Date	low (₹)	Date	Closing (₹)	Tra. volume
Apr '23	253.90	327.55	26.04.2023	253.90	01.04.2023	310.20	2,60,118
May '23	304.40	345.00	17.05.2023	267.00	03.05.2023	338.55	10,32,714
Jun '23	339.45	375.00	21.06.2023	334.30	01.06.2023	354.00	5,52,377
Jul '23	335.00	374.50	06.07.2023	326.60	14.07.2023	340.65	2,06,170
Aug '23	342.80	418.80	23.08.2023	315.00	08.08.2023	403.75	5,61,861
Sep '23	415.95	415.95	01.09.2023	355.15	20.09.2023	370.25	2,38,990
Oct '23	389.85	427.50	18.10.2023	360.00	26.10.2023	398.85	3,60,554
Nov '23	399.00	430.95	02.11.2023	361.20	24.11.2023	381.65	2,49,054
Dec '23	378.55	438.00	15.12.2023	378.55	01.12.2023	404.10	5,11,372
Jan '24	420.00	467.80	15.01.2024	404.05	01.01.2024	414.20	3,22,197
Feb '24	417.30	801.55	27.02.2024	412.15	01.02.2024	723.25	9,82,228
Mar '24	739.85	888.00	26.03.2024	627.00	13.03.2024	838.40	5,18,944

Share Trading Details in NSE Ltd

Month	Open (₹)	High (₹)	Date	low (₹)	Date	Closing (₹)	Tra. volume
Apr '23	254.00	327.76	26.04.2023	254.00	03.04.2023	310.60	23,93,080
May '23	310.60	345.20	17.05.2023	265.75	23.05.2023	338.55	93,00,914
Jun '23	341.50	375.00	21.06.2023	334.00	01.06.2023	354.00	44,74,613
Jul '23	358.85	365.00	04.07.2023	326.00	14.07.2023	340.65	24,06,075
Aug '23	344.50	419.00	23.08.2023	315.25	08.08.2023	403.75	50,21,547
Sep '23	407.60	413.90	04.09.2023	361.00	20.09.2023	370.25	15,68,284
Oct '23	370.30	428.00	17.10.2023	361.15	26.10.2023	398.85	29,23,301
Nov '23	398.85	403.30	03.11.2023	362.50	24.11.2023	381.65	20,19,089
Dec '23	383.45	438.75	15.12.2023	379.85	01.12.2023	404.10	29,82,552
Jan '24	404.85	467.95	15.01.2024	404.85	01.01.2024	414.20	29,26,405
Feb '24	414.95	802.00	27.02.2024	411.00	01.02.2024	723.25	93,02,696
Mar '24	721.05	890.00	26.03.2024	625.90	13.03.2024	838.40	35,39,247

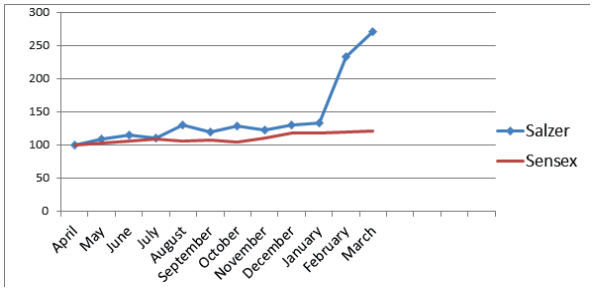
ANNEXURE-1 (Contd.)

MARKET CAPITALIZATION

As on 31st March 2024, the market capitalization of the company stood at Rs. 1,457.19 Crores as per BSE and at Rs. 1,457.37 Crores as per NSE.

Share Price performance in Comparision to Broad based indices - BSE & NSE as on 31.03.2024

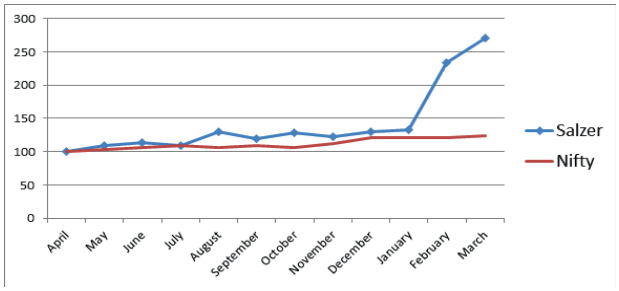
Salzer - Vs - Sensex



Note: Salzer share price and Sensex values on April 1, 2023 have been baselined to 100.

As on March 31, 2024 the sensex had closed at 80,716.55 points and Salzer had a closing price of Rs. 838.40.

Salzer - Vs - Nifty



Note: Salzer share price and NSE Nifty 50 index values on April 1, 2023 have been baselined to 100.

As on March 31, 2024 the Nifty had closed at 22,326.9 points and Salzer had a closing price of Rs. 838.40.

C) REGISTRAR & SHARE TRANSFER / DEMAT AGENTS

Company's share transfer Registry works both for Demat and Physical forms are being undertaken by **M/s. GNSA Infotech Private Limited, Nelson Chambers, 'F' Block, 4th Floor, # 115, Nelson Manickam Road, Aminthakarai, Chennai – 600 029., Tel: 044-42962025, e-mail: info@gnsaindia.com.**

The shares of the Company are dematerialsed and registered in Central Depository Services (India) Ltd (CDSL) and National Securities Depository Ltd **(NSDL) under ISIN No.: INE457F01013.**

D) SHARE TRANSFER SYSTEM

The Company's share transfer / transmission works, both physical and electronic form, are being done by M/s. GNSA Infotech Private Limited, Chennai.

Application for transmission / transposition of share held in physical form are received both at the Registered office of the Company and at the office of the Registrar / Share Transfer Agent of the Company and if the documents are found to be in order, the transmission / transposition work is completed within the stipulated time as per the Regulations.

The Shares held in the demat form are electronically traded in the depositories and the Registrar and Transfer Agents of the Company periodically receive from the depositories the beneficiary holdings, to enable them to update their records.

E) DISTRIBUTION SCHEDULE (As on 31.03.2024)

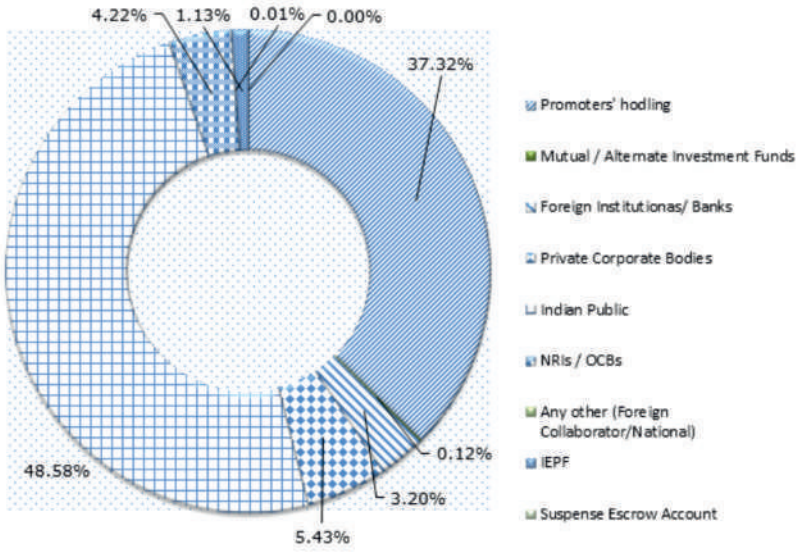
Range	No. of Folios	No. of Shares	% of holding
Up to - 5000	32508	2474824	14%
5001 - 10000	1273	1008572	6%
10001 - 20000	632	950084	5%
20001 - 30000	215	550961	3%
30001 - 40000	92	324533	2%
40001 - 50000	90	417200	3%
50001 - 100000	102	732196	4%
100001 & above	123	10924367	63%
TOTAL	**35035**	**17382737**	**100%**

ANNEXURE-1 (Contd.)

F) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2024

Category		No. of Shares held	Percentage of Share Holding
A	**Promoter's holding**		
1	Promoters		
	Indian Promoters	5677051	32.66%
	Foreign Promoters	809740	4.66%
2	Persons acting in concert	-	-
	Sub-Total	**6486791**	**37.32%**
B	**Non-Promoters Holding**		
3	Institutional Investors		
a	Mutual Funds	-	-
b	Alternate Investment Fund	21400	0.12%
c	Foreign Institutional investors / Banks, Financial Institutions, Insurance companies (Central/State Govt, Institutions / Non-Government Institutions)	556428	3.20%
	Sub-Total	**577828**	**3.32%**
4	Others		
	Private Corporate Bodies	943110	5.43%
	Indian Public	8444660	48.58%
	NRIs / OCBs	733144	4.21%
	Any other (Foreign Collaborator/National)	1500	0.01%
	Suspense Escrow Account	195654	1.13%
	IEPF	50	-
	Sub-Total	**10318118**	**59.36%**
	Grand Total	**17382737**	**100.00%**

SHAREHOLDING PATTERN AS AT 31.03.2024



G) DEMAT INFORMATION (AS ON 31.03.2024)

	No. of Shares Dematerialized	% of Total Capital
CDSL	99,56,598	57.28%
NSDL	71,89,321	41.36%
TOTAL	1,71,45,919	98.64%

ANNEXURE-1 (Contd.)

H) CREDIT RATINGS OBTAINED BY THE ENTITY

Long Term Rating	CRISIL A/Stable (Reaffirmed)
Short Term Rating	CRISIL A1 (Reaffirmed)

Total Rated facilities – Rs. 410.62 Crores, increased from Rs.310.62 Crores, rated previously.

I) NOMINATION FACILITY

As provided in the provisions of the Companies Act, 2013 as the case may be, nomination facility is available for the shares held in a Company. The nomination form along with instruction shall be provided to the members on request.

J) PLANT LOCATION

Unit - I : Samichettipalayam, Coimbatore - 641 047

Unit - II : Chinnamaddampalayam, Coimbatore 641 019.

Unit - III : # 2, Gudalur Village Samichettipalayam, Coimbatore - 641 047

Unit - IV: No.863, Coimbatore Main Road, Bettathapuram, Coimbatore 641 104

Unit V : No.882/3, Coimbatore Main Road, Bettathapuram, Coimbatore 641 104

Hosur Plant : SF.No. 722/1&2, 725, Thorapalli Road, Hosur Taluk, Krishnagiri District - 635 109. Tamil Nadu.

Annur Plant :570/2, Opp. Annur Power House, Kariyampalayam Post, Annur, Coimbatore-641653, Tamil Nadu.

K) ADDRESS FOR CORRESPONDENCE

All correspondence should be addressed to:

The Managing Director / Company Secretary,

Salzer Electronics Ltd, Samichettipalayam,

Coimbatore - 641 047 CIN No. L03210TZ1985PLC001535

Website: The Company's website **www.salzergroup.com** contains a separate dedicated section **"Investors"** where shareholders information is available. The Annual Report of the Company along with Directors' Report, Auditors' Report and Balance Sheet and Statement Profit & Loss are also available on the website in a user-friendly manner.

e-mail : investor_relations@salzergroup.com

Compliance Officer id : murugesan@salzergroup.com

Phone: 0422 4233600 / 0422 4233614

The Company has exclusive e-mail id: investor_relations@salzergroup.com for investor services.

11. DISCLOSURES

❖ **Disclosures on materially significant related party transactions that may have potential conflict with the interest of company at large.**

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note **No. 47** of Financial Statements, forming part of the Annual Report.

The related party transactions dealt with in the financial statements of the company for the year 2023-24 have been in the ordinary course of business of the company and at arms' length basis without prejudices and detrimental to the interest of the company. The Materiality of the related party transaction policy is displayed on the Company's website viz. www.salzergroup.net

❖ **Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account**

Securities and Exchange Board of India, vide its circular dated 25 January 2022, considering the enhanced measures to ease dealings in securities market by the Investors, has mandated listed companies to issue shares in dematerialized form only, when such shares are required to be issued pursuant to the following requests:

i. While processing issue of duplicate securities certificate;

ii. Claim from Unclaimed Suspense Account;

iii. Renewal /Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios; and

ANNEXURE-1 (Contd.)

iv. Transmission and Transposition are received from the Members of the Company holding shares in physical form.

The prescribed process for dealing with the above requests has been advised to the shareholders holding shares in physical form vide our communication. The shareholders holding shares in physical form are requested to refer to the same. In terms of the circular, the Registrar and Share Transfer Agents are required to issue a letter of confirmation upon processing of investor requests in lieu of physical share certificates and the same is required to be dematerialized by the shareholder or claimant within 120 days of the issue of letter of confirmation.

In case the shareholders or claimant fails to submit a demat request within the aforesaid 120 days, the shares are required to be credited to a Suspense Escrow Demat Account opened by the Company. The Company shall issue shares from Suspense Escrow Demat Account as and when the shareholder or claimant approaches the Company.

In view of the above, we urge the shareholders holding shares in physical form to dematerialize their holdings at the earliest. Dematerialization of shares ensures quick, error-free and seamless transaction, it is a safe and convenient way to trade or invest and enables to monitor portfolio from anywhere across the Globe. It also enables faster settlement of and disbursement of corporate benefits including dividends.

The status of shares transferred to Suspense Escrow Demat Account during the year ended 31 March 2024, is as under:

Details	No. of Sharesholders	No. of Share
Shares held in Suspense Escrow Demat Account as on 1 April 2023	2	150
Shares transferred to the Suspense Escrow Demat Account during the year	-	-
Shares transferred from the Suspense Escrow Demat Account to claimants / shareholders	1	100
Shares held in Suspense Escrow Demat Account as on 31 March 2024	1	50

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the share

❖ **Whistle Blower Policy**

In order to ensure good Corporate Governance the company has appropriate mechanism for the employees to report on the matters relating to un-ethical behavior, actual or suspected fraud / dishonesty / violation / deviation of the Company's code of conduct or ethics policy and the mechanism / system provides safeguards against victimization of employees in the matter and also having direct access to the Chairman / Management / Chairman of the Audit Committee as the case may be. During the year under review, no such instances were reported and no employee was denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.salzergroup.net

❖ **Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The one of the main input raw material – being Copper, having high volatility in the price, which would impact the business have been adequately taken care of by sourcing the material both inland and imports to ensure the risk of volatility and consequential pricing impact. The company has been combating this risk by following previous month average cost of copper in pricing its products. The Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports depending upon the exigencies of the business.

❖ **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

The details of utilization of funds raised through preferential allotment forms part of the Board's Report.

❖ **Outstanding Warrants**

The Company had allotted 17,00,000 Convertible Share warrants at an issue Price of Rs.278.50/- to the Bodies Corporate forming part of the Promotors' group. As on the date of this report, the entire 17,00,000 warrants were converted into equity and thereby , the Promoters shareholding in the Company increased by 5% to 38.38%

The Company has not issued any American depository receipts or global depository receipts.

❖ **Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.**

ANNEXURE-1 (Contd.)

The Certificate of Company Secretary in practice is annexed as a part of the Directors' report.

❖ **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.**

The Board considered all the recommendations of the committees wherever necessary and approved the same during the year under review.

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

Details relating to fees paid to the Statutory Auditors are given in Note No. 36 to the Financial Statements.

❖ **Prevention of Sexual Harassment at workplace**

The company is having suitable policy for prevention of sexual harassment at workplace and the working environment and atmosphere are being closely monitored and no such incident was reported during the year under review.

a. number of complaints filed during the financial year - **Nil**

b. number of complaints disposed of during the financial year - **Nil**

c. number of complaints pending as on end of the financial year - **Nil**

During the year under review the working environment in the company remained cordial.

❖ **Material subsidiary disclosure**

The Company does not have any material subsidiaries, accordingly, the disclosure requirements in relation to the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries does not arise. The Company's Policy relating to determination of Material Subsidiaries is available at the Company's website viz. www.salzergroup.net

COMPLIANCES:

❖ Pursuant to the provisions of the Companies Act, 2013, the annual accounts for the period under review have been prepared as per the requirements of the said revised Schedule-III.

❖ All applicable accounting standards have been followed in the preparation of Annual Accounts and there are no material deviation;

❖ All such accounting policies have been selected and applied consistently and such judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the Statement of Profit & Loss of the Company for the year ended on that date;

❖ Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

❖ The annual accounts have been prepared on a going concern basis ;

❖ The Company is having appropriate systems to ensure the compliance of all laws applicable to the Company;

❖ The Company is having appropriate system to ensure payment of statutory dues in time without any delay.

❖ Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets, during the last three years.

- No penalties or strictures have been imposed by any regulatory authority on any matter related to capital markets during the last three years.

❖ Loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount – Nil

❖ There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

❖ **CONFIRMATION OF COMPLIANCE**

As required under the Listing Regulations 2015

It is confirmed that the Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations 2015.

The Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is annexed as a part of the Directors' report.

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been duly complied with.

NON MANDATORY REQUIREMENTS

❖ **Chairman's Office**

During the year under review, the Company has not maintained any office for Non-Executive Chairman. However, the Company has been reimbursing the Travelling and other out-of pocket expenses incurred by the Non-Executive Chairman in the performance of Company's business.

ANNEXURE-1 (Contd.)

❖ **Audit Qualifications**

There are no qualifications in the Auditors' Report to the Members on the Financial Accounts for the year ended 31.03.2024.

❖ **Shareholders' Right**

The Quarterly, Half yearly and Annual Financial Results of the Company are published in the Newspapers, besides notifying to the Stock Exchanges, where the Company's Shares are listed www.bseindia.com & www.nseindia.com. The Quarterly / Half yearly and Annual Financial Results are also available in the Company's web-site : www.salzergroup.com. The Audited Annual Report is also sent to every shareholders of the Company.

❖ **Separate posts of Chairman and Managing Director:**

The Company is compliant with this requirement.

❖ **Internal Audit:**

The Head of Internal Audit reports to the Audit Committee of the Board.

Declaration

As provided under Reg.26(3) of SEBI (LODR) Regulations 2015, the Board Members and the members of Senior Management have confirmed compliance with the Code of Conduct.

For and on behalf of the Board

N.RANGACHARY
CHAIRMAN
DIN : 00054437

Place : Coimbatore
Date : May 28. 2024

CEO and CFO CERTIFICATION

We hereby certify

1. that we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2024 and that to the best of our knowledge and belief,
   - these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
   - these statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. that there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. that we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
4. that we have informed the auditors and the audit committee that there are
   - o Significant changes in internal control during the year, if any.
   - o Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any and
   - o No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
5. that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

For and on behalf of the Board

Place: Coimbatore
Date : May 28. 2024

R. DORAISWAMY
MANAGING DIRECTOR
DIN : 00003131

D. RAJESHKUMAR
JOINT MANAGING DIRECTOR &
CHIEF FINANCIAL OFFICER
DIN: 00003126

ANNEXURE-1 (Contd.)

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Shareholders
Salzer Electronics Ltd

1. We have examined the compliance of conditions of Corporate Governance by Salzer Electronics Ltd, for the year ended 31.03.2024 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

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

3. In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

4. We state that no investors' grievances are pending for a period exceeding one month, as on 31st March 2024 against the Company as per the records maintained by the Company.

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

In Terms Of Our Report Attached

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
Membership.No. 028346

Place: Coimbatore
Date : May 28. 2024

UDIN NO.: 24028346BKBOHZ4085

ANNEXURE-1 (Contd.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Salzer Electronics Limited
Samichettipalayam, Jothipuram Post, Coimbatore - 641 047.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Salzer Electronics Limited (CIN: L03210TZ1985PLC001535) and having registered office at Samichettipalayam, Jothipuram Post, Coimbatore – 641047 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	DIN	Name of the Director	Designation	Date of Appointment in the Company as per MCA
1.	00003131	Doraiswamy Rangaswamy	Managing Director	08/01/1985
2.	00003106	Prafulchandra Kanthilal Shah	Independent Director	02/05/1986
3.	00003134	Nirmalkumar Motichand Chandria	Independent Director	17/12/1986
4.	00003152	Sankaran Baskarasubramanian	Wholetime Director	01/10/1994*
5.	00003111	Narayanaswamy Jayabal	Independent Director	28/12/1995
6.	01043572	Perumalreddiar Ramachandran	Wholetime Director	26/09/1998
7.	00003126	Rajeshkumar Doraiswamy	Wholetime Director	22/12/2001
8.	00003141	Veeraraghavan Sankaran	Independent Director	28/08/2002
9.	00054437	Nambi Iyengar Rangachary	Independent Director	01/03/2014
10.	00006783	Thilagam Rajeshkumar	Non-Executive Director	30/03/2015
11.	00793090	Doraiswamy Vishnurangaswamy	Non-Executive Director	06/02/2020
12.	00195848	Priya Bhansali	Independent Director	07/08/2023
13.	00793090	Sharat Chandra Bhargava	Independent Director	07/08/2023

*Resigned on 07.08.2023.

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

For G.V and Associates
Company Secretaries

G. Vasudevan
FCS No.: 6699
CPNo.: 6522

Date : May 28. 2024
Place : Coimbatore

ICSI UDIN : F006699F000454553

ANNEXURE-2

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

Energy conservation is the effort made to reduce the consumption of energy by using less of an energy service. This can be achieved either by using energy more efficiently or by reducing the amount of service used. Energy conservation is an integral part of the concept of eco-sufficiency. Energy conservation reduces the need for energy services and can result in increased environmental performance, national security and higher savings. It also lowers energy costs by preventing future resource depletion.

In this Direction, your Company has been conscious to achieve optimal energy efficiency across the Units and aims to employ continuous measurement of energy consumptionand review its operating procedures periodically.

The Company has installed windmills with a capacity of 1.25 MW. The Company also has a photo-voltaic solar power generating facility with an installed capacity of 500 KW. The Company uses electricity generated from renewable sources for captive power consumption.

B. PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION:

RESEARCH & DEVELOPMENT:

Research and Development (R&D) plays a critical role in the innovation process. It's essentially an investment in technology and future capabilities which is transformed into new products, processes, and services. R&D is essential to maintain the Competition edge. R&D would make the products to get transformed frequently in line with changing needs of the end users. Besides, new products with contemporary technologies and new features are being developed at R&D in-house in order to gain the market share.

As stated in the Directors' Report, the recognition of in-house R & D by the Government of India, Ministry of Science and Technology, Department of Scientific and Industrial Research, (DSIR) New Delhi is continuously maintained since 2004 and the present renewal of the recognition is valid upto 31.03.2026.

1. Specific areas in which R&D was carried out by the Company.

The R&D wing of the Company has been working to achieve the following objectives:

a) Innovation and New Product Development:

- To innovate and develop new products that meet emerging market needs, such as smart meters, energy-efficient solutions, and IoT-enabled devices.
- To enhance existing products with advanced features, improving functionality, reliability, and user experience.

b) Quality Improvement:

- To continuously improve product quality to meet international standards and reduce defect rates.
- To enhance durability and performance through better materials and design.

c) Cost Reduction:

- To identify ways to reduce manufacturing costs through process optimization, material substitution, and design improvements.
- To develop cost-effective alternatives without compromising quality.

d) Sustainability and Compliance:

- To research and implement environmentally friendly technologies and practices, ensuring products are energy-efficient and compliant with global environmental regulations.
- To explore renewable energy solutions and green technologies as part of sustainable product offerings.

e) Market Competitiveness:

- To stay ahead of competitors by launching innovative products and responding swiftly to market trends.
- To conduct market research and customer feedback analysis to guide product development in alignment with customer needs and preferences.

f) Technological Advancement:

- To explore and integrate cutting-edge technologies such as AI, IoT, and automation in product development.

- To collaborate with research institutions, universities, and technology partners to stay abreast of the latest technological advancements.

g) Customization and Flexibility:

- To develop products that can be customized to meet specific client requirements, particularly in industrial applications.
- To maintain flexibility in design and production processes to cater to diverse market segments.

h) Intellectual Property:

To protect innovations through patents and other forms of intellectual property rights, ensuring competitive advantage and safeguarding proprietary technologies.

2. Benefits derived as a result of the above R & D activities:

Major products developed by R&D and its significant benefits

a) Automated Meter Reading

Benefits.

- All consumer lines (Energy Meters) are connected with AMR modules
- All the AMR modules will communicate to a single IP, i.e. all the readings shall terminate at the central station
- Unpaid consumer accounts can be disconnected & re-connected from the central station itself
- Any tampering / fault occurrence of the meter can be found from the central station itself Hardware can be retrofitted to existing static energy meters
- Real-time data configurable for a frequency as less than 15/30 minutes is available in the Control Station
- Low implementation costs & Low Maintenance / Operating Cost
- AMR System becomes inherently expandable, i.e. addition of a new service at any point in the power line becomes plug n play
- Real-time data available

b) Electric Vehicle charging station:

- Low current AC charging stations for Two wheeler & Three wheeler
- High current DC charging stations for Car, Trucks, Heavy vehicles.
- Compact & sleek design
- Easily configurable, authentication and monitoring system as per user requirements with respect to power, time & cost
- Bluetooth interface with user's mobile phone
- Safety features as per regulatory requirements

c) Smart Meter:

Benefits of Utility

- Improve Utility revenue
- Manage AT&C losses effectively
- Faster meter reading and bill generation
- Improve customer engagement with utility
- Fall in human error in meter reading and billing
- Meter reading Data entry Connection/ disconnection
- Peak power purchase (through better estimation of loads)
- Faster detection of dead meters
- Real-time energy auditing
- Identification of phase imbalance
- Quicker outage detection and restoration (via last gasp and first breathe notifications)

Benefits of Consumers.

- Reduction in billing costs
- Monetary savings due to better monitoring and management of electricity consumption
- Faster restoration in case of outages
- Error-free bills that reduce the need to visit billing centres
- Time-of-use tariff and savings on electricity bills
- Remote management and control of appliances at home/office (with additional home/building automation tools)

d) Other Products

Energy saving Fan regulator, Electric vehicle charging stations, Brushless DC motors, Air conditioner Energy Saver, Disconnector switch, Ceiling Mount movement sensor, Touch cum remote switch, GE Earth Terminal, Bimetallic Overload Relay, Different Type of Sensors, Contactors and Overloaded relays upto 105 A, Definite purpose Contactors, Motor protection circuit breakers, DC isolators for PV applications, Brushless DC Motors, Data cables, Tinned Copper Wires etc., are developed by your R&D and are in different stage of

ANNEXURE-2 (Contd.)

testing and approval which will give considerable benefits on its usage.

C. Technology Absorption, Adaptation & Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

- The Company signed technical licensing agreement with Austria-based Trafomodern, Austria so to use former technology and design and assistance, to manufacture dry type air cooled transformers, Chokes and inductors in India. Dry type transformers is a highly specialised and technical product with in Medium & large UPS, renewable energy business, railways, power generation and the marine industry. Trafomodern is one of the leading manufacturers of dry type transformers in Europe.

  The Company has setup state of the art manufacturing facility and commenced the production during the Third quarter in 2016-17. This product has well received both in domestic and international markets and has got good potentials which would in turn improve the growth and profitability of the company.

- The Company signed a Distribution Agreement with IPD Group Limited of Australia – a Leading Electrical distributor/Wholesaler and manufacturer in Australia for marketing and selling of Salzer Branded Electrical products for Solar Photovoltaic Applications in Australia and Newzeland. This understanding with IPD opens to the Company a Large New Market for its internationally tested and approved products.

- Your Company has also undertaken the development of Contactors for C3 Controls, USA who is one of the reputed manufacturer and supplier of the electrical goods worldwide. This product has already established its foothold in the domestic and international markets.

- In 2021, Your Company has established Joint Venture with an Austrian Company - Kostad. Steuerungsbau GmbH, Austria-based company for sourcing its technologies for manufacturing DC Fast charging stations for electric vehicles

- In 2021, Your Company has established another Joint Venture with EMarch LLP, a Indo-Austrian technology firm for sourcing its technologies for manufacturing electric conversion kits for auto-rickshaws, cars and buses for electric vehicles

D. During the year under review the following expenditures were incurred with regard to R & D :

• Capital Expenditure as additions to Plant & Machineries, Tools, Dies etc.	₹ 849.61 Lakhs
• New Products and Process development	₹ 349.98 Lakhs
• Salary and other expenses for R & D personnel	₹ 316.54 Lakhs

E. Details of Imported Technology:

No.	Technology imported for	Year of Import	Status of absorption
1	Manufacturing CAM Operated Rotary Switches	1985	Fully absorbed
2	Manufacturing Toroidal Transformers	1995 / 2005	Fully absorbed
3	Manufacturing Three phase dry type transformer	2016	Fully absorbed
4	Making DC Charging Stations for Electric Vehicles	2021	Under absorption
5	Making Conversion of kits for Auto Rickshaws etc	2021	Under absorption

- Has the technology been fully absorbed : Yes, Fully absorbed.

F. FOREIGN EXCHANGE EARNINGS AND OUTGO:

a) Foreign Exchange earned during the year	₹ 16,883.22 Lakhs
b) Foreign Exchange outgo	₹ 15,053.56 Lakhs

For and on behalf of the Board

Place : Coimbatore
Date : May 28, 2024

N.RANGACHARY
CHAIRMAN
DIN : 00054437

ANNEXURE-3

ANNUAL REPORT ON CSR ACTIVITES

forming part of Board's Report For Financial Year ending March 31,2024

1. Brief outline on CSR Policy of the Company.

Social Responsibility is one of the many responsibilities of a Corporate to contribute something from its earnings for the development of the society without any anticipation. In order to ensure and streamline such social and economic development of the society at large especially the development of Rural and Semi urban Local Regional Areas in which the Company is operating, and also to ensure all citizens including corporates' participation along with the Government, corporate social activities is brought under the regulatory frame work under the relevant statute – Companies Act, 2013. Accordingly, the regulatory frame work stipulate 2% of the average net profit of the preceding three years should be spent by the Corporate under the CSR policy framed by the corporate concerned every year. The Corporates are expected to spend such amount for the social and economic upliftment of the society in and around the Corporate concerned and also society at large, in order to upliftment of literary level of the people by way of extending educational assistance, development of infrastructure facilities of the educational institutions, society in and around the Corporate, Health care programmes to the needy people, skill development through sponsorship of nationally recognised sports activities etc. ,.

2. THE COMPOSITION OF THE CSR COMMITTEE.

S. No	Name of Member	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
a	Mr. N Rangachary	Chairman Independent Director	1	1
b	Mr. R Doraiswamy	Managing Director	1	1
c	Mr. D Rajesh Kumar	Joint Managing Director & Chief Financial Officer	1	1
d	Mr. N. Jayabal	Independent Director	1	1
e	Mr. K. Murugesan	Secretary to the Committee	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

https://www.salzergroup.net/investors.html

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not applicable The Impact assessment of CSR Project will arise only when the Company's average CSR obligation exceeds ten crore rupees in the three immediately preceding financial years,

5. CSR Obligations for the Financial year

a.	Average net profit of the company as per sub-section (5) of section 135	₹ 3579.82 Lakhs
b.	Two percent of average net profit of the company as per section 135	₹ 71.60 Lakhs
c.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	NIL
d.	Amount required to be set off for the financial year, if any	₹ 1.62 Lakhs
e.	Total CSR obligation for the financial year [(b)+(c)-(d)] after rounding	₹ 70.00 Lakhs

6. CSR Obligations for the Financial year

c.	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	₹ 98.16 Lakhs
a.	Amount spent in Administrative Overheads.	NIL
b.	Amount spent on Impact Assessment, if applicable.	NIL
d.	Total amount spent for the Financial Year [(a)+(b)+(c)].	₹ 98.16 Lakhs

ANNEXURE-3 (Contd.)

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

Total Amount Spent for the Financial Year. (in ₹)	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	Amount	Date of transfer	Amount	Date of transfer
₹ 98.16 Lakhs	NIL	NIL	NIL	NIL	NIL

(f) Excess amount for set off, if any

S. No	Particular	Amount ₹ in Lakhs
(i)	Two percent of average net profit of the company as per section 135(5) (after setting off amount available from previous year)	70.00
(ii)	Total amount spent for the Financial Year	98.16
(iii)	Excess amount spent for the financial year [(ii)-(i)]	28.16
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	28.16

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable

S. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹.)	Amount spent in the reporting Financial Year (in ₹.)	Amount spent in the reporting Financial Year (in ₹.)	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 ₹.)	Defc iany if any
					Name of the Fund	Amount (in ₹.)	Date of transfer		
NIL									

8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:	No
	If Yes, enter the number of Capital assets created/ acquired	Nil

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not applicable

S. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of crearion	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NIL							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135- Not Applicable

For and on behalf of the Board

N RANGACHARY
Chairman of CSR Committee
DIN :00054437

R DORAISWAMY
Managing Director
DIN :00003131

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
DIN: 00003126

Date : May 28, 2024
Place : Coimbatore

ANNEXURE-4

DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1), 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sl. No.	Executive Director	Position	Ratio to the median Remuneration	Increase %
1	Mr. R. Doraiswmay	Managing Director	28.42	10.54 %
2	Mr. D. Rajeshkumar	Joint Managing Director & Chief Financial Officer	28.08	6.35 %
3	Mr. P. Ramachandran	Whole Time Director	5.79	6.07 %
4	Mr. S. Baskarasubramanian (resigned w.e.f August 07, 2023)	Director (Corporate Affairs) & Company Secretary	1.05	Not applicable
5	Dr. Thilagam Rajeshkumar	Non Executive and Non Independent Director	0.44	-
6	Mr. Vishnu Ranagaswamy	Non Executive and Non Independent Director	0.11	-
7	Mr. N. Rangachary	Independent Director	1.48	-
8	Mr. N. Jayabal	Independent Director	1.30	-
9	Mr. Nirmal Kumar M.Chandria	Independent Director	0.98	-
10	Mr. P.K. Shah	Independent Director	0.77	-
11	Mr. V. Sankaran	Independent Director	1.65	-
12	Mrs. Priya Bhansali (appointed w.e.f August 07, 2023)	Independent Director	0.63	-
13	Mr. Sharat Chandra Bhargava (appointed w.e.f August 07, 2023)	Independent Director	0.41	-
14	K.M.Murugesan (appointed w.e.f August 08, 2023)	Company Secretary	2.74	Not applicable

Note: Non Executive Directors and Independent Directors are entitled to receive only sitting fees

(ii) The percentage increase in the median remuneration of employees in the financial year : **19%**

(iii) The number of permanent employees on the rolls of company as at March 31, 2024 - **749**

(iv) Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year is **23%**

(v) The average increase granted to managerial personnel : **3.69%**

(vii) Affirmation that the remuneration is as per the remuneration policy of the Company

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

(vii) No employee of the Company is covered by the Rule 5(2) (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, that is employee, holding by himself or with his family, shares of 2% or more in the Company and drawing remuneration in excess of the remuneration paid to Whole-Time Director and Managing Director.

(viii) Particulars of Employees whose salary is not less than Rupees One Crore and Two Lakhs

Sl. No.	Name (Age inyears)	Designation	Remuneration (in Lakhs)	Qualification	Date of Commencement of employment (experience in years)	Previous Employment
1	Mr. R. Doraiswmay (Age : 81 years)	Managing Director	103.24	BE (Electrical Engineering)	08/01/1985 (39 Years)	Lakshmi Machine Works Limited
2	Mr. D. Rajeshkumar (Age : 53 years)	Joint Managing Director and Chief Financial Officer	102.01	B E (Electrical and Electronics Engineering) and MBA (USA)	05/02/1998 (26 Years)	-

ANNEXURE-4 (Contd.)

(ix) Particulars of Top Ten employees in terms of remuneration drawn:

Sl. No.	Name (Age inyears)	Designation	Remuneration (in Lakhs)	Qualification	Date of Commencement of employment (experience in years)	Previous Employment
1	Mr. M. Lakshminarayana (Age : 53 years)	Vice President (Operations)	23.23	B E (Electrical and Electronics Engineering)	21/09/1995 (28 Years)	-
2	Mr. P. Ramachandran (Age : 76 years)	Whole Time Director	20.87	B A (Economics)	01/07/1988 (35 Years)	-
3	Mr. G. Sreenivasan (Age : 56 years)	General Manager (Marketing Building Seg)	20.16	Diploma in Electronics and Communication Engineering	21/03/2005 (19 Years)	Electrex India Ltd
4	Mr. Shankar M Bhat (Age : 44 years)	Asst. General Manager (Design - 3Ph Transformer)	19.65	B E (Electrical and Electronics Engineering))	21/11/2016 (7 Years)	Tamura Elcomponics Pvt.Ltd
5	Mr. Janardhan Ashadapu (Age : 45 years)	Senior Manager (R&D)	18.00	B E (Mechanical Engineering)	02/09/2019 (4 Years)	-
6	Mr. S. Prabhu (Age : 47 years)	Asst.General Manager-Operations - Transfromer	17.25	BE (Electronics and Communication Engineering)	02/01/2004 (20 Years)	Genius Electronics
7	Mr. V. Sudhagar (Age : 43 years)	Asst.General Manager-R&D	16.59	B E (Mechanical Engineering)	21/10/2021 (3 Years)	G Nine
8	Mr. V. Ramesh Babu (Age : 59 years)	General Manager-R&D-U3	16.41	DME	03/05/1996 (28 Years)	Ram Precision Products
9	Mr. P.B. Bellary (Age : 56 years)	Asst. VP Business Development	16.32	BE (Electrical), MBA (Marketing), Accredited Energy Auditor	01/12/2014 (10 Years)	L&T Limited
10	Mr. R. Karunakaran (Age : 62 years)	General Manager-GST	16.06	B.Sc., and Diploma (Material)	17/05/1989 (35 Years)	-

None of the above mentioned employees is a relative of Directors of the Company

For and on behalf of the Board

N RANGACHARY
Chairman
DIN :00054437

Date : May 28, 2024
Place : Coimbatore

ANNEXURE-5

SECRETARIAL AUDIT REPORT

To

The Members,

Salzer Electronics Limited,

Samichettipalayam,

Coimbatore 641047

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For G.V and Associates
Company Secretaries

G. Vasudevan
Partner
FCS No.:6699
CPNo.:6522

Date: May 28, 2024
Place: Coimbatore

ANNEXURE-5 (Contd.)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
OF
SALZER ELECTRONICS LIMITED
For The Financial Year Ended March 31, 2024

[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,
Salzer Electronics Limited,
Samichettipalayam,
Coimbatore - 641 047.

We have conducted the secretarial audit of compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Salzer Electronics Limited (CIN: L03210TZ1985PLC001535)**, a listed entity having its registered office at Samichettipalayam, Jothipuram post, Coimbatore - 641047 (hereinafter called 'the Company' or SEL). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place (with respect to statutory provisions listed hereunder) to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2024 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 thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(Not Applicable to the company during the Audit Period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

  (d) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015.

  (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the company during the Audit Period)**

  (g) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not Applicable to the company during the Audit Period)**

ANNEXURE-5 (Contd.)

(h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the Audit Period)**

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the company during the Audit Period)**

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009; **(Not Applicable to the company during the Audit Period)**

We have also examined compliance with the applicable clauses of the Secretarial Standards 1, 2, 3 & 4 issued by The Institute of Company Secretaries of India.

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

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case maybe.

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

We further report that during the audit period,

(I) The Company has allotted 12,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 268.50/- per share to below mentioned entities in which Promoters are interested, pursuant to the conversion of warrants:

Date of Allotment	Name of Entities	No of warrants converted to similar number of Equity shares.
01.04.2023	Salzer Exports Ltd	1,00,000
24.06.2023	Salzer Exports Ltd	1,00,000
26.07.2023	Saradha Investments Ltd	1,00,000
22.08.2023	Salzer Exports Ltd	2,00,000
13.12.2023	Salzer Spinners Ltd & Quebec Information Services India Ltd	7,00,000

For G.V and Associates

Company Secretaries

G. Vasudevan

Partner

FCS No.:6699

CPNo.:6522

Date: May 28, 2024

Place: Coimbatore

ICSI UDIN: F006699F000454564

ANNEXURE-6

MANAGEMENT DISCUSSION AND ANALYSIS

Forward looking statement -

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the IND AS Accounting standards. The Management of Salzer Electronics has used estimates and Judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.
The following discussions on our financial condition and result of operations should be read together with our audited standalone and consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Salzer" are to Salzer Electronics Limited and its subsidiaries and associates.

Growth of the Indian Economy and its outlook

The Financial Year 2023-24 remained a mixed bag of opportunities and challenges. On one hand, domestic activity exhibited resilience on the back of strong domestic demand, whilst on the other, global geopolitical uncertainty continued to impact inflation, interest rates, and the supply chain.

Amidst global headwinds, the Indian economy has displayed strength and has grown by 8.2% for FY 2023-24, mainly driven by sustained investment through an infrastructure-driven policy by the government. Better capacity utilization in the manufacturing sector, buoyancy in auto and real estate, healthy corporate balance sheets, strong credit momentum, higher tax collections, and acceptable levels of inflation are aptly aiding the growth prospects of the Indian economy.

India's growth story momentum is likely to continue in the next fiscal year with sustained strength in domestic demand, easing of inflationary pressures, focused fiscal outlay by the government, and a strong manufacturing revival.

While private industrial capital spending has been measured in FY 2023-24, it is expected to pick up in the next fiscal year with the ongoing global supply chain diversification trends and investors' response to the government's Production Linked Incentive (PLI) scheme to boost key targeted manufacturing industries.

However, headwinds from geopolitical tensions, volatility in international financial markets, geo-economics fragmentation, continuing sea route trade disruptions, and extreme weather events pose risks to the otherwise optimistic outlook. India, given its structural reforms, strengthening physical and digital infrastructure, as well as upbeat business and consumer confidence, is in a better position to overcome these multiple challenges and emerge stronger

Global Economy overview

The global economy has been in better shape than anticipated at the start of the year, having demonstrated some signs of growth, as reflected in the various high-frequency indicators. However, elevated debt levels and continuing geopolitical hostilities aggravate risks to global growth and inflation outlook in the medium-term.

The US economy has shown elasticity so far, but inflation being higher than expected has postponed rate cuts by the Fed. The US Presidential election in November is expected to contribute to the economic volatility. Further, the UK and Europe economies are still fragile. Also, concerns about the real estate bubble in China could further dampen economic revitalization.

The medium-term outlook has worsened for many developing economies amid slowing growth, sluggish global trade, and tighter financial conditions. Additionally, the volatility in crude oil prices and the ongoing shipping disruptions through the Red Sea may further pose challenges to global supply chains and aid inflation.

The Middle East region is also feeling the pressure on account of the Israel conflict. An escalation or spread of the conflict beyond Gaza and Israel, as well as an intensification of the disruptions in the Red Sea, could have an economic impact on the region.

ANNEXURE-6 (Contd.)

Structural reforms remain critical to boosting growth in the Middle East region by way of diversification into clean energy and other industrial sectors besides oil.

Despite all the turmoil, India is on track to become the third-largest economy by 2027, overtaking Japan and Germany. It is also the fastest-growing large economy with the tailwinds of young demographics, improving institutional strength and strong governance.

Indian Engineering & Electrical Sector

The Indian electrical industry (at Rs.1.80 Trillion in FY23) likely to post 10% CAGR. The industry offers huge growth potential and is estimated to report 10% CAGR over the next few years, led by increased traction in the infrastructure and real estate sectors. The cables & wires industry constitutes 39% of the electrical industry and forms a crucial part of construction and infrastructure activities.

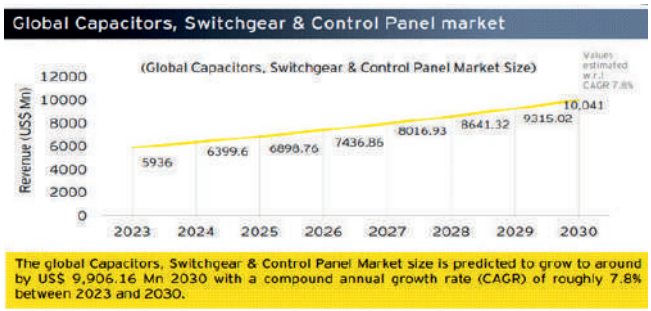
By 2025, India is projected to become the world's fifth-largest consumer of electronic products. The country boasts robust design and research capabilities, particularly in auto electronics and industrial economics. In the fiscal year 2023, exports of electronic goods surged to US$ 23.57 billion, marking a significant 50.52% growth from the previous fiscal year. Forecasts suggest that India's electronics manufacturing industry will soar to US$ 520 billion by 2025. Since April 2000, cumulative foreign direct investment (FDI) equity inflow into the electronics sector has totalled US$ 4.42 billion, underlining investor confidence.

The Indian switchgear market is forecasted to grow at a CAGR of over 15% through 2023, fuelled by development across residential, commercial, and industrial sectors. From April to October 2023, engineering goods exports totalled US$ 61.63 billion, with FY23 witnessing exports worth US$ 107.04 billion. Notably, during March 2023, exports to Italy, Singapore, Mexico, Saudi Arabia, and Turkey showed positive growth. In FY22, India's engineering goods exports soared to US$ 111.63 billion, marking a remarkable 45.51% year-on-year growth.

Global Switchgear Industry

The switchgear market size has grown strongly in recent years. It will grow from $85.71 billion in 2023 to $92.02 billion in 2024 at a compound annual growth rate (CAGR) of 7.4%. The growth in the historic period can be attributed to rise in power consumption, favorable government initiatives, and economic growth in emerging markets.

The switchgear market size is expected to see strong growth in the next few years. It will grow to $117.86 billion in 2028 at a compound annual growth rate (CAGR) of 6.4%. The growth in the forecast period can be attributed to increasing demand for electricity, growing use of electricity in transportation, investments in renewable energy, increasing demand for electricity from manufacturing, interest rates, replacement of old switchgears, and load management and balance. Major trends in the forecast period include focusing on digital technologies, focusing on developing innovative products to meet the changing requirements of the power generation industry, investing in eco-efficient solutions for minimizing the impact on the environment, deploying internet of things enabled switchgears for automated operations and energy management, promoting automated switchgear within power generation and transmission industries to adopt smart grid operations, and developing and promoting specialized switchgear for critical industries.



The demand for electricity generation is projected to drive the switchgear market. The availability of electricity has become essential for economic development and poverty alleviation. Development of industrialization, urbanization requires continuous electricity supply, and the reliability of the electrical supply depends heavily on the performance of the switchgear. Therefore, the demand for electricity generation is driving the demand for switchgear in the forecast period. For instance, global demand for electricity rises at 2.1% per year to 2040 in the Specified Policies Scenario, double the rate of primary energy growth by 2040.

Expanding Construction Industry Driving Growth in the Switchgear Market:

The increasing construction industry is expected to drive the growth of the switchgear market forward. The construction industry refers to a wide range of activities related to the planning, design, development, construction, renovation, and maintenance of physical structures and infrastructure. Switchgear in the construction industry provides electrical distribution, control, and

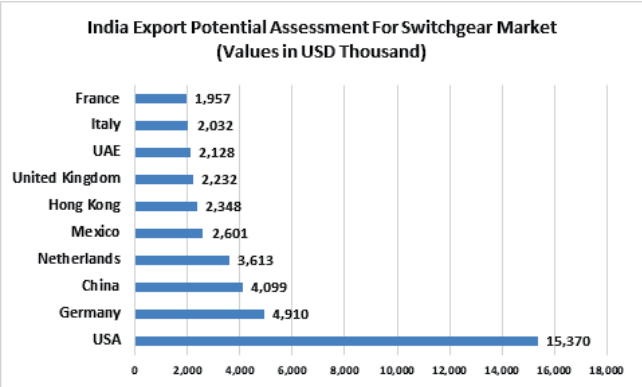
ANNEXURE-6 (Contd.)

protection for various construction sites and projects. It also helps to ensure that construction projects can operate smoothly and without interruption. For instance, in September 2023, according to reports shared by the United States Census Bureau, a US-based government agency, the overall value of residential and non-residential construction in the US increased by over 8% between 2020 and 2021. Furthermore, in September 2021, according to reports published by Oxford Economics, a UK-based economic information services company, global construction output in 2020 stood at US$10.7 trillion. It is projected to experience substantial growth of approximately 42%, adding US$4.5 trillion and reaching a total of US$15.2 trillion by the year 2030.

Unstable prices of raw materials are restraining the growth of the switchgear market. Price fluctuation is due to the availability of low-quality materials at cheaper prices. The use of low-quality products increases the risk of breakdown of insulation layers or short circuit conditions and other failures. Thereby inconsistent pricing in raw materials of the switchgear is expected to hinder the market growth. For instance, in January 2022, according to the U.S. Geological Survey Publications Warehouse, a US-based publication company, the price of COMEX copper was predicted to rise by 50% from 2020 to around $4.20 per pound in 2021.

Indian Switchgear Industry

The **India switchgear market** size is forecast to increase by **USD 4.14 billion,** at a **CAGR of 7.42%** between 2023 and 2028. The market growth analysis depends on several factors such as the growing renewable energy generation in India the rise in a number of residential and commercial building projects in India, and the expanding transmission and distribution (T&D) networks in India. Our market report examines historical data from 2018-2022, besides analyzing the current and forecasted market scenario.



At present, the rising demand for switchgears due to the rapid development in the power distribution sector represents one of the key factors supporting the growth of the market in India. The increase in the demand for renewable energy in India provides significant growth opportunities for market players. As concerns regarding environmental pollution and global warming increase, the Indian government is expected to increase its investments in renewable power sources. Switchgear is widely used to reduce power due to overloads. The addition of renewable energy capacity is expected to expand power grids during the forecast period.

Additionally, the consumption of renewable energy capacity in the country is expected to grow, owing to the regulations on controlling emissions and the use of renewable energy in some of the biggest energy-generating and consuming cities in India. Another significant factor supporting the increased adoption of renewable energy is its decreasing cost. Thus, such factors will drive the market during the forecast period.

RE is good for reducing carbon. However, it does pose a critical challenge to grid stability due to unpredictability of sunlight and wind. This problem would increase demand for energy –storage solutions, digitalisation of the grid, and grid –stability and protection devices such as FACTS, transformers, Circuit breakers, Shunt reactors, etc. Companies such as ABB, Siemens, Hitachi Energy, GET & Dare at the forefront of "smart" grid solutions

To achieve the government's vision of '24x7 power for all', transmission is a crucial link between power generators and consumers. The need to upgrade power infrastructure thus rose due to higher projected electricity demand ahead. This time, the focus is not just on capacity expansion of the grid but also to make it reliable and efficient as almost 321 GW of renewable energy would be added to the grid by 2030

Per the draft NEP report, published by the Ministry of Power, transmission lines of 123,577 ckm (27%additional) and sub-stations of 722,940 MVA capacity (65%additonal) are required by FY27. This translates to Rs 4.7 trn to be invested over FY22–FY27. Of this, Rs 334 bn transmission-system projects have been awarded with Rs 1.4 trn projects at the bidding stage, leaving Rs 1.4 trn projects pipeline. To make transmission reliable and efficient, smart and secure new technologies are being incorporated in construction: digital sub-stations for protection, control and monitoring; HTLS conductors to increase of power flow per metre of Right-of-Way; VSC-based HVDC to efficiently utilise the

transmission network etc. Much of the investment is in the 220-400 kV segment; however, growth is highest in the 765 kV segment

Smart switchgear plays an important part in the distribution of energy to residential areas. The adoption of intelligent power distribution equipment is critical to ensure better performance, energy continuity, and resource optimization while reducing transmission, operation and maintenance costs. The new switchboard apparatus are flexible, energy-efficient, and future-proof. Such gear has grown increasingly common as the smart grid has evolved.

Further, as the cyber and physical worlds continue to merge and as digital technology becomes more ubiquitous and cost-efficient, intelligent power management brings new opportunities to light. This new digital future, the fusion of connected devices, data models, insights, and analytics, more efficiently solves critical energy management challenges and has inspired US to ensure safer, more sustainable, and more efficient energy management practices across industries in India. Thus, such technologies are expected to drive the market during the forecast period.

Global Wires & Cables Industry

The wires and cables market size has grown strongly in recent years. It will grow from $243.37 billion in 2023 to $258.42 billion in 2024 at a compound annual growth rate (CAGR) of 6.2%. The growth in the historic period can be attributed to the automotive industry growth, telecommunications boom, power transmission networks, consumer electronics demand, and growth of the manufacturing sector.

The wires and cables market size is expected to see strong growth in the next few years. It will grow to $321.58 billion in 2028 at a compound annual growth rate (CAGR) of 5.6%. The growth in the forecast period can be attributed to demand for high-speed data transmission, fiber optic expansion, renewable energy projects, smart cities development, and e-commerce growth. Major trends in the forecast period include 5g network expansion, the internet of Things (IoT), digitalization in industries, flexible and lightweight materials, e-mobility infrastructure, recyclability, and sustainability.

Wire and Cable Industry in India – Industry 4.0 and the Widening Scope

Today's wire and cable industry seems quite ready to engage in the fourth industrial revolution. The industry is changing rapidly. Both consumer and market needs have evolved, and policy pressure and global competition have increased. So, to remain competitive, the industry has to innovate. Innovation can address not only processes, services and products, but also business models, workforce training and education.

The buoyant demand for power, light, and communication (data and voice) has provided a fillip to India's wire and cable industry and electrical equipment business. Industry estimates point at an exciting increase in the share of the organized sector. The Indian wire and cable industry is transitioning away from the unorganized space with small players towards the organized sector consisting of Pan-India branded players. The rapid growth of the organized sector has led to the expansion of the size of the market.

The steady rise in consumer spending augurs well for the growth of the wire and cable industry in India. India's population is estimated to rise to 1.5 bn by 2030 (UN Population Division estimate). The country's private final consumption expenditure (PFCE), which is a measure of consumption demand, is also rising. The increasing propensity to spend, a steady rise in per capita income and growing urbanization as population rises betoken a bright future for the industry.

The wire and cable market in India, which comprises nearly 40 per cent of the electrical industry, is growing at a CAGR of 15 per cent – thanks to the growth of the power and infrastructure sectors. The recent policy and regulatory initiatives and government schemes like Ujwal Discom Assurance Yojana (UDAY), Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS) and Pradhan Mantri Sahaj Bijli Har Ghar Yojana have given the market a major boost. It may be mentioned that under DDUGJY, the government has envisaged the electrification of all villages. Besides, the Indian Railways' action plan to electrify 38,000 km route in five years from 2017-18 will further whip up demand for wires and cables.

In addition, the government's 'Smart City' project is expected to promote large-scale growth in infrastructure, telecom, power generation, T&D, engineering and automotive sectors. This is good news for the wire and cable industry because growth of the industry is directly linked to the growth and development taking place in other sectors.

In addition, electric vehicles (EV) are expected to drive growth for cables and wires firms in a big way. There will be an increased demand for wires and cables when the acceptability of EV picks up. Some amount of wire will also be required to set up EV charging infrastructure.

ANNEXURE-6 (Contd.)

The wire and cable industry expects a spurt in manufacturing activity and capacity expansion in sectors like steel, cement, pharma, etc. Also, in line with Supreme Court's directive to reduce emissions as per BS-VI norms, petrochemical companies are expected to invest in plant modernization and expansion. This move will further stimulate the demand for cables.

Smart Meter Business In India

The smart meter business in India is at a transformative stage, driven by ambitious government initiatives, technological advancements, and the need for efficient energy management.

Government Initiatives and Policies

1. Revamped Distribution Sector Scheme (RDSS)

The **Revamped Distribution Sector Scheme (RDSS)** is an ambitious initiative by the Indian government aimed at improving the operational efficiencies and financial health of state-owned power distribution companies (DISCOMs). Launched in 2021, the RDSS is designed to reduce losses, enhance the quality of power supply, and ensure the reliable and affordable delivery of electricity to consumers. A significant focus under the Scheme is to install **Smart Meters** for all consumers except agricultural connections. The target is to install around 250 million smart meters by 2025.

The implementation of smart meters under the Revamped Distribution Sector Scheme (RDSS) offers numerous benefits for consumers, utilities, and the overall power distribution sector. Here's a comprehensive overview of these benefits:

For Consumers

1. Accurate Billing
   - Elimination of Errors: Smart meters ensure accurate and transparent billing by eliminating human errors associated with manual meter readings.
   - Real-Time Usage Data: Consumers can monitor their real-time electricity usage through mobile apps or web portals, allowing for better management of consumption and costs.
2. Prepaid Billing Options
   - Flexibility: Prepaid smart meters enable consumers to pay for electricity in advance, similar to a prepaid mobile phone plan. This helps in budgeting and avoiding unexpected high bills.
   - Consumption Control: Prepaid meters encourage consumers to use electricity more efficiently, as they can see the immediate impact of their usage on their remaining balance.
3. Enhanced Customer Service
   - Quick Issue Resolution: With real-time data, utilities can quickly identify and resolve issues such as outages or abnormal consumption patterns, leading to improved customer service.
   - Remote Services: Many services, including meter readings and disconnections/ reconnections, can be performed remotely, reducing the need for field visits.
4. Energy Efficiency and Conservation
   - Usage Insights: Access to detailed consumption data helps consumers identify high-usage appliances and adopt energy-saving practices.
   - Demand Response Programs: Smart meters enable participation in demand response programs, where consumers can reduce usage during peak hours in exchange for incentives.

For Utilities

1. Reduction in AT&C Losses
   - Theft Detection: Smart meters can detect and alert utilities to instances of energy theft, reducing non-technical losses.
   - Accurate Data: Improved data accuracy leads to better energy accounting and reduced commercial losses.
2. Operational Efficiency
   - Automated Meter Reading: Automated readings reduce the need for manual meter reading, lowering operational costs and human error.
   - Remote Management: Utilities can perform remote diagnostics, firmware updates, and service connections/disconnections, enhancing operational efficiency.
3. Enhanced Load Management
   - Demand Forecasting: Real-time data from smart meters allows for more accurate demand forecasting and load management.
   - Grid Stability: Better load management contributes to grid stability and reduces the likelihood of outages.
4. Improved Revenue Collection
   - Timely Billing: Automated and accurate billing ensures timely revenue collection.
   - Prepaid Meters: Prepaid meters reduce the risk of non-payment and bad debt, improving the financial health of utilities.

ANNEXURE-6 (Contd.)

For the Power Distribution Sector

1. Infrastructure Modernization
   - Upgraded Systems: The deployment of smart meters is part of a broader effort to modernize the power distribution infrastructure, including substations and communication networks.
   - Smart Grids: Smart meters are a foundational component of smart grids, which integrate advanced technologies for better energy management.
2. Data Analytics and Insights
   - Consumer Behavior: Detailed consumption data provides insights into consumer behavior, helping utilities design better tariffs and demand response programs.
   - Operational Insights: Data analytics can identify inefficiencies and areas for improvement in the distribution network.
3. Environmental Benefits
   - Energy Conservation: Enhanced consumer awareness and efficient energy usage contribute to overall energy conservation.
   - Integration of Renewables: Smart meters facilitate the integration of renewable energy sources into the grid, supporting sustainability goals.

Overall Societal Benefits

1. Economic Growth
   - Efficiency Gains: Improved efficiency in the power sector can lead to cost savings and reduced electricity tariffs, contributing to economic growth.
   - Job Creation: The implementation and maintenance of smart metering infrastructure create jobs and spur innovation in the energy sector.
2. Enhanced Quality of Life
   - Reliable Power Supply: Improved grid management and reduced outages ensure a more reliable power supply, enhancing the quality of life for consumers.
   - Energy Access: Smart metering can support the expansion of electricity access to underserved areas, promoting inclusive growth.

Conclusion

The deployment of smart meters under the RDSS is poised to bring transformative benefits across various dimensions of the power sector. For consumers, it means accurate billing, greater control over energy usage, and improved service quality. For utilities, it enhances operational efficiency, reduces losses, and improves revenue collection. At the sectoral level, it contributes to infrastructure modernization, data-driven decision-making, and environmental sustainability. Collectively, these benefits align with the broader goals of the RDSS, driving a more efficient, reliable, and consumer-centric power distribution system in India.

The smart meter business in India is poised for exponential growth, offering substantial opportunities for companies involved in manufacturing, technology, and energy management solutions. The convergence of government policies, technological advancements, and market dynamics will shape the future of this industry.

ABOUT SALZER ELECTRONICS LIMITED

Salzer Electronics Limited is among leading players offering Total and Customized Electrical Solutions in Switchgears, Wires & Cables and Energy Management business in India. The Company is the largest manufacturer of CAM Operated Rotary switches & Wire Ducts in India, with a market share of 25% & 20% respectively. The Company caters to a wide range of products with five In-house manufacturing facilities located in Coimbatore.

The Company has a wide distribution network locally and globally, exporting to more than 50 countries. In India, Salzer markets its products through its own distributors and more than 350 local distributors of L&T. The Company has a strong R&D team that focuses on developing and commercializing the technologies of the products, and as a result, can offer total customized electrical solutions to its customers.

FINANCIAL OVERVIEW

The consolidated financial performance of the Company for the financial year ended March 31st, 2024, is as follows:

Total revenue from operations at Rs. 1166.31 crore for the year ended March 31st, 2024, as against Rs. 1,037.17 crore for the corresponding previous period, an increase of 12.45%, driven by business of Industrial switchgear and wire & cable businesses. The Contribution from Export Sales was 26.93%, mainly on account of higher sales in North & South America and Europe

The Breakup of revenue for the Electrical Installation Products:

- Industrial Switchgear – 54.66% of net revenues
- Wires & Cables – 39.48% of net revenues, YoY increase of 15%
- Buildings Products – 5.86% of net revenues

ANNEXURE-6 (Contd.)

The raw materials consumed for the financial year ended March 31st, 2024 were Rs. 881.00 crore as against Rs. 807.16 crore for the corresponding previous period, an increase of 9.15%.

The staff expenses for the financial year ended March 31st, 2024 were Rs. 46.64 crore as against Rs. 39.37 crore for the corresponding previous period, an increase of 18.49%.

The other expenses for the financial year ended March 31st, 2024 were Rs. 121.70 crore as against Rs. 94.75 crore for the corresponding previous period, an increase of 28.45%.

The EBIDTA (earnings before interest, depreciation, and tax) was Rs. 116.98 crore for the year ended March 31st, 2024, as against Rs. 95.90 crore for the corresponding previous period, an increase of 21.98%

The depreciation for the financial year ended March 31st, 2024 was Rs. 20.11 crore, as against Rs. 16.60 crore for the corresponding previous period, an increase of 21.13%.

The EBIT (earnings before interest and tax) were Rs. 98.82 crore for the year ended March 31st, 2024, as against Rs. 81.00 crore for the corresponding previous period, an increase of 22.00%

The interest for the financial year ended March 31st, 2024 was Rs. 34.09 crore as against Rs. 26.12 crore for the corresponding previous period, increase of 30.50%

The profit after tax for the financial year ended March 31st, 2024 was at Rs. 47.07 crore as against Rs. 39.62 crores for the corresponding previous period, an increase of 18.80%.

The EPS (Earning per Share) for the financial year ended March 31st, 2024 was Rs. 27.38 for a face value of Rs 10 per share, as against Rs. 24.21 for the corresponding previous period.

RESOURCES AND LIQUIDITY

As on March 31st, 2024, the total net worth stood at Rs. 473.46 crore and total debt was at Rs. 307.87 crore.

The net debt to equity ratio of the Company stood at 0.63 as on March 31st, 2024.

BUSINESS PERFORMANCE

Salzer primarily operates in four divisions, viz. Industrial Switchgears, Copper Business, Building division and Energy Savers.

Industrial Switchgear

This business division occupies the first place in contribution to the total business of the Company. This division includes transformers, terminal blocks, rotary switches, isolators, general purpose relays, wiring ducts, MPCBs, contactors, control panels, and overload relays etc. The products are mainly targeted for the Original Equipment Manufacturers (OEMs) like Engineering Conglomerates Larsen & Toubro Limited etc., Panel Builders, special Machine Manufacturers etc. The Company commenced its operation in 1985 with this division which now has both domestic and export markets considerably. These products have all the necessary international certifications like UL (Underwriters Laboratories Inc), CSA (Canadian Standards Association), Intertek Semko certification and CE (Conformite Europeanee).

During the year, this division posted revenue of Rs. 619.90 cr against Rs. 550.40 cr in FY23 and contributed 54.66% to the top-line.

Copper business

The copper division comes second in contribution to the business. In this division, Larsen and Toubro plays a major role in the off take. This vertical commenced some 17 years back and focusing more on domestic market. After few years of flat performance, the division witnessed robust recovery and during the year, the division reported business revenue of Rs. 447.78 cr as against Rs. 389.50 cr in FY23 with year on year rise of 15%.

The copper division includes wires and cables, flexible bus bars, enameled wires, bunched conductors and tinned wires.

Building Division

Salzer has a wide range of products under this division including modular switches, wires and cables, changeovers and MCBs. Modular Switches drives this division in a major way.

Some of the features are:

- Contemporary and aesthetically sleek switches - 10, 20 and 32 Amps AC
- Silver nickel contacts for enhanced electrical life
- Manufactured using high-grade engineering plastics
- Safety features: anti-spark shield and finger-protected switch terminals
- Specialty products viz. movement sensors, shock protectors, shaver sockets, key tag switch, programmable timers, remote switches and touch switches etc.

During the year, the Buildings Products business contributed 5.86% to total revenue.

Energy Savers

The energy saving division is a new business vertical and expects to further boost growth by focusing on the manufacturing and installation of energy saving and efficient products like street light controllers and energy saving panels.

Developments in Businesses during the Year:

- Salzer building "one-of-its-kind Fully Integrated" Smart Meter manufacturing facility in India to meet soaring demand
- We receive Patent Certificate for high precision product - Heavy Duty Energy Efficient Automatic Source Changeover for 20 years
- Completed development of DC Fast Chargers for electric vehicles.

RISKS AND CONCERNS –

The Company faces the following Risks and Concerns:

Commodity risk

A part of the business is substantially dependent on copper. Factors that could affect the copper business include rising copper prices. However, this increase in prices is passed on to the customer, and as the Company operates on a monthly average pricing mechanism, it does not expect to be significantly affected by this risk.

Competition Risk

This risk arising from more players wanting to be a part of this business. Like in most other industries, opportunity brings with itself competition. In each individual business division the Company faces different kinds of competition risk from both domestic manufacturers and bigger international companies. However, Salzer's strong reputation, its brand goodwill and ability to customize orders as per its customers has differentiated the Company from its competition. Over the years, the Company has expanded its presence geographically and added more customers. It also offers total and customized electrical solutions to its customers. As a result, the Company has achieved a 'Preferred Supplier' status with GE and Schneider who source their products from Salzer on a global basis. The Company also has a substantial advantage over others due to the superior quality of infrastructure, customer-centric approach and highly innovative approach. Thus, the Company does not expect to be significantly affected by this risk.

Regulatory Risk

If the Company is unable to obtain the required certifications and approvals for existing and new products, growth will be affected. However, the Company has all the necessary international certifications for existing products. Moreover, with the previous experience of obtaining the necessary certifications for new products, the Company does not expect this risk to affect it in the coming years.

Execution risk

The Company is planning to expand its product range as well as add technologically-advanced new products. The execution of the project is dependent on land purchase and project management skills. However, land acquisition is not a concern as the Company has a sufficient land-bank to increase capacity and support the addition of new products.

Concerns like unprecedented natural calamities, political/ social turmoil may remain. However, these threats are faced by the whole industry. With improved and efficient processes in place, the Company is well-positioned for sustainable growth.

Forex risk

Given the volatile global economy and fluctuations in the foreign exchange market, the Company does face forex risk. In order to mitigate this, hedging tools have been adopted to arrest the negative impact. Importantly, Salzer has a natural hedge having both import and export at appropriate value and as the result, any volatility in the forex market does not have a significant material impact on the business.

OPPORTUNITIES

Ongoing investments across commercial and residential sector will complement the industry statistics – Rising space constraints along with ongoing investments in R&D sector for the enhancement of smart and compact control equipment will further complement the industry scenario. Continuous investments across commercial and residential establishments including public and private apartments, offices, and restaurants will further fuel the product demand. Moreover, ease-of-operation, longer product life cycle and enhanced equipment safety are the essential features which will accelerate the product adoption.

Growing inclination toward energy efficient systems will complement the industry outlook – Increasing demand for safe & reliable systems coupled with the increasing demand for HVDC systems across the T&D network will complement the demand DC switchgears. Expansion of extra high-tension transmission networks to cater to the growing energy demand across the manufacturing and industrial sector will further stimulate the product demand. In addition, rising fund allocation toward solar and offshore wind farms across developed and developing countries will further complement the switchgear market growth.

ANNEXURE-6 (Contd.)

Ageing Equipment in many countries – The installed base of switchgear in many countries either has exceeded or is nearing their recommended operational life. Such conditions provide good prospects for the replacement market. There are possibilities for switchgears to explode if at all they fail, causing potential damages to other equipment, facility and environment. This may involve liabilities such as compensation, environmental cleanup and legal action. Presently the nature of the load has changed to a large extent, mainly due to growth of electronic equipment that is being used. Therefore, in order to ensure high power quality, improved efficiency and to meet the load demand the existing aged switchgear should be replaced the new ones.

Increase in Electricity Generation – The world electricity capacity is expected to grow over a period of time. There has been a trend of increasing re-location of industrial activity from developed economies to emerging economies such as China, India, Eastern Europe and Latin America. Such a trend arises because of two reasons. Firstly, the low-cost advantage that the companies can derive out of shifting some of their operations in these countries. Secondly there has been a growing domestic demand in these emerging economies for increased industrial and commercial production. To meet the growing demand for more power, countries will require increased investments in electricity infrastructure. Such growth in the installed capacity would require additional infrastructure investments in switchgears. Additionally, the upgradation of transmission and distribution infrastructure to meet the federal and state level energy efficiency mandate is likely to boost the demand for switchgears. The impact of this driver is expected to be medium in the short term and high in the medium and long term over a period of time.

THREATS

- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Raw Material Cost

HUMAN RESOURCES

The company has proper human resource and industry relations policies, which are reviewed periodically. The human resource team conducts various training sessions for employee development on an ongoing basis. These development programs are aimed at augmenting employee potential and represent an integral part of the overall business goals. Besides, employees profile represents a well balanced mix of experience and youth.

As on March 31st, 2024, the Company had a workforce of 749 people on rolls.

Way Ahead

1. Focus on Growth and Margin Improvement: We're still committed to keeping the company on its current growth track and trying to increase EBITDA margins by 100 to 150 basis points. Operational optimisation and effective cost management can help achieve this.

2. Entry into Smart Metering Segment: Evaluating entry into the smart metering segment aligns with the company's strategy of developing new products and expanding into new geographies, particularly in the renewable energy sector. Smart metering presents a significant growth opportunity in the evolving energy landscape.

3. Targeted Growth Objectives: With an aim to achieve a 20-25% growth rate for the financial year and targeting a doubling of turnover in the next 4 years, Salzer Electronics should pursue strategic initiatives to accelerate revenue growth and market expansion.

4. Leveraging Global Market Trends: Given the projected growth of the global switchgear market and the increasing demand for clean energy solutions, we should capitalize on these trends to drive business growth. Expanding product offerings and exploring new markets like Australia, New Zealand, and the Middle East align with this objective.

5. Optimizing Operations and Market Response: The company's strategic focus on improving return on capital employed, optimizing receivables and inventory, and responding to changing market conditions demonstrates a proactive approach to expansion and growth. This includes adapting to geopolitical tensions and economic slowdowns in key markets like the US, Europe & middle east.

6. Expansion into EV Charger Manufacturing: We're taking advantage of this opportunity by meeting the growing demand for electric vehicles and charging infrastructure, as the EV charger manufacturing industry is predicted to rise. The business can improve its standing in this market by looking into becoming a charge point operator in the future.

7. Positive Market Outlook: The positive market outlook for us, driven by growing demand in India and investments in infrastructure and digitalization, provides a favourable environment for pursuing expansion plans and achieving targeted growth objectives.

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STANDALONE INDEPENDENT AUDITOR'S REPORT

Report on the Standalone Ind AS Financial Statements

To

The Members of Salzer Electronics Limited

Opinion

We have audited accompanying standalone Ind AS financial statements of Salzer Electronics Limited ("the Company"), which comprise of the balance sheet as at March 31, 2024, the statement of Profit and Loss (Including other comprehensive income), the Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date, including a summary of material accounting policies, notes to the financial statements, 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 Ind AS financial statements give the information required by The Companies Act, 2013 ("The Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 independent requirement that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Sr.No	Key Audit Matter	Auditor's Response
1.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" The application of this revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, this revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date	**Principal Audit Procedures** We assessed the Company's process to identify the impact of adoption of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:. • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • It is observed that transaction price charged is ex works price and revenue is booked at the time of dispatch of the goods. • The above method followed by the Company is in line with the provisions of Ind AS 115-'Revenue from contracts with customers' **Conclusion:** We agree with the management's evaluation.
2.	Accuracy of revenues and onerous obligations in respect of fixed price contracts.	**Principal Audit Procedures** In the process of verifying the accuracy of recognition of revenues of fixed price contracts, we have undertaken the following audit approach • Understood, evaluated and tested the key controls over the recognition of revenue from fixed price

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr.No	Key Audit Matter	Auditor's Response
		contracts. We selected a sample of transactions and • Agreed the applied tariff to the respective terms in the contract. • Tested revenue calculations and agreed the revenue recognized to the underlying accounting records. **Conclusion:** We agree with the management's evaluation.
3.	Assessment of carrying value of investments The Company has invested in listed equity instruments. We consider this a key audit matter given the relative significance of the value of investments.	Our procedures in relation to assessing the carrying value of investments include the following observations. • The equity investments are carried at fair value as on 31st March, 2024 except investment in subsidiary valued at cost. • The investments in unquoted equity instruments are carried at cost. During the year the company has made new investments and sold some existing investments. • The Company has also invested in equity oriented mutual funds, and the same has also been recognized at fair market value as on 31st March, 2024. **Conclusion:** We agree with the management's evaluation
4.	Impairment assessment of carrying value of Investment in Kaycee Industries limited The Company's investment in Kaycee Industries Limited, a subsidiary of the Company, aggregates to Rs. 1,628.83 Lakhs as at March 31,2024. KCL is engaged in the business of manufacture and sale of Industrial Switchgears. The carrying value of investment is greater than the net worth of the subsidiary as at March 31, 2024 which is an indicator of potential impairment of this investment and accordingly an impairment assessment has been performed by the Management. This is a key audit matter as the investment is significant to the financial statements and Management judgement is required in certain key areas such as discount and growth rates in estimating future cash flows prepared by the Company along with the Management's valuer to support the carrying value of its investment.	Our audit procedures included the following: • Understanding and evaluating the design and testing the operating effectiveness of key controls in relation to the impairment testing Model. • Assessing the Model and evaluating the independence, competence, capabilities and objectivity of the management's valuer • Assessing the historical accuracy of the Company's forecasts by comparing the forecasts used in the prior year models with the actual performance in the current year. • Testing the mathematical accuracy of the underlying calculations and agreeing the forecasts for the ensuing year with the latest Board approved budgets. • Evaluating, along with the auditor's experts, the key assumptions such as discount rate and growth rate used in the Model. • Performing sensitivity tests on the Model for a range of certain assumptions, such as discount rate and growth rate. • Evaluating adequacy of the disclosures made in the financial statements. Based on the procedure, we did not identify any material exceptions in the impairment assessment carried out by the management in respect of the carrying value of its investment Kaycee Industries Limited. **Conclusion:** We agree with the management's evaluation .

Sr.No	Key Audit Matter	Auditor's Response
5.	**Assessment of carrying value of goodwill as per Ind AS 36 (Refer Note 1 (vii) to the Standalone financial Statements)** The Company has a goodwill balance of Rs 135.25 Lakhs as at March 31, 2024 relating to the acquisition of business, which is considered as a Cash Generating Unit (CGU). For the year ended March 31, 2024, the company performed an assessment of the carrying value of goodwill as required under Ind AS 36 by: • Calculating the recoverable amount for CGU using a discounted cash flow model (DCF model). • Comparing the recoverable amount of the respective carrying amount of assets and liabilities. The preparation of discounted cash flows requires assumptions for projections of cash flows for a specific period, typically for 5 years. A terminal growth rate is applied in determining the terminal value. • We considered the carrying value of goodwill as a key audit matter, considering its significance to the consolidated financial statements, and where applicable, the Management judgement involved in estimating future cash flows, particularly with respect to factors such as discount rates, cash flow projections and terminal growth rates	Our audit procedures in relation to assessment of carrying value of goodwill arising on consolidation of subsidiary company, included the following: • Understood and performed procedures to assess the design and test the operating effectiveness of relevant controls related to the annual evaluation on assessment of carrying value of goodwill. • Together with auditor's valuation experts, evaluated the assumptions and methodologies used in the DCF models, in particular those relating to the cash flow projections used, discount rates and terminal growth rates applied, by: a. Evaluating the reasonableness of the cash flow projections by comparing with the approved budgets, previous year performance and our knowledge and understanding of current business conditions. b. Determining a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data, and comparing this range to the discount rates and terminal growth rates adopted by the Company. c. Performing sensitivity tests on the DCF Model by analysing the impact of using other possible growth rates and discount rates within a reasonable and foreseeable range. d. Tested the arithmetical accuracy of the calculations carried out by the Management. Based on above procedures performed, we found the management's assessment of carrying value of goodwill to be reasonable.
6.	**Allowance for credit losses** The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses. Refer Note No: 45 to the Standalone Ind AS financial statements	Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others: We tested the effectiveness of controls over the (1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions (2) completeness and accuracy of information used in the estimation of probability of default and (3) computation of the allowance for credit losses. For a sample of customers: We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information. We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company. **Conclusion:** We agree with the management's evaluation

Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board's report including Annexures to Boards Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

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

In connection with our audit of the standalone Ind AS financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or other information obtained during the course of our audit or otherwise appear to be materially misstated.

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

Responsibilities of Management and those charged with governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

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

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in Annexure "A". This description forms part of our auditor's report.

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 change in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   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 41 to Standalone Financial Statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts - Refer Note 8 to Standalone Financial Statements

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

(a) The Management has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("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 their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

iv. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

v. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023

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

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

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

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

In Terms Of Our Report Of Even Date

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28,2024

B. JAYARAM
Partner
Memb.No. 028346

UDIN NO.: 24028346BKBOGJ5218

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT RESPONSIBILITIES FOR AUDIT OF STANDALONE IND AS FINANCIAL STATEMENTS

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

In Terms Of Our Report Of Even Date

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28,2024

B. JAYARAM
Partner
Memb.No. 028346

UDIN NO.: 24028346BKBOGJ5218

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON STANDALONE IND AS FINANCIAL STATEMENTS OF M/s. SALZER ELECTRONICS LIMITED

(Referred to in paragraph 2 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone Ind AS financial statements of the Company for the year ended March 31st, 2024)

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment

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

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size the Company and the nature of its assets. No material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and

the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company as at the Balance sheet date

d. (a) The Company has not revalued any of its property, Plant and Equipment (including Right of Use Assets).

(b) The Company has revalued its Intangible asset, being the goodwill during the year based on the valuation done by the Registered Valuer and the changes in the net carrying value is more than 10% of the net carrying value of the Intangible assets

e. According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company

(iii) During the year the company has made investments in subsidiaries and joint ventures.

(a) During the year the company has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(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) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been generally regularly deposited by the Company with the appropriate authorities.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in: arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Sl. No.	Asst Year	Nature of Dues	Amount	Forum where the dispute is pending
1	-	Customs / Excise Duty Under Central Excise Act	₹ 40,54,921 (out of which ₹ 12,00,000 was paid under protest)	CESTAT
2	2017/18	Disputed Liability Against 143(3) order under Income Tax Act.	₹ 91,64,051 (out of which ₹ 18,38,763 was Deposited)	Commissioner of Income Tax (Appeal)

ANNEXUR "B" (Contd.)

Sl. No.	Asst Year	Nature of Dues	Amount	Forum where the dispute is pending
3	2021/22	Disputed Liability Against 143(3) order under Income Tax Act.	₹ 9,79,240 (out of which ₹ 1,96,208 was Deposited)	Commissioner of Income Tax (Appeal)
4	2018/19	Disputed Liability Against 143(3) order under Income Tax Act.	₹ 27,68,010 *	Commissioner of Income Tax (Appeal)
5	2018/19	Disputed Liability Against 270(A) order under Income Tax Act.	₹ 54,95,512	Commissioner of Income Tax (Appeal)
6	2016/17	Disputed liability against order u/s 143(3)	₹ 1,98,69,529	Ordered in favour of the Company by ITAT. Department has gone on appel before Chennai High Court.

* Refund due from the Income Tax Department

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

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act) and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has complied with the Provisions of Section 42 and 62 of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 in respect of preferential issue of convertible share warrants to the bodies corporate forming part of the Promoters Group during the years. The funds raised out of preferential issue have been utilized for the purpose for the which the funds were raised. The Company has not issued any debentures during the year

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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

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

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards

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

(b) We have considered the internal audit reports of the Company issued till date for the period under audit

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

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

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

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) The Company does not have any ongoing projects as at the end of the previous financial year

In Terms Of Our Report Of Even Date

For. **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28, 2024

B. JAYARAM
Partner
UDIN NO.: 24028346BKBOGJ5218 Memb.No. 028346

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

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended on 31st March, 2024).

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

We have audited the internal financial controls over financial reporting of SALZER ELECTRONICS LIMITED ("**the Company**") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls

ANNEXUR "B" (Contd.) and "C"

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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

In Terms Of Our Report Of Even Date

For. **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28, 2024

B. JAYARAM
Partner
UDIN NO.: 24028346BKBOGJ5218 Memb.No. 028346

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
1 Non-current Assets			
(a) Property, Plant and equipment	2	24,977.26	22,692.82
(b) Capital Work in progress	3	239.75	63.10
(c) Investment Property	4	0.77	0.77
(d) Goodwill	5	135.25	190.72
(e) Intangible Assets	5a	285.41	168.01
(f) Financial Assets i. Investments	6	1,759.42	1,762.55
ii. Trade Receivables	7	966.23	934.66
iii. Others	8	192.09	592.06
(g) Other Non-Current Assets	9	529.50	393.95
Total Non-Current Assets (1)		**29,085.68**	**26,798.64**
2 Current Assets			
(a) Inventories	10	28,962.09	27,005.03
(b) Financial Assets			
i. Investments	11	693.06	422.80
ii. Trade Receivables	12	32,185.77	27,562.66
iii. Cash and Cash Equivalents	13	132.03	603.08
iv. Other Bank balances	14	276.76	661.96
v. Loans	15	747.69	964.42
vi. Others	16	297.68	186.91
(c) Other Current Assets	17	4,631.22	3,427.81
Total Current Assets (2)		**67,926.30**	**60,834.67**
TOTAL ASSETS (1+2)		**97,011.98**	**87,633.31**
II. EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	18	1,738.27	1,618.27
(b) Other Equity	19	44,868.41	38,671.12
Total Equity (1)		**46,606.68**	**40,289.39**
2 LIABILITIES			
(1) **Non-current Liabilities**			
(a) Financial Liabilities			
Borrowings	20	1,298.75	778.06
(b) Provisions	21	85.86	16.19
(c) Deferred tax liabilities (net)	22	2,458.10	2,223.53
Total Non-current Liabilities (2)		**3,842.71**	**3,017.78**
(2) Current Liabilities			
(a) Financial Liabilities			
i. Borrowings	23	29,488.18	26,939.94
ii. Trade Payables	24		
a. Due to Micro Small & Medium Enterprises		1,244.33	223.43
b. Due to Others		8,845.37	10,734.11
iii. Others	25	124.09	87.26
(b) Other Current Liabilities	26	6,393.65	6,121.54
(c) Provisions	27	259.80	219.87
(d) Current Tax Liabilities (Net)	28	207.17	-
Total current Liabilities (3)		**46,562.59**	**44,326.14**
TOTAL EQUITY AND LIABILITIES (1+2+3)		**97,011.98**	**87,633.31**

Material Accounting Policies - Note :1.The accompanying Notes are an integral part of the financial statements.

In terms of our report attached

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
Memb.No. 028346

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

Coimbatore – 47
May 28, 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I. INCOME			
Revenue From Operations	29	1,13,557.55	1,01,316.68
Other Income	30	193.23	137.26
Total Income		**1,13,750.78**	**1,01,453.94**
II EXPENSES			
Cost of materials consumed	31	87,604.26	81,827.82
Changes in inventories of finished goods and work-in-progress	32	-735.24	-1,964.41
Employee benefit expenses	33	4,229.11	3,514.73
Finance Cost	34	3,367.26	2,605.69
Depreciation and amortisation expenses	35	1,906.25	1,611.38
Other expenses	36	11,439.34	8,824.47
TOTAL EXPENSES		**1,07,810.98**	**96,419.68**
III PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		**5,939.80**	**5,034.26**
Exceptional items		-	-
IV PROFIT BEFORE TAX		**5,939.80**	**5,034.26**
Tax Expense	37	1,621.16	1,398.07
V PROFIT AFTER TAX		**4,318.64**	**3,636.19**
VI OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
a. Re-measurement of post employment benefit obligations		-72.00	-27.73
b. Change in fair value of FVOCI equity instruments		177.42	6.44
c. Income Tax expenses on above		-37.33	5.36
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		**68.09**	**-15.93**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**4,386.73**	**3,620.26**
EARNINGS PER SHARE	38		
- Basic after exceptional items		25.77	22.74
- Diluted after exceptional items		24.42	20.58

Material Accounting Policies - Note :1. The accompanying Notes are an integral part of the financial statements

In Terms Of Our Report Of Even Date

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
Memb.No. 028346

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

Coimbatore – 47
May 28, 2024

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars		Year ended March 31, 2024		Year ended March 31, 2023	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit/(Loss) after tax		4,318.64		3,636.19
	Adjustments for:				
	Tax expenses	1,621.16		1,398.07	
	Depreciation and Amortisation	1,906.25		1,611.38	
	Interest Income	-33.48		-40.81	
	Finance Costs	3,367.26		2,605.69	
	Dividend Income	-32.90		-27.48	
	Profit on Sale of Investments	-36.71		-38.97	
	(Profit)/Loss on Sale of Assets (Net)	-0.35		-0.25	
	Impairment on Good will	55.46		44.49	
	Other Non-operating Income	-37.99	6,808.70	-27.16	5,524.97
	Operating Profit before working capital changes		**11,127.34**		**9,161.16**
	Adjusted for working capital changes				
	Inventories	-1,957.06		-4,634.93	
	Trade and Other receivables	-5,487.69		-6,642.85	
	Trade and Other Payables	-831.01		3,580.99	
	Other Liabilities	309.71	-7,966.05	1,976.75	-5,720.03
	Cash Generated from Operations		**3,161.29**		**3,441.13**
	Direct Taxes Paid		-1,216.75		-1,135.09
	Net Cash Flow from Operating Activities		**1,944.54**		**2,306.03**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Investments in Fixed Assets (Net)	-4,308.09		-3,263.84	
	Increase / Decrease in Capital Work in Progress	-176.66		14.60	
	Non-operating Income	37.99		27.16	
	Profit / (Loss) on Sale of Investments	36.71		38.97	
	Investment in Mutual Funds and Equities (Net)	-94.31		-112.74	
	Proceeds from Sale of Fixed Assets	55.97		23.30	
	Profit/(Loss) on Sale of Assets	0.35		0.25	
	Investment in Subsidiary / Associate	-51.36		-39.75	
	Dividend Income	32.90		27.48	
	Interest Income	33.48	-4,433.02	40.81	-3,243.75
	Net Cash Used in Investing Activities		**-4,433.02**		**-3,243.75**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Short Term Borrowings	2,548.24		2,937.03	
	Money Received against share warrants	2,297.57		1,810.32	
	Long term Borrowings - Receipts	520.69		-462.62	
	Repayment of Non Current Liabilities	-		7.57	
	Interest and Finance Charges	-3,367.25		-2,605.69	
	Dividend and Dividend Tax Paid	-367.02		-287.68	
	Net Cash Generated from Financing Activities		**1,632.23**		**1,398.93**
	Net Increase in Cash and Cash Equivalents (A+B+C)		**-856.25**		**461.21**
	Cash and Bank balances at the Beginning of the Year		1,265.04		803.82
	Cash and Bank balances at the End of the Year		**408.79**		**1,265.04**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard (Ind As) 7- Statement of Cash Flows.

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

Coimbatore – 47
May 28, 2024

In terms of our report attached

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
Memb.No. 028346

A) EQUITY SHARE CAPITAL

Particulars	As at 31-03-2024	As at 31-03-2023
Balance at the Beginning of the Financial year	**1,618.27**	**1,598.27**
Changes in equity share capital during the year	**120.00**	**20.00**
Balance at the End of the Financial year	**1,738.27**	**1,618.27**

B) OTHER EQUITY

Particulars	Reservea and Surplus							Total Equity
	Share application money pending allotment	Money Received Against Share Warrants	Capital Reserve	Securities Premium Reserve	Genneral Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 31/03/2023	-	1,253.32	80.67	13,167.14	2,108.46	21,913.53	148.00	**38,671.12**
Profit for the year ended 31/03/2024	-	-	-	-	-	4,318.64	-	**4,318.64**
- Other Comprehensive income:	-	-	-	-	-	166.13	-98.04	**68.09**
Transfer to other reserves (if any)	-	-	-	-	250.00	-250.00	-	**-**
Appropriations (if any)	-	-	-	-	-	-	-	**-**
Options exercised, pending allotment of shares	-	2,297.57	-	-	-	-	-	**2,297.57**
Allotment of shares	-	-3,342.00	-	3,222.00	-	-	-	**-120.00**
Dividend paid	-	-	-	-	-	-367.00	-	**-367.00**
Balance as at 31/03/2024	-	**208.89**	**80.67**	**16,389.14**	**2,358.46**	**25,781.30**	**49.96**	**44,868.41**

The accompanying Notes are an integral part of the financial statements

In Terms Of Our Report Of Even Date

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

Coimbatore – 47
May 28, 2024

A) EQUITY SHARE CAPITAL

Particulars	As at 31-03-2023	As at 31-03-2022
Balance at the Beginning of the Financial year	**1,598.27**	**1,598.27**
Changes in equity share capital during the year	**20.00**	**-**
Balance at the End of the Financial year	**1,618.27**	**1,598.27**

B) OTHER EQUITY

Particulars	Reservea and Surplus							Total Equity
	Share application money pending allotment	Money Received Against Share Warrants	Capital Reserve	Securities Premium Reserve	Genneral Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 31/03/2022	-	-	80.67	12,630.14	2,058.46	18,615.05	163.92	**33,548.24**
Profit for the year ended 31/03/2023	-	-	-	-	-	3,636.19	-	**3,636.19**
- Other Comprehensive income:	-	-	-	-	-	-	-15.94	**-15.94**
Transfer to other reserves (if any)	-	-	-	-	50.00	-50.00	-	**-**
Appropriations (if any)	-	-	-	-	-	-	-	**-**
Options exercised, pending allotment of shares	-	1,810.32	-	-	-	-	-	**1,810.32**
Premium against the allotment of shares	-	-557.00	-	537.00	-	-	-	**-20.00**
Dividend paid	-	-	-	-	-	-287.69	-	**-287.69**
Balance as at 31/03/2023	-	**1,253.32**	**80.67**	**13,167.14**	**2,108.46**	**21,913.53**	**148.00**	**38,671.12**

The accompanying Notes are an integral part of the financial statements

In Terms Of Our Report Of Even Date

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

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B. JAYARAM
Partner
Memb.No. 028346

Coimbatore – 47
May 28, 2024

STANDALONE NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

Material Accounting Policies

Note No. 1

i. Corporate Information:

SalzerEelctronics Limited, incorporated in January 1985, for manufacture of Electrical Installation Products and Components viz., CAM Operated Rotary switches, Selector Switches, Wiring Ducts, Voltmeter Switches, copper wires and cables and allied products addressing customers in the electrical equipment, power, medical equipment, automotive as well as renewable and uninterrupted power system spaces, in a single and unified segment. The company is listed in Bombay Stock Exchange Limited and National Stock Exchange of India Limited .

ii. General Information and Statement of Compliance with Ind AS:

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. .

These financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Board of Directors on May 28, 2024

iii. Basis of Preparation:

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India.

The Financial Statements have been prepared and presented on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as on the exchange 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on the basis stated above. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

iv. Use of Estimates:

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Company to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require material accounting estimates involving complex and subjective judgments and the use of assumptions in these

Financial statements have been disclosed separately under the heading “material accounting judgements, estimates and assumption”.

v. Current versus non-current classification

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

An asset is classified as current, when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- It is 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 classified as 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 entity classifies all other liabilities as non-current.

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

vi. Foreign currency transactions

Functional and presentation currency

The financial statements are presented in Indian Rupee which is also the functional and presentation currency of the Company. All amounts have been rounded-off to the nearest rupee.

(a) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

(c) Forward Contract

Premium/ Discount in respect of Forward Contract are amortized as expense/income over the period of contract. Exchange differences arising on forward contracts between the exchange rate on the date of transaction and the exchange rate prevailing at the year end is recognized in the Statement of Profit and Loss.

vii. Property, Plant and Equipment:

Property, plant and equipment are stated at cost net of historical Indirect Taxes, including appropriate direct and allocated expenses less accumulated depreciation and impairment losses, if any. Increase/Decrease in rupee liability in respect of foreign currency liability related to acquisition of fixed assets is recognised as expense or income in the Statement of Profit and Loss. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.

Class of Assets	Useful Lives
Buildings	30 Years
Plant and Machinery	15 Years
Windmill	22 Years
Electrical Machinery solar	30 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years

An item of property ,plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

ix. Investment property:

Investment property is a property, being a land or a building or part of a building or both, held by the owner or by the lessee under a finance lease, to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business. Investment properties (if any), are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

x. Intangible assets and amortization:

An intangible asset is an identifiable non-monetary asset without physical substance.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

The Company has used the following useful lives to amortise its intangible assets:

Class of Assets	Useful Lives
Computer software	3 Years
Internally Generated Intangible assets	3 Years

xi. Research and Development Expenditure:

Research & Development expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. However, expenditure incurred at development phase, where it is reasonably certain that outcome of research will be commercially exploited to yield economic benefits to the Company, is considered as Property, plant and equipment or Intangible Asset and depreciated in accordance with the policies stated above.

xii. Impairment of Non Financial assets:

The Company periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognized.

xiii. Inventories:

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

Cost includes all applicable costs incurred in bringing the properties to their present location and condition.

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

Cost of raw materials including consumables and stores & spares are determined on FIFO (First In First Out) Basis.

Cost of work-in-progress is valued at cost of materials and labor together with relevant factory overheads. The cost of work-in progress is determined on the basis of weighted average method.

The finished goods are valued at cost inclusive of excise duty (or) net realizable value whichever is less.

xiv. Financial instruments:

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

1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments (other than investments in subsidiaries and joint ventures):

All equity investments within the scope of Ind AS 109,' Financial Instruments', are measured at fair value either through statement of profit and loss or other comprehensive income. The Company makes an irrevocable election to present in OCI the subsequent changes in the fair value on an instrument-by-instrument basis. The classification is made on initial recognition.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in the OCI. Any gains or losses on de-recognition is recognized in the OCI and are not recycled to the statement of profit or loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition of Financial Assets:

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Investment in Subsidiaries, Associates and Joint ventures:

The Company's investment in equity instruments of Subsidiary is accounted for at cost as per Ind AS 27.

2. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

b. Trade and other payables

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

c. Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognized in the profit or loss.

De-recognition of Financial Liabilities:

A financial liability is de-recognized 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 de-recognition 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 or loss.

3. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4. Compound Financial Instruments:

A financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and is subsequently measured at amortized cost. The residual value is recognized as equity component of other financial instrument and is not re-measured after initial recognition.

The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognized directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortized using effective interest method.

xv. Impairment of Financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

xvi. Fair value measurement:

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

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

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

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

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

xvii. Revenue Recognition:

a. Revenue from sale of goods and services:

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer, which is mainly upon delivery, the amount of revenue can be measured reliably and the recovery of consideration is probable. Revenue from the sale of goods includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as goods and service tax (GST) and value added tax, as applicable.

Export Benefits are recognized as revenue when the right to receive credit as per the terms of the entitlement is established in respect of exports made.

Revenue from services is recognised in the periods in which the services are rendered.

b. Revenue from Projects

Revenue from fixed Price Contracts, where the performance obligation is satisfied over the period of time and where there is no un-certainty as to measurement or collectability of consideration is recognized as per the percentage of completion method in accordance with the IND AS 115. Under the percentage of completion method, revenue is recognised in proportion that the contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. The amount recognised is net of goods and service tax (GST), service tax and other amounts collected from the customer in the capacity of an agent, as applicable. In cases where the total project cost is estimated to exceed the total estimated revenue from a project, the loss is recognised immediately.

Contract costs include the estimated material costs, installation costs and other directly attributable costs of the project.

Contract revenues represent the aggregate amounts of fair value of sale price for agreements entered into and are accrued based on the percentage that the actual construction costs incurred until the reporting date bears to the total estimated construction costs to completion.

The estimates for contract costs are reviewed by the management periodically and the cumulative effect of the changes in these estimates, if any, are recognized in the period in which these changes may be reliably measured.

c. Dividend:

Income from dividends are recognized when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors

b. Interest Income:

Interest income, including income arising from other financial instruments, is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

e. Other Operating Revenue:

Other Operating revenue comprises income from ancillary activities incidental to the operations of the company and are recognized when the right to receive the income is established as per the terms of the contract.

xviii. Leases:

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Assets acquired under lease where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such lease is capitalized at the inception of the lease at lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

xix. Employee benefits

1. Short Term and other long term employee benefits:

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

Compensated leave absences are encashed by employees at year end and no carry forward of leave is permitted as per the leave policy.

2. Post-Employment Benefits

a. Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Superannuation Fund. The Company's

contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

b. Defined Benefit Plans

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in OCI in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment.

xx. Share Based Payments Arrangements

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

xxi. Borrowing costs:

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/ sale. All other borrowing costs are charged to statement of profit and loss.

xxii. Provisions:

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provision for warranty:

Provision for expected cost of warranty obligations are recognized based on management's best estimate of the expenditure required to settle the obligations which takes into account the empirical data on the nature, frequency and average cost of warranty claims and regarding possible future incidents.

xxiii. Contingent liabilities and Contingent Assets:

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

Contingent Assets are not recognized but are disclosed when the inflow of economic benefits are probable.

xxiv. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and consolidation of shares if any.

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

xxv. Taxes on Income:

Tax expense comprises of current and deferred tax.

a. Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income / equity and not in the statement of profit and loss. Management

periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax

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

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

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

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

Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

xxvi. Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

xxvii. Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Executive Officer (CEO), who is the Chief Operating Decision Maker (CODM), to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided.

The Company is primarily engaged in manufacturing of wide range of electrical installation products including devices for energy efficiencies services which all fall under One segment by name Electrical Installation Products for any reporting requirements.

Material accounting judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies:

a) Recognition of deferred tax assets:

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Revenue recognition, contract costs:

The Company uses the percentage of completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred to the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

c) Provision and contingent liability:

On an ongoing basis, the Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements.

d) Useful lives of depreciable assets:

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2024 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

e) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

f) Defined benefit obligation:

Management's estimate of the Defined Benefit obligation is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the obligation amount and the annual defined benefit expenses.

g) Fair value measurements:

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Building	Plant & Equipment	Furniture & Fixtures	Electrical Machinery Solar	Vehicles	Windmill	Total
Deemed Cost								
As at March 31, 2023	**2,973.36**	**3,776.64**	**23,664.12**	**817.55**	**293.94**	**109.83**	**145.62**	**31,781.06**
Additions during the year	-	76.25	3,783.37	162.33	107.99	19.29	-	4,149.23
Disposal during the year	-	-	3.33	-	-	-	-	3.33
As at March 31, 2024	**2,973.36**	**3,852.89**	**27,444.16**	**979.88**	**401.93**	**129.12**	**145.62**	**35,926.96**
Accumulated Depreciation								
As at March 31, 2023	-	**716.63**	**7,770.31**	**375.19**	**100.61**	**70.40**	**55.10**	**9,088.24**
Depreciation charged during the year	-	129.24	1,604.58	88.07	19.52	11.72	8.88	1,862.01
Disposals during the year	-	-	0.55	-	-	-	-	0.55
As at March 31, 2024	-	**845.87**	**9,374.34**	**463.26**	**120.13**	**82.12**	**63.98**	**10,949.70**
Net Carrying amount								
As at March 31, 2023	2,973.36	3,060.01	15,893.81	442.36	193.33	39.43	90.52	22,692.82
As at March 31, 2024	**2,973.36**	**3,007.02**	**18,069.82**	**516.62**	**281.80**	**47.00**	**81.64**	**24,977.26**

Details of properties pledged as security - Refer Note No. 20

The Title Deeds of the Immovable Properties not held in the name of the Company : NIL

Note No. 3 CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Work in Progress	239.75	63.10
Total	**239.75**	**63.10**

Capital-Work-in Progress (CWIP) as on 31.03.2024

(₹ in Lakhs)

CWIP	AMOUNT IN C.W.I.P AS ON 31.03.2024				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	239.75	-	-	-	239.75
Previous Year	63.10	-	-	-	63.10
Projects temporarily suspended	-	-	-	-	-

Capital-Work-in Progress (CWIP) as on 31.03.2023

(₹ in Lakhs)

CWIP	AMOUNT IN C.W.I.P AS ON 31.03.2023				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	63.10	-	-	-	63.10
Previous Year	77.70	-	-	-	77.70
Projects temporarily suspended	-	-	-	-	-

Note No. 4 INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Freehold Land	0.77	0.77
Total	**0.77**	**0.77**

Note No. 5 INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Goodwill		
Opening Balance	190.72	235.21
Add: Additions during the year	-	-
Less: Deductions/ Adjustments during the year	-	-
Less: Amortization for the year	55.47	44.49
Closing Balance	**135.25**	**190.72**

Note No. 5a INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Software		
Opening Balance	168.01	151.16
Add: Additions during the year	71.63	48.56
Less: Deductions/ Adjustments during the year	-	-
Less: Amortization for the year	42.45	31.71
Closing Balance	**197.19**	**168.01**
Design		
Opening Balance	-	-
Add: Additions during the year	90.00	-
Less: Deductions/ Adjustments during the year	-	-
Less: Amortization for the year	1.78	-
Closing Balance	**88.22**	**-**
Total	**285.41**	**168.01**

Note No. 6 NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	Entity Type	As at March 31, 2024		As at March 31, 2023	
INVESTMENTS IN EQUITY INSTRUMENTS		No.	Amount	No.	Amount
A) Measured at Fair value through Other Comprehensive Income					
Quoted equity shares, fully paid up.					
Bank of India. (Equity Shares of ₹ 10/- each) (31.03.2024 - Rs.137/- 31.03.2023 -Rs.74.85)	-	2300	3.15	2300	1.72
B) Measured at Cost					
(I) Quoted equity shares, fully paid up					
Kaycee Industries Ltd. 100/-each (Book cost per share As at 31.03.2024 -Rs.16637.50/- 31.03.2023-Rs.6493.50)	Subsidiary	46,658	1,628.83	46,877	1,636.47
Total			**1,631.98**		**1,638.19**
(II) Un Quoted equity shares, fully paid up					
(a) Salzer Technologies Ltd. (Face Value of ₹ 10/- each)	-	83,250	8.33	83,250	8.33
(b) Salzer Spinners Ltd, (Valued at of ₹ 3/- each)		-	-	18,65,500	55.97
(c) Jayachandar Windfarm Pvt Ltd, (Face Value of ₹ 10/- each)	-	8,710	0.87	8,210	0.82
(d) Salzer Kostad EV Charges P Ltd, (Face Value of ₹ 10/- each)	Subsidiary	8,00,000	80.00	2,45.000	24.50
(e) Salzer EV Infra Pvt Ltd (Face Value of ₹ 10/- each)	WOS*	3,82,499	38.24	3,47,499	34.74
Total			**127.44**		**124.36**
GRAND TOTAL			**1,759.42**		**1,762.55**

* Wholly owned Subsidiary

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
	Amount	Amount
Aggregate value of quoted investments	1,631.98	1,638.19
Market value of quoted investments	7,765.88	3,045.68
Aggregate value of unquoted investments	127.44	124.36

Note No. 7 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	966.23	934.66
Doubtful	-	-
Sub Total	**966.23**	**934.66**
Less: Allowance for expected credit losses	-	-
Total	**966.23**	**934.66**

Trade Receivables ageing schedule for the year ended as on 31.03.2024

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 Months	6 Months-1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
Undisputed trade receivables-considered good	-	418.78	505.84	41.61	-	966.23
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-
TOTAL	-	**418.78**	**924.62**	**41.61**	-	**966.23**

Trade Receivables ageing schedule for the year ended as on 31.03.2023

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 Months	6 Months-1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
Undisputed trade receivables-considered good	-	-	517.39	417.27	-	934.66
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-
TOTAL	-	-	**517.39**	**417.27**	-	**934.66**

Note No. 8 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Assets at amortized cost		
Security Deposits	192.09	173.28
Unbilled Revenue	-	418.78*
Total	**192.09**	**592.06**

* Unbilled revenue represents revenue from projects in respect of performance obligations completed in accordance with INDAS115 but customers are yet to be billed pending receipt of certification from independednt agency.

Note No. 9 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance for capital expenses	529.50	393.95
Total	**529.50**	**393.95**

Note No. 10 INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Material (including goods in transit)	12,204.99	11,058.65
Packing Materials	310.79	227.33
Trading Materials	157.74	165.71
Work in progress	11,939.08	11,656.86
Finished Goods	4,349.49	3,896.48
Total	**28,962.09**	**27,005.03**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 11 CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No.	Amount	No.	Amount
INVESTMENTS				
Measured at Fair value through Other Comprehensive Income				
In Mutual Funds				
Aditya Birla Frontline Equity Fund Growth	9,466	42.85	7,807	26.40
Aditya Birla Sun Life Flexi Cap Fund - Growth	2,456	36.71	2,071	22.55
Aditya Birla Sun Life Flexi Cap Fund -Idcw Payout	13,541	19.92	13,541	15.59
Bandhan Sterling Value Fund - Systm Trans -Growth	18,336	24.20	-	-
Bandhan Sterling Value Fund Idcw Growth - Systm Transactions	71,464	27.06	-	-
Bandhan Sterling Value Fund- Lump Sum - Growth	3,569	4.71	-	-
Canara Rebeco Equity Hybrid Fund	-	-	3,009	7.33
Hdfc Top 100 Fund Growth	3,869	39.73	3,238	23.86
Hdfc Top 100 Fund Regular Plan Growth -Lump Sum	697	7.16	549	4.05
ICICI Prudential Discovery Fund Growth	5,696	22.47	4.907	13.43
ICICI Prudential Flexicap Fund - Growth	2,51,456	40.58	1,84,782	20.58
ICICI Prudential Midcap Fund - Growth	17,419	41.87	12,655	19.93
IDFC Sterling Fund Growth	-	-	12,819	11.70
IDFC Sterling Fund Growth - Regular Plan - Lump Sum	-	-	3,569	3.26
IDFC Sterling Value Fund - Idcw Regular Plan	-	-	71,464	21.31
Kotak Emerging Equity Fund Regular Plan Growth	8,887	9.11	6,949	5.16
Kotak Emerging Equity Fund Regular Plan Growth - System Trans	29,801	30.54	20,598	15.30
Kotak Flexicap Fund - Idcw - Regular Plan-Lump Sum	6,123	4.37	4,712	2.50
Kotak Flexicap Fund - Idcw - Regular Plan-Lump Sum	2,128	0.92	2,128	0.68
Kotak Flexicap Fund - Idcw - Regular Plan-Sysm	61,710	26.62	61,710	19.76
Kotak Flexicap Fund Regular Growth-Sysm Transactions	45,469	32.48	38,844	20.59
Nippon India Large Cap Fund	87,373	21.92	87,373	16.69
Nippon India Large Cap Fund Growth	47,027	36.77	39,432	21.29
Nippon India Multi Cap Fund - Growth	17,446	42.67	13,842	22.55
Pgim India Flexi Cap Fund Regular Plan Growth	1,10,614	34.54	79,167	19.48
State Bank Of India Mutual Fund	61,288	50.58	61,288	35.75
State Bank Of India Flexicap Fund - Regular Plan Growth	37,250	35.93	26,746	19.73
State Bank Of India Magnum Midcap Fund Growth	12,375	24.99	10,669	15.23
Sundaram Mid Cap Fund Regular Growth	3,127	34.36	2,535	18.09
Total		**693.06**		**422.80**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate value of investments	693.06	422.80
Market value of investments	**693.06**	**422.80**

Note No. 12 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	32,199.59	27,567.43
Doubtful	43.04	118.66
Sub Total	**32,242.63**	**27,686.09**
Less: Allowance for expected credit losses (Refer Note No. 45)	56.86	123.43
Total	**32,185.77**	**27,562.66**

Trade Receivables ageing schedule for the year ended as on 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					TOTAL
	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables-considered good	29,759.70	2,029.82	230.98	114.27	64.82	32,199.59
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtfull	-	-	33.11	2.27	7.66	43.04
TOTAL	**29,759.70**	**2,029.82**	**264.09**	**116.54**	**72.48**	**32,242.63**

Trade Receivables ageing schedule for the year ended as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					TOTAL
	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables-considered good	26,304.46	774.20	370.28	25.92	92.57	27,567.43
Undisputed trade receivables-considered doubtful	-	-	3.84	-	-	3.84
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtfull	0.58	2.30	13.46	0.22	98.26	114.82
TOTAL	**26,305.04**	**776.50**	**387.58**	**26.14**	**190.83**	**27,686.09**

Note No. 13 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
- In Current Accounts	48.78	255.09
Deposits(with original maturity of 3 months or less)	72.11	337.06
Cash on hand	11.14	10.93
Total	**132.03**	**603.08**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 14 OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
Earmarked Balances		
- In Unpaid Dividend Accounts	19.12	21.57
- In Margin money and Bank Guarantee	51.00	431.99
Others		
- Deposit (with original maturity of more than 3 months)	206.64	208.40
Total	**276.76**	**661.96**

Note No. 15 LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Loans and Advances to employees	137.80	166.29
Loans-Others	609.89	798.13
Total	**747.69**	**964.42**

Note No. 16 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Assets at amortized cost		
Security Deposits	255.50	144.21
Windmill Income receivable	0.05	0.20
Energy Saver Deposit Receivable	42.13	42.50
Total	**297.68**	**186.91**

Note No. 17 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
(a) Advances other than capital advances		
Advances to Suppliers	2,344.35	837.27
(b) Others		
Prepaid expenses	147.94	102.08
Balances with statutory/government authorities	2,060.99	2,399.11
Other Receivables	77.94	89.35
Total	**4,631.22**	**3,427.81**

Note No. 18 EQUITY SHARE CAPITAL

Authorized Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
1,90,00,000 equity shares of ₹ 10/- each	1,90,00,000	1900.00	1,90,00,000	1900.00
10,00,000 non-cumulative convertible preference shares of ₹ 10/- each	10,00,000	100.00	10,00,000	100.00
Total	**2,00,00,000**	**2000.00**	**2,00,00,000**	**2000.00**
Issued and Subscribed Capital				
Equity Share Capital	1,73,82,737	1,738.27	1,61,82,737	1,618.27
Total	**1,73,82,737**	**1,738.27**	**1,61,82,737**	**1,618.27**

a. Reconciliation of shares outstanding at the beginning and at the end of the period

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Shares at the beginning of the period	1,61,82,737	1,618.27	1,59,82,737	1,598.27
Add: Shares issued during the period	12,00,000	120.00	2,00,000	20.00
Less: Shares bought Back	-	-	-	-
Outstanding at the end of the period	**1,73,82,737**	**1,738.27**	**1,61,82,737**	**1,618.27**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period error	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
1,618.27	-	-	120.00	1,738.27

b. Terms/ Rights attached to the Equity Shares

i. Only Equity Shares of Rs. 10/- are outstanding and each holder of Equity Shares is entitled to one vote per share. The company declares and pays Dividend in Indian Rupees and

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

iii. There are no restrictions attached to equity shares except 14,00,000 shares allotted to the Promoters upon conversion of warrants which have been subjected to lock-in in accordance with SEBI (Issue of Capital and Disclosures Requirements) Regulation 2018

c. Shareholders holding more than 5% shares

Particulars	Class of Shares	As at March 31, 2024		As at March 31, 2024	
		No. of Shares	%	No. of Shares	%
Quebec Information Services India Limited	Equity	11,06,847	6.37%	7,06,847	4.37%
Saradha Investments Limited	Equity	9,01,470	5.19%	8,01,472	4.95%
SRVE Industries Limited	Equity	8,21,733	4.73%	8,21,733	5.08%

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

d) Shares held by Promoters at the end of the year 31-03-2024

Particulars	Class of Shares	As at March 31, 2024		As at March 31, 2023		% Change during the year
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	
R. DORAISWAMY	Equity	3,15,139	1.81%	3,19,139	1.97%	-0.02%
D. RAJESH KUMAR	Equity	2,62,420	1.51%	2,62,420	1.62%	-0.02%
THILAGAM RAJESH KUMAR	Equity	4,86,044	2.80%	4,86,044	3.00%	-0.04%
VISHNU RANGASWAMY	Equity	8,09,740	4.66%	7,83,289	4.84%	-0.06%
R. PAPPAMMAL	Equity	59,922	0.34%	59,922	0.37%	-
SAMHITA RAJESH	Equity	25,800	0.15%	25,800	0.16%	-
SARADHA INVESTMENTS LTD	Equity	9,01,470	5.19%	8,01,472	4.95%	-0.06%
SRVE INDUSTRIES LIMITED	Equity	8,21,733	4.73%	8,21,733	5.08%	0.56%
QUEBEC INFORMATION SERVICES I LTD	Equity	11,06,847	6.37%	7,06,847	4.37%	-0.05%
K R HEALTH CARE PRIVATE LTD	Equity	5,04,987	2.91%	5,04,987	3.12%	0.59%
SALZER EXPORTS LTD	Equity	7,85,682	4.52%	3,84,761	2.38%	-0.03%
SALZER SECURITIES HOLDINGS LTD	Equity	1,07,007	0.62%	1,07,007	0.66%	-0.01%
SALZER MAGNET WIRES LTD	Equity	-	-	1,05,254	0.65%	-0.01%
SALZER SPINNERS LTD	Equity	3,00,000	1.73%	-	-	1.73%
TOTAL		**64,86,791**	**37.32%**	**53,68,675**	**33.18%**	**4.14%**

Shares held by Promoters at the end of the year 31-03-2023

Particulars	Class of Shares	As at March 31, 2023		As at March 31, 2022		% Change during the year
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	
R. DORAISWAMY	Equity	3,19,139	1.97%	3,19,139	2.00%	-0.02%
D. RAJESH KUMAR	Equity	2,62,420	1.62%	2,62,420	1.64%	-0.02%
THILAGAM RAJESH KUMAR	Equity	4,86,044	3.00%	4,86,044	3.04%	-0.04%
VISHNU RANGASWAMY	Equity	7,83,289	4.84%	7,83,289	4.90%	-0.06%
R. PAPPAMMAL	Equity	59,922	0.37%	59,922	0.37%	-
SAMHITA RAJESH	Equity	25,800	0.16%	25,800	0.16%	-
SARADHA INVESTMENTS LTD	Equity	8,01,472	4.95%	8,01,472	5.01%	-0.06%
SRVE INDUSTRIES LIMITED	Equity	8,21,733	5.08%	7,21,733	4.52%	0.56%
QUEBEC INFORMATION SERVICES I LTD	Equity	7,06,847	4.37%	7,06,847	4.42%	-0.05%
K R HEALTH CARE PRIVATE LTD	Equity	5,04,987	3.12%	4,04,987	2.53%	0.59%
SALZER EXPORTS LTD	Equity	3,84,761	2.38%	3,84,761	2.41%	-0.03%
SALZER SECURITIES HOLDINGS LTD	Equity	1,07,007	0.66%	1,07,007	0.67%	-0.01%
SALZER MAGNET WIRES LTD	Equity	1,05,254	0.65%	1,05,254	0.66%	-0.01%
TOTAL		**53,68,675**	**33.18%**	**51,68,675**	**32.34%**	**0.84%**

e) Information regarding issue of shares in the last five years

(a) On December13,2022, the Company allotted 17,00,000 share warrants convertible into equity shares over the period of 18 months on a preferential basis to the Promoters Bodies corporate at an issue price of Rs.278.50 per warrant. Till March 31.2024, 14,00,000 warrants have been converted into Equity shares

(b) The Company has not issued any Bonus Shares or undertaken any buy back of Shares

f) Details of Shares held by Holding Company :

There are no Shares held by Holding Company / Subsidiaries of ultimate Holding Company as on 31st March 2024.

Note No. 19 OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Money received against share warrants	208.89	1,253.32
Capital Reserve	80.67	80.67
Securities Premium	16,389.14	13,167.14
General Reserve	2,358.46	2,108.46
Retained Earnings	25,781.30	21,913.53
Other Comprehensive Income	49.96	148.00
Total	**44,868.41**	**38,671.12**

Note No. 20 BORROWINGS (NON-CURRENT)

(₹ in Lakhs)

Particulars	Effective Interest Rate	As at March 31, 2024	As at March 31, 2023
Term Loans			
Secured			
a. From Banks			
i) HDFC Bank			
Phase 1-Term Loan	6.20%	15.00	75.00
Phase 2-Term Loan	8.62%	863.31	-
ii) Union Bank of India			
Term Loan-2	9.20%	420.44	703.06
Total		**1,298.75**	**778.06**

Notes

1. Details of securities in respect of two Term Loan facilities from HDFC: Hypothecation of assets purchased under respective Term Loans and Equitable mortgage of (a) Factory Land & Building situated at Chinnamadampalayam measuring 2.82 acres bearing SF NO 539 & 533/1 Billichi Village, Coimbatore, (b) Industrial Land measuring 3.25 acres located at SF NO 754/2 , Keeranatham Village, Coimbatore (c) Guest House property at TS No 1/317/3, Ward No 4, Flat No 203, Vilvam Residency, Door No 48, West Club Road, Coimbatore (d) Commercial land measuring 4 acres in SF No 412, Pannikampatti Village, Periyanaickenpalayam, sub Regn Dist., Coimbatore (e) 4.33 acres of Non-agricultural Land standing in the name of the company located at SF No 53/1/C, Billichi, Coimbatore and (f) personal guarantee of Mr. D Rajesh Kumar
2. Details of securities in respect of Term facility from Union Bank of India - : Hypothecation of assets purchased under respective Term Loans and Equitable mortgage of Land & Building of Unit IV situated at Bilichi Village- (a) 3.95 Acres at SF No. 863, (b) 2.58 Acres at SF No. 882/3 (c)0.67 Acres at SF No. 865 - totalling 7.20 Acres of Land and Personal Guarantee of Mr. R. Doraiswamy, Managing Director and Mr. D Rajesh Kumar, Joint Managing Director & CFO
3. Term of Repayments. (a) Since two term Loan facilities from HDFC were under moratorium and the availment was under process as of March 31,2024, the repayment is not yet commenced. (b) Union Bank of India - Repayable within 17 EMIs of Rs.23,55,128/- and 1 EMI of Rs.20,07,752/-

Note No. 21 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Liability towards LIC Group Gratuity Scheme	85.86	16.19
Total	**85.86**	**16.19**

Note No. 22 DEFERRED TAX LIABILITES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liability		
- On Fixed Assets	3,182.82	2,892.49
- On Revenue Recognition	76.24	20.79
- On Employee Benefit Expenses	39.28	39.28
Less: Deferred tax Asset		
- On Fixed Assets	660.80	660.80
- On Revenue Recognition	30.37	30.37
- On Employee Benefit Expenses	55.98	37.86
- On MSME Dues	93.09	-
Total	**2,458.10**	**2,223.53**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 23 BORROWINGS (CURRENT)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
A) Secured Loan from Banks		
i) Canara Bank		
Cash Credit: Secured by: Hypothecation of Inventories and Book Debts of Unit-I	2,835.54	2,017.29
ii. HDFC Bank		
Cash Credit: Secured by: Hypothecation of Inventories and Book Debts of Unit-II	2,579.45	2,515.30
Pre-shipment Loan: Secured by: Hypothecation of Inventories and Book Debts of Unit-II	6,604.44	5,619.82
iii. HDFC Bank		
Cash Credit: Secured by: Hypothecation of Inventories and Book Debts of Unit-III	654.95	928.94
iv) Union Bank of India		
Cash Credit: Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	6,121.71	5,049.27
WCDL: Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	750.00	-
Letter of Credit : Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	-	1,391.86
vi) IDFC Bank		
Cash Credit: Secured by: Hypothecation of Inventories and Book Debts of Unit-V	-	1,300.89
Letter of Credit : Secured by: Hypothecation of Inventories and Book Debts of Unit-V	-	233.95
WCDL: Secured by: Hypothecation of Inventories and Book Debts of Unit-V	6,937.92	4,723.00
Sub Total	**26,484.01**	**23,780.32**
B) Unsecured Loan From Banks		
Loans repayable on demand HDFC	2500.00	750.00
Loans repayable on demand Loan from Axis Bank	-	1,947.00
Sub Total	**2500.00**	**2,697.00**
C) Current Maturities of Long Term Borrowings	504.17	462.62
Total	**29,488.18**	**26,939.94**

Note No. 24 TRADE PAYABILS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
	Current	**Current**
Trade payable - Micro and small enterprises	1,244.33	223.43
Trade payable - Other than Micro and small enterprises	8,845.37	10,734.11
Total	**10,089.70**	**10,957.54**

Trade Payable Ageing schedule as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	1,244.33	-	-	-	1,244.33
Others	8,845.37	-	-	-	8,845.37
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
TOTAL	**10,089.70**	**-**	-	-	**10,089.70**

Trade Payable Ageing schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	223.43	-	-	-	223.43
Others	10,734.11	-	-	-	10,734.11
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
TOTAL	**10,957.54**	**-**	-	-	**10,957.54**

The information in relation to dues to Micro Enterprises and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the auditors for disclosure under micro, small and medium enterprises Act. 2006. Interest on the over dues has been provided in the books of accounts as per the Mandatory Provisions of Section 15 & 16 of the MSMED Act 2006. Refer Note No. 42

Note No. 25 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued and due on borrowings	104.97	65.69
Unclaimed dividends	19.12	21.56
Total	**124.09**	**87.26**

Note No. 26 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	571.02	538.11
Advance from Customers	98.20	49.24
Creditors for capital goods	496.40	356.10
Creditors for expenses	5,228.03	5,178.09
Total	**6,393.65**	**6,121.54**

Note No. 27 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Warranty	252.87	219.87
Interest on MSME Provision	6.93	-
Total	**259.80**	**219.87**

The Company gives warranties for its products undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. The provision for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Company's obligations for warranties under sale of goods legislations. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 28 CURRENT TAX LIABILITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax Liability - [Net of Advance Tax IT]	207.17	-
Total	**207.17**	**-**

Note No. 29 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Sale of products (excluding GST)		
Sales - Domestics	94,104.42	86,311.07
Sales - Exports	16,883.23	12,448.59
Sales - Scrap	2,016.60	2,010.28
Sub Total	**1,13,004.25**	**1,00,769.94**
(b) Sale of Services		
Technical Services	147.43	194.99
Engineering Services & Mfg Products (Exports Services)	31.51	39.70
Income by EESL Project	1.31	-
Sub Total	**180.25**	**234.69**
Gross Revenue from Sale of Products and Services	**1,13,184.50**	**1,01,004.63**
(c) Other operating revenue		
Conversion Charges Received	7.70	9.99
Income by Power Generation	63.42	65.80
Duty Drawback Income	191.62	167.11
MEIS License Sales	110.31	69.15
Sub Total	**373.05**	**312.05**
TOTAL	**1,13,557.55**	**1,01,316.68**

Note No. 30 OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest from Bank Deposits	33.48	40.81
Foreign Exchange Rate Differences	32.77	-
Dividend received against short term investments	4.78	3.70
Dividend received against Investments (Kaycee)	28.13	23.77
Net gain/loss on sale of investment	36.71	38.97
Insurance Claim Received	19.03	2.60
Profit on Sale of Assets	0.35	0.25
Rental Income Received	5.10	4.88
Lease Rental Income From Machinery	28.00	-
Other Non-operating income (net of expenses)	4.88	22.28
TOTAL	**193.23**	**137.26**

Note No. 31 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw Materials Consumption		
Opening Stock	11,058.65	8,333.58
Add: Purchases	82,098.23	77,651.62
Less: Closing Stock	12,204.99	11,058.65
Sub Total	**80,951.89**	**74,926.55**
Trading Materials Consumption		
Opening Stock	165.72	237.55
Add: Purchases	4,600.59	4,952.18
Less: Closing Stock	157.75	165.72
Sub Total	**4,608.56**	**5,024.01**
Packing Materials Consumption		
Opening Stock	227.33	210.06
Add: Purchases	2,127.27	1,894.53
Less: Closing Stock	310.79	227.33
Sub Total	**2,043.81**	**1,877.26**
TOTAL	**87,604.26**	**81,827.82**

Note No. 32 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock		
Work-in-progress	11,656.86	9,161.70
Finished Goods	3,896.48	4,427.23
Sub Total	**15,553.34**	**13,588.93**
Less: Closing Stock		
Work-in-progress	11,939.09	11,656.86
Finished Goods	4,349.49	3,896.48
Sub Total	**16,288.58**	**15,553.34**
Net (increase)/decrease in inventory	**-735.24**	**-1,964.41**

Note No. 33 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and Wages including Bonus	3,637.65	2,985.69
Contribution to Provident and other funds	184.47	162.81
Workmen and Staff Welfare Expenses	335.92	311.59
Gratuity	71.07	54.64
TOTAL	**4,229.11**	**3,514.73**

Note No. 34 FINANCE COSTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Interest Expenses	185.85	122.44
(b) Interest on Working cost	2,172.04	1,446.56
(c) Other Borrowing cost	1,009.37	1,036.69
TOTAL	**3,367.26**	**2,605.69**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 35 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Depreciation on Property, Plant and Equipment	1,862.01	1,579.65
(b) Amortisation on Other Intangible Assets	44.24	31.73
TOTAL	**1,906.25**	**1,611.38**

Note No. 36 OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumptions of Store and Spares	410.13	286.44
Freight and Forwarding Charges	1,539.90	1,729.56
Power and Fuel	1,318.36	1,108.61
Repairs & Maintaince		
I. Buildings	159.49	56.51
ii. Machinery	565.44	472.52
iii. Others	265.50	191.92
Subcontracting Expenses	2,437.08	2,310.58
Contract Labour Expenses	1,745.31	709.04
Advertisement Expenses	4.41	5.43
Audit Fees (Refer Note No.36.1)	16.00	14.00
Director's Sitting Fees	28.30	22.95
Donation	34.33	10.65
Energy Saver Project Expenses	57.54	53.62
General Expenses	62.11	45.27
Insurance	67.20	67.36
Foreign Exchange Realisation Difference	-	7.51
Management system Expenses (ISO9000 &OSHAS)	5.79	3.85
Postage,Telephone& Telegram	23.89	18.58
Printing & Stationery	61.37	53.46
Rates and Taxes	65.24	40.16
Building Rent	183.44	98.55
Lease Machinery Rental Charges	200.19	-
Research & Development Expenses	349.98	315.41
Warranty Expenses	48.92	50.35
Sales Promotional Expenses	1,067.60	636.69
Subscription & Periodicals	36.82	25.74
Technical/Professional Legal Fee	245.21	175.73
Travelling and Conveyance	139.80	119.37
CSR Expenses (Refer Note No.43)	98.16	58.22
Expected Credit Loss	61.33	33.54
Expected Credit Loss - Liability Reversal	-127.89	-
Royalty	42.36	3.46
Impairment on Goodwill	55.46	44.49
Bad Debts	170.57	54.88
Total Other Expenses	**11,439.34**	**8,824.47**

Note No. 36 1. AUDITOR REMUNERATION

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) For Statutory Audit	12.50	11.00
(b) For Tax Audit	3.50	3.00
TOTAL	**16.00**	**14.00**

Note No. 37 TAX EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Current Tax		
Current tax on profit for the year	1,423.92	1,140.47
Change/ (Credit) in respect of current tax for earlier years	-	-
TOTAL (A)	**1,423.92**	**1,140.47**
B. Deferred Tax		
Origination and reversal of temporary differences	197.24	257.60
Charge in respect of deferred tax for earlier years	-	-
TOTAL (B)	**197.24**	**257.60**
Tax expense recognized in Statement of Profit and Loss TOTAL (A)+(B)	**1,621.16**	**1,398.07**
Tax expense recognized in Other Comprehensive Income	37.33	5.36
Total Tax Expense	**1,658.49**	**1,392.71**

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Taxable profit for the year	5,939.80	5,034.26
Applicable income tax rate	25.17%	25.17%
Expected income tax	1,495.05	1,267.12
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:	-	-
Income exempt from tax	-213.85	-173.33
Expenses disallowed in determining the tax profit	142.72	46.68
Investment allowances	-	-
Unrecognized deferred tax assets	-	-
Others	197.24	257.60
Tax expense recognised in Statement of Profit and Loss A/c	**1,621.16**	**1,398.07**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note No. 38 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit/(Loss) after tax and exceptional items	4,318.64	3,636.19
Less: Notional Preference Dividend		
Profit/(Loss) after tax and exceptional items attributable to equity shareholders	4,318.64	3,636.19
Add: Exceptional items (net of tax)		
Profit after Tax but before exceptional items attributable to equity shareholders	167.56	159.88
Add: Exceptional items (net of tax)		
No. of Equity Shares Outstanding		
Add: Shares to be issued pursuant to merger		
Weighted Average no. of equity shares outstanding during the year for Basic EPS	167.56	159.88
Add: Potential Equity Shares on conversion of warrants Option Scheme	92.62	16.83
Weighted Average no. of equity shares outstanding during the year for Diluted EPS	176.82	176.71
Basic Earnings/(Loss) per share after tax and exceptional items (in Rs.)	25.77	22.74
Diluted Earnings/(Loss) per share after tax and exceptional items (in Rs.)	24.42	20.58

Note No. 39 GRATUITY

The details of various employee benefits provided to employees are as under:

A. Defined Contribution and other plans

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employer's Contribution to PF	171.07	156.31
Employer's Contribution to ESIC	7.78	11.63
Employer's Contribution to Superannuation fund	10.68	10.68
TOTAL	**189.53**	**178.62**

B. Defined Benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation using the projected unit credit method as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, salary risk and longevity risk.

Investment Risk:The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Longevity risk: The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount Rate	7.24% / 7.22%	7.66% / 7.55%
Expected Return on Assets	7.24% / 7.22%	7.66% / 7.55%
Salary Escalation	6.50%	6.50%
Attrition Rate	5.00%	5.00%

Amount recognized in Profit and Loss for the year

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Service Cost	72.64	58.36
Net Interest on Defined Benefit Obligations	-1.57	-3.72
Expenses recognized in the statement of profit and loss	71.07	54.64

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Recognized in Other Comprehensive Income for the year

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Actuarial (Gain)/Losses due to Demographic Assumption changes in DBO	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Acturial gains/losses arising from changes in financial assumptions	24.55	-20.34
Acturial gains/losses arising from experience adjustments	47.45	48.08
Amount recognized in OCI for the current period	72.00	27.74

Change in present value of defined benefit obligation

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Present value of obligations as at the beginning of the year	1,003.99	877.32
Current Service Cost	72.64	58.36
Interest on Defined Benefit Obligations	73.90	65.47
Actuarial (gain)/loss on plan obligation	70.84	25.68
Benefits paid	-53.97	-22.84
Present value of obligations as at the end of the year	1,167.40	1,003.99

Change in fair value of plan assets

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Fair value of plan assets as at the beginning of the period	987.80	909.06
Return on plan assets	75.46	69.19
Contributions	73.40	34.45
Benefits paid	-53.97	-22.84
Actuarial gain/(loss) on plan assets	-1.16	-2.05
Fair value of plan assets as at the end of the period	1,081.53	987.81

Net Asset/ Liability recognized in Balance Sheet

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Present value of obligations	1,167.40	1,003.99
Fair Value of Plan Assets	1.081.54	987.80
Amount recognized	85.86	16.19

The Statement of actuarial valuation by the LIC of India with whom the plan assets are maintained was not provided to the Company by LIC of India till the finalisation of accounts and adoption by the Board and the amounts recognised in P&L A/c. , OCI and Balance sheet were based on past experience, indicators and the present contribution to the plan

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

(₹ in Lakhs)

Particulars	March 31, 2024		March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate by 1%	-61.90	69.24	-54.02	60.32
Salary Escalation rate by 1%	65.99	-60.52	57.90	-52.77
Attrition rate by 1%	-1.33	1.45	0.13	-0.13
Mortality rate by 10%	-0.08	-	-0.03	-

Note No. 40 DIVIDENDS MADE

(₹ in Lakhs)

Particulars	2023 - 2024	2022 - 2023
Final Dividend	367.02	287.69

In respect of the current year, the directors propose that a dividend of Rs.2.50 per share which is to be paid within stipulated time after declaration in the ensuing Annual General Meeting being held on September 14,2024 . This equity dividend is subject to approval by shareholders at the aforesaid meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all shareholders on the Register of Members on August 30,2024. The total estimated equity dividend to be paid is Rs..442.07 Lakhs

Note No. 41 COMMITMENTS AND CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	2023 - 2024	2022 - 2023
Towards Import Obligations under EPCG	2,153.52	686.71
Letter of Credit for import and purchase of Raw Materials	1,141.09	3,080.55
Obligation towards Bank Guarantee	328.16	394.03
Excise Protest Fund Liability reduced from CESTAT & Made an Appeal High Court of Madras	40.55	85.68

Note No. 42 DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(₹ in Lakhs)

Particulars	2023 - 2024	2022 - 2023
Trade Payables pertaining to dues to Micro and Small Enterprises (all are within agreed credit period and not due for payment) [Refer note 24]	874.50	223.43
The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year	376.74	-
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	0.79	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	6.91	
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and MediumEnterprises Development Act, 2006.	-	-

Note No. 43 CSR EXPENDITURE

(₹ in Lakhs)

Particulars	2023 - 2024	2022 - 2023
Gross amount required to be spent by the company during the year	71.00	56.70
Amount spent during the year	98.16	57.98

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

NOTE No. 44 FAIR VALUE MEASUREMENTS

i. Financial instruments by category

The carrying value of financial instruments by categories as at 31 March 2024 were as follows:

(₹ in Lakhs)

Particulars	Note	Amortised cost	FVTOCI	FVTPL	Total Carrying value	Total Fair value
Financial Assets						
Investments	6, 11	1,756.27	696.21	-	2,452.48	2,452.48
Trade Receivables	7, 12	33,152.00			33,152.00	33,152.00
Cash and Cash equivalents	13	132.03			132.03	132.03
Other bank balances	14	276.76			276.76	276.76
Loans	15	747.69			747.69	747.69
Other financial assets	8, 16	489.76			489.76	489.76
Financial Liabilities						
Borrowings	20, 23	30,786.93			30,786.93	30,786.93
Trade payables	24	10,089.70			10,089.70	10,089.70
Other financial liabilities	25	124.09			124.09	124.09

The carrying value of financial instruments by categories as at 31 March 2023 were as follows:

(₹ in Lakhs)

Particulars	Note	Amortised cost	FVTOCI	FVTPL	Total Carrying value	Total Fair value
Financial Assets						
Investments	6, 11	1,760.83	424.52	-	2,185.35	2,185.35
Trade Receivables	7, 12	28,497.32			28,497.32	28,497.32
Cash and Cash equivalents	13	603.08			603.08	603.08
Other bank balances	14	661.96			661.96	661.96
Loans	15	964.42			964.42	964.42
Other financial assets	8, 16	778.97			778.97	778.97
Financial Liabilities						
Borrowings	20, 23	27,718.00			27,718.00	27,718.00
Trade payables	24	10,957.54			10,957.54	10,957.54
Other financial liabilities	25	87.26			87.26	87.26

ii. Fair Value Hierarchy

The Company has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

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

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

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

Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2024

(₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Carrying value
Financial Assets					
At fair value through Other Comprehensive Income	11	696.21	-	-	696.21
Investments					
Investments - Non - current - Quoted	6	-	1,628.83	-	1,628.83
Investments - Non - current - Unquoted	6	-	-	127.44	127.44
Financial Liabilities					
At amortised costs					
Borrowings	20, 23	-	30,786.93	-	30,786.93

Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023

(₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Carrying value
Financial Assets					
At fair value through Other Comprehensive Income	11	424.52	-	-	424.52
Investments					
Investments - Non - current - Quoted	6	-	1,636.47	-	1,636.47
Investments - Non - current - Unquoted	6	-	-	124.36	124.36
Financial Liabilities					
At amortised costs					
Borrowings	20, 23	-	27,718.00	-	27,718.00

iii. Valuation technique used to determine fair value

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial

The investment included in Level 3 hierarchy have been valued at cost approach to arrive at the fair values.The cost of The estimated fair value amounts as at March 31, 2024 have been measured as at that date. As such, the fair values of There were no transfers between Level 1, Level 2 and Level 3 during the year.

NOTE No. 45 FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks.

The Company's activities expose it to credit risk, liquidity risk, market risk - interest rate risk and foreign currency risk. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts
Market risk Interest rate risk	Long-term borrowings at variable rates	Cash flow forecasting, Sensitivity analysis
Foreign Currency risk	Recognised financial assets and liabilities not denominated in functional currency	Cash flow forecasting, Sensitivity analysis

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The company's credit risk generally arises from Cash and cash equivalents, trade receivables, and other financial assets.

Credit Risk Management

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Assets Group	Description of category	Particulars	Provision for expected credit loss *
Low credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong	Nil	12 month expected credit loss/life time expected credit loss
High credit risk	Assets where there is a high probability of default.	Nil	12 month expected credit loss/life time expected credit loss/fully provided for

* Life time expected credit loss is provided for trade receivables.

Payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

Classification of Financial assets among risk categories:

(₹ in Lakhs)

Credit rating	Particulars	2023 - 2024	2022 - 2023
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	37,250.72	33,691.10
Moderate credit risk	Nil		-
High credit risk	Nil		-

The loss allowance for trade receivables using expected credit losses for different ageing periods as at 31 March 2024 are as follows:

(₹ in Lakhs)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
Gross Carrying Amount	20,896.67	8,863.03	3,449.16	33,208.86
Loss allowance provision	-	-	-56.86	-56.86
Net	20,896.67	8,863.03	3,392.30	33,152.00

The loss allowance for trade receivables using expected credit losses for different ageing periods as at 31st March 2023 are as follows:

(₹ in Lakhs)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
Gross Carrying Amount	19,782.12	6,522.91	2,315.71	28,620.74
Loss allowance provision	-	-	-123.42	-123.42
Net	19,782.12	6,522.91	2,192.29	28,497.32

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	123.42	99.34
Additions during the year	61.33	33.56
Amounts written off during the year	184.75	132.90
Amounts recovered during the year	127.89	9.48
Balance at the end of the year	56.86	123.42

Exposure to customers having more than 5% of outstanding in respect of Trade Receivables.

Particulars	March 31, 2024	March 31, 2023
SCHNEIDER	1,683.80	2,039.01
SALZER EXPORTS LTD	-	1,946.66
EUROPA COMPONANTS	-	1,665.35
TOTAL	**1,683.80**	**5,651.02**

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the business, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of Financial Liabilities as at 31 Mar 2024 are as follows:

Particulars	Less than 1 year	1-5 year	More than 5 year	Total
Borrowings	29,488.18	1,298.75	-	30,786.93
Trade Payables	10,089.70	-	-	10,089.70
Other financial Liabilities	124.09	-	-	124.09

Maturities of Financial Liabilities as at 31 Mar 2023 are as follows:

Particulars	Less than 1 year	1-5 year	More than 5 year	Total
Borrowings	26,939.94	778.06	-	27,718.00
Trade Payables	10,957.54	-	-	10,957.54
Other financial Liabilities	87.26	-	-	87.26

Market Risk

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Interest rate Risks

The Company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The borrowings are fixed rate borrowings and are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

The following table provide the break-up of the co. fixed and floating rate borrowing

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Fixed Rate Borrowings	-	-
Floating Rate	30,786.93	27,718.00
Total Borrowings	**30,786.93**	**27,718.00**

Interest Rate Sensitivity analysis:

The Sensitivity Analysis below have been determined based on the exposure to interest rate for Floating RateLiabilities,assuming the amount of the liability outstanding at the year end was outstanding for the whole year.

If interest rate had been 100 basis points higher/lower and all other variable were held constant, the company"s profit for the year ended 31.03.2024would decrease/increase by **Rs.307.87 Lacs**. (for the year ended31st March 2023: decrease /increase by **Rs.277.18L**acs.). This is mainly attributable to the Company"s exposure to interest rate on its variable rate borrowings.

Foreign Currency Risk

The Company's exposure to currency risk relates primarily to the Company's operating activities including anticipated sales & purchase and borrowings where the transactions are denominated in a currency other than the Company's functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at 31.03.2024 are as follows:

Particulars	US$	GPB	EURO
Financial Assets	73,71,465.82	4,17,997.05	2,87,070.16
Financial Liabilities	59,86,270.71	9,31,643.56	15,99,196.56
Net exposure	13,85,195.11	-5,13,646.51	-13,12,126.40

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at 31.03.2023 are as follows:

Particulars	US$	GPB	EURO
Financial Assets	54,26,354.15	6,42,532.93	5,31,231.85
Financial Liabilities	53,59,798.35	11,72,597.60	21,60,216.54
Net exposure	66,555.80	-5,30,064.67	-16,28,984.69

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variablesheld constant.

Particulars	Impact on profit before tax			
	March 31, 2024		March 31, 2023	
	0.5%	-0.5%	0.5%	-0.5%
USD	0.07	-0.07	-	-
GBP	-0.03	0.03	-0.03	0.03
EURO	-0.07	0.07	-0.08	0.08

NOTE No. 46 CAPITAL MANAGEMENT

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt).

Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

The following table summarizes the capital of the Company:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Non-Current Borrowings (Refer Note : 20)	1,298.75	778.06
Current Borrowings (Refer Note : 23)	29,488.18	26,939.94
Total Borrowings (a)	30,789.93	27,718.00
Cash and Cash equivalents (Refer Note : 13)	132.03	603.08
Other Bank Balances (Refer Note : 14)	276.76	661.96
Current Investments (Refer Note : 11)	693.06	422.80
Total Cash (b)	1,101.85	1,687.84
Net Debt (c) = (a)-(b)	29,685.08	26,030.16
Equity (Refer Note : 18)	1,738.27	1,618.27
Other Equity (Refer Note : 19)	44,868.41	38,671.12
Total Equity (d)	46,606.68	40,289.39
Total Capital (e) = (c)+(d)	76,291.76	66,319.55
Gearing Ratio = (c)/(e)	0.39	0.39

NOTE No. 47 RELATED PARTY DISCLOSURES

A) Related Party Relationships

Key Management Personnel

Mr. R Doraiswamy – Managing Director
Mr. D Rajesh Kumar – Joint Managing Director & CFO
Mr. P Ramachandran – Whole Time Director
Mr. K.M. Murugesan - Company Secretary

Non-Executive Directors & Independent Directors

Mr. Sharat Chandra Bhargava
Mrs. Priya Bhansali
Mr. N Rangachary - Chairman
Mr. N Jayabal
Mr. Nirmal Kumar M Chandria
Mr. V Sankaran
Mr. P K Shah

Non-Executive Directors & Non-Independent Directors

Dr. Thilagam Rajesh
Mr. Vishnu Rangaswamy

Subsidiary Companies

Kaycee Industries Limited
Salzer EV Infra Private Limited
Salzer Kostad EV Charges Private Limited

Post-employment benefit plans

Salzer Electronics Limited Employees Gratuity Trust

Other related Parties - Enterprises Owned or significantly influenced by Key Managerial Personnel or their relatives

Salzer Exports Limited
Salzer Spinners Limited
SRVE Industries
K R Health Care Private Limited
S R V E Industries Limited
K R Pharmacy
Quebec Information Services India Ltd
Switch & Socket

Trust under Common Control

Salzer Educational Medical Research Trust

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

B) Related Party Transactions

(₹ in Lakhs)

Particulars	Other Related Parties		Key Management Personnel		Subsidiary Company	
	March 31,2024	March 31,2023	March 31,2024	March 31,2023	March 31,2024	March 31,2023
Advance for purchase of fixed assets	24.50	-	-	-	-	-
Security Deposits	40.18	-	-	-	-	-
Purchase of goods	3.19	98.79	-	-	21.68	5.87
Sale of goods	4,161.57	3,781.67	-	-	1,852.06	1,776.99
Sale of Fixed Assets	-	-	-	-	1.68	5.19
Purchase of Fixed Assets	137.18	56.94	-	-	-	-
Rendering of Services	212.09	-	-	-	-	-
Receiving of Services	1,643.61	2.96	-	-	1.95	-
CSR spent through Trust	14.30	-	-	-	-	-
Voluntary Contribution to trust	4.71	4.95	-	-	-	-
Managerial remuneration	-	-	239.52	219.39	-	-
Director Sitting Fees	-	-	28.30	22.95	-	-
Equity Investments	-	-	-	-	59.00	39.75

NOTE No. 48 SEGMENT INFORMATION

The Company is engaged in manufacture of Electrical Insatllation Products which is considered to be the only reportable business segment as per Ind AS 108, 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment. The Company has widespread customer base and hence the Company does not have any concentration risk.

NOTE No. 49 KEY FINANCIAL RATIOS

Particulars	March 31, 2024	March 31, 2023	Variance %
Current Ratio	1.46:1	1.37:1	6.16
Debt-Equity Ratio	0.66:1	0.69:1	-4.35
Debt Service Coverage Ratio	9.29	9.18	1.20
Return on Equity Ratio	9.27	9.03	2.59
Inventory turnover ratio/Days	89	88	1.12
Trade Receivables turnover ratio,/Days	98	90	8.88
Trade payables turnover ratio/Days	43	39	9.30
Net capital turnover ratio,-Times	5.29	6.10	-15.31
Net profit ratio	3.80 %	3.59 %	0.21
Return on Capital employed	18.60 %	17.79 %	0.81
Return on Investmemt	9.53	3.53	6.00

Refer Page No. 184 for Key Financial ratios formula.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

NOTE No. 50 LEASES AS A LESSESS :

The Company, which entered into Lease Agreements with various Parties during the previous financial years for hiring the premises at different locations for manufacturing activities, has modified those agreement with the term of 11 Months with an option to extend further period with mutual consent of the parties to the agreement and the agreement has no clauses of controlling the let out of assets

During the financial year 2023-24, the Company has also taken out lease of Land and Buildings for Rent from two more parties and the Rental Agreements have been executed for a period of 11 months with an options for extending further periods with mutual consent of the parties . The Agreement don't have any clauses enabling the tenant to have control over the Property The Company does not have any lease within the purview of IND AS 116

Details of the properties taken on Rent :-

S. No.	Lesser and Address of the Property taken on Lease	Rent paid during the Year (in ₹)	Rent Advance (in ₹)	Tenancy Period
1.	**SALZER EDUCATIONAL MEDICAL RESEARCH TRUST**, SF,NO647/3A,3B&3D NO.2, Gudalure Village, Periyanaiackenpalayam, Coimbatore -641047	19,80,000	1,40,18,000	11 Months
2.	**MICRO SPINTEX P LTD**, S.F NO - 485, Mathampalayam,Coimbatore -641019	23,55,667	15,00,000	11 Months
3.	**MURUGESHAN.K.P,** S.F NO - 209H4 , Varatharaj.M Samichettipalayam, Coimbatore -641047	1,80,000	45,000	11 Months
4.	**SIVAPRAKASAM.A,** S.F NO -10/1 Thenral Nagar Samichettipalayam, Coimbatore -641047	90,170	30,000	11 Months
5.	**RANGAMMAL.M**, S.F NO - 209 H, Varatharaj.M Samichettipalayam, Coimbatore -641047	1,44,000	20,000	11 Months
6.	**MANORANJITHAM** W/o, Palaniswamy, S.F NO - 407/408 , HP Bunk Thottam, Vannankovil, Coimbatore -641047	4,72,320	3,00,000	11 Months
7.	**TAMIL SELVI.R,** S.F NO - 393, Samichettipalayam Coimbatore -641047	1,10,080	15,000	11 Months
8.	**SATHYABAMA. J**, S.F NO - 62/1 Samichettipalayam Coimbatore -641047	2,40,000	25,000	11 Months
9.	**MUMBAI OFFICE**	1,71,000	3,49,500	11 Months
10.	**MOHANRAJ. M** SF. No. 209,H-4 Varathraj Nagar, Coimbatore 641 047.	1,34,190	16,000	11 Months
11.	**SALZER SPINNERS LIMITED**, SF No 6/684,685 Chikkarampalayam, Annur Road, Karamadai Coimbatore - 641104	33,85,600	15,00,000	11 Months
12.	**LAKSHMI RING TRAVELLERS COIMBATORE PRIVATE LTD**, Athimugam Main Road,Moranapalli Village, Hosur, Krishnagiri 635109	61,41,935	25,00,000	11 Months
13.	**ANAND AND REVEENDERNATHA**, # 135, S.C Road , Seshadripuram Circle, Bangalore - 560020	90,504	65,580	11 Months
14.	**RANGARAJ. M** SF. No.209, H-4, Varadharaja Nagar, Coimbatore - 641 047.	77,680	6,000	11 Months
15.	**ARUNKKUMAR SPINNING MILL PRIVATE LIMITED** 570/2, Kariyampalayam Post.,Opp ; Annur Power House, Annur -641653	21,50,000	51,60,000	11 Months
16.	**SATYAM RAMDAS RAYKER & BABUSAHEP NANABUBU BENKAR**	6,20,800	Premises-Vacated During the Year	11 Months
	GRAND TOTAL	**1,83,43,946**	**2,55,50,080**	

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

NOTE No. 51 Other Notes

- The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013) , which are repayable on demand or without specifying any terms or period of repayments.
- No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company.
- The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March 2024.
- All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31st March 2024.
- The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- 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 beneficiary
- The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  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
- The Company has not operated in any crypto currency or Virtual Currency transactions
- During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.
- Previous year figures have also been reclassified, regrouped, recast to conform to current year classification.

In terms of our report attached

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

Coimbatore – 47
May 28, 2024

FORM NO. AOC-1

Statement containing salient features of the financial statement of subsidiaries / associate companies

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

Part A : Subsidiaries

(Information in respect of subsidiary to be presented with amounts) (₹ in Lakhs)

S. No.	Particulars	Kaycee Industries Limited	Salzer Kostad EV Charges Private Limited	Salzer EV Infra Private Limited	Salzer Emarch Electromobility Private Ltd**
1.	Date on which subsidiary was acquired	July 11,2019	December 28,2023	July 11,2021	Sep 02, 2021
2.	Reporting period	April 01,2023 to March 31, 2024			
3.	Reporting currency	INR	INR	INR	INR
4.	Share Capital	63.47	121.00	38.25	35.25
5.	Reserves & Surplus	2,319.66	-	-	-
6.	Total assets	3,469.80	122.41	38.68	53.18
7.	Total liabilities	1,086.67	1.41	0.43	17.93
8.	Investments	0.10	-	34.75	-
9.	Turnover	4,880.55	-	-	-
10.	Profit before taxation	594.64	-	-	-
11.	Provision for taxation	145.18	-	-	-
12.	Profit after taxation	449.46	-	-	-
13.	Proposed Dividend	100 %	-	-	-
14.	Extent of shareholding [In %] as at March 31,2024	73.51 %	66.12 %	100 %	98.58 %

a. Names of subsidiaries which are yet to commence operations : Salzer EV Infra Private Limited, Salzer Emarch Electromobility Private Ltd and Salzer Kostad EV Charges Private Limited

b. Names of subsidiaries which have been liquidated or sold during the year : NIL

c. **Salzer Emarch Electromobility Private Ltd is a step - down subsidiary through Salzer EV Infra Private Limited

For and on behalf of the Board

N RANGACHARY
Chairman
DIN :00054437

Date : May 28, 2024
Place : Coimbatore

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

"To
the Members of **SALZER ELCTRONICS LIMITED**
Report on the Consolidated Ind AS Financial Statements

Opinion

We have audited accompanying consolidated Ind AS financial statements of Salzer Electronics Limited **("the Company")** and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise of the Balance Sheet as at March 31, 2024, the Consolidated statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of changes in Equity and the Consolidated Cash Flows Statement for the year ended on that date, and notes to the Consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Ind AS Financial Statements:)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by The Companies Act, 2013 ("The Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2024, consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis of Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS 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 independent requirement that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Sr.No	Key Audit Matter	Auditor's Response
1.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" The application of this revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, this revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	**Principal Audit Procedures** We assessed the Group's process to identify the impact of adoption of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • It is observed that transaction price charged is exworks price and revenue is booked at the time of dispatch of the goods. • The above method followed by the Group is in line with the provisions of Ind AS 115-'Revenue from contracts with customers' **Conclusion:** We agree with the management's evaluation.

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr.No	Key Audit Matter	Auditor's Response
2.	Accuracy of revenues and onerous obligations in respect of fixed price contracts.	In the process of verifying the accuracy of recognition of revenues of fixed price contracts, we have undertaken the following audit approach • Understood, evaluated and tested the key controls over the recognition of revenue from fixed price contracts. We selected a sample of transactions and • Agreed the applied tariff to the respective terms in the contract. • Tested revenue calculations and agreed the revenue recognized to the underlying accounting records. **Conclusion:** We agree with the management's evaluation
3.	**Allowance for credit losses** The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future. We identified allowance for credit losses as a key audit matter because the Group exercises significant judgment in calculating the expected credit losses. Refer Note No: 47 to the Consolidated Ind AS financial statements	Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others: We tested the effectiveness of controls over the (1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions (2) completeness and accuracy of information used in the estimation of probability of default and (3) computation of the allowance for credit losses. For a sample of customers: We tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information. We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company. **Conclusion:** We agree with the management's evaluation
4.	**Assessment of carrying value of goodwill as per Ind AS 36 (Refer Note. 1 (vii) to the Consolidated financial Statements)** The Group has a goodwill balance of ₹ 773.41 Lakhs as at March 31, 2024 relating to the acquisition of subsidiary, which is considered as a Cash Generating Unit (CGU). For the year ended March 31, 2024, the Group performed an assessment of the carrying value of goodwill as required under Ind AS 36 by: • Calculating the recoverable amount for CGU using a discounted cash flow model (DCF model). • Comparing the recoverable amount of the respective carrying amount of assets and liabilities. The preparation of discounted cash flows requires assumptions for projections of cash flows for a specific period, typically for 5 years. A terminal	Our audit procedures in relation to assessment of carrying value of goodwill arising on consolidation of subsidiary company, included the following: • Understood and performed procedures to assess the design and test the operating effectiveness of relevant controls related to the annual evaluation on assessment of carrying value of goodwill. • Together with auditor's valuation experts, evaluated the assumptions and methodologies used in the DCF models, in particular those relating to the cash flow projections used, discount rates and terminal growth rates applied, by: a. Evaluating the reasonableness of the cash flow projections by comparing with the approved budgets, previous year performance and our knowledge and understanding of current business conditions.

Sr.No	Key Audit Matter	Auditor's Response
	growth rate is applied in determining the terminal value. We considered the carrying value of goodwill as a key audit matter, considering its significance to the consolidated financial statements, and where applicable, the Management judgement involved in estimating future cash flows, particularly with respect to factors such as discount rates, cash flow projections and terminal growth rates	b. Determining a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data, and comparing this range to the discount rates and terminal growth rates adopted by the Company. c. Performing sensitivity tests on the DCF Model by analysing the impact of using other possible growth rates and discount rates within a reasonable and foreseeable range. d. Tested the arithmetical accuracy of the calculations carried out by the Management. Based on above procedures performed, we found the management's assessment of carrying value of goodwill to be reasonable.

Other Matters

We have audited Salzer EV Infra Private Limited (Wholly Owned Subsidiary- Investment Vehicle). We did not audit the Financial Statements of Kaycee Industries Limited (Subsidiary), Salzer Kostad EV Charges Private Limited (Subsidiary) and Salzer Emarch Electromobility Private Limited (Step down Subsidiary through Salzer EV Infra Private Limited)

Salzer Kostad EV Charges Private Limited, Salzer EV Infra Private Limited and Salzer Emarch Electromobility Private Limited engaged in the Electric Vehicle space, did not commence any operations during the year

Subsidiaries include step-down subsidiary whose Ind AS financial statements reflect total assets of ₹. 3,684.07 Lakhs-as at 31st March, 2024, total turnover of ₹.4,943.60 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of Profit of ₹. 326.11 Lakhs for the year ended 31st March, 2024, as considered in the consolidated financial statements, in respect of the subsidiary, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Information other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board's report including Annexures to Boards Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or other information obtained during the course of our audit or otherwise appear to be materially misstated.

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

Responsibilities of Management and those charged with governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated changes in equity and Consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the

accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors are responsible for overseeing the Group's financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

A further description of the auditor's responsibilities for the audit of the consolidated Ind AS financial statements is included in Annexure "A". This description forms part of our auditor's report.

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 of the aforesaid consolidated Ind AS financial statements

   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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated statement of change in equity, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated Ind As financial statements,

   d) In our opinion, the aforesaid consolidated Ind AS 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 Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding company, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure B

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

      In our opinion and 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 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

      (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

      (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

      (iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed

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

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries 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 that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatements

(v) (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

(vi) Audit trail

Based on our examination, which included test checks, and that performed by the respective auditors of the group and associates and which are companies incorporated in India whose financial statements have been audited under the Act the Group and associates have used accounting software for maintaining books of account for the financial year ended 31st March 2024 which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing the procedures, we, and the respective auditors of such group and its associates, did not notice any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 , to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the company included in the Consolidated Financial Statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

In Terms Of Our Report Of Even Date

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28, 2024

B. JAYARAM
Partner
UDIN NO.: 24028346BKBOGK6737 Memb.No. 028346

ANNEXURE "A"

TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF SALZER ELECTRONICS LIMITED

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism through- out the audit. We also:-

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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

In Terms Of Our Report Of Even Date

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28,2024

B. JAYARAM
Partner
UDIN NO.: 24028346BKBOGK6737 Memb.No. 028346

ANNEXURE "B"

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON CONSOLIDATED IND AS FINANCIAL STATEMENTS OF M/s. SALZER ELECTRONICS LIMITED

Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report to the members of the Company on the Consolidated Ind AS Financial Statements for the year ended on 31st March, 2024).

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to the financial

statements of Salzer Electronics Limited (hereinafter referred to as "the Company"), the holding company and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

In Terms Of Our Report Of Even Date

For. **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

Place: Coimbatore
Date : May 28, 2024
UDIN NO.: 24028346BKBOGK6737

B. JAYARAM
Partner
Memb.No. 028346

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
1 Non-current Assets			
(a) Property, Plant and equipment	2	25,329.13	22,843.05
(b) Right of Use Assets	2	497.75	609.18
(c) Capital Work in progress	3	239.75	63.10
(d) Investment Property	4	0.77	0.77
(e) Goodwill	5	773.41	885.40
(f) Intangible Assets	5a	304.13	171.52
(g) Financial Assets i. Investments	6	12.45	91.44
ii. Trade Receivables	7	966.23	934.66
iii. Others	8	284.07	617.42
(h) Other Non-Current Assets	9	557.50	429.78
Total Non-Current Assets (1)		**28,965.19**	**26,646.32**
2 Current Assets			
(a) Inventories	10	29,348.64	27,380.10
(b) Financial Assets			
i. Investments	11	696.18	422.80
ii. Trade Receivables	12	33,350.59	28,726.52
iii. Cash and Cash Equivalents	13	324.93	727.92
iv. Other Bank balances	14	882.29	1,010.90
v. Loans	15	770.74	966.49
vi. Others	16	302.65	186.91
(c) Other Current Assets	17	4,678.32	3,459.49
Total Current Assets (2)		**70,354.34**	**62,881.13**
TOTAL ASSETS (1+2)		**99,319.54**	**89,527.45**
II. EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	18	1,738.27	1,618.27
(b) Other Equity	19	45,607.87	39,152.82
Equity attributable to the Owners of the Company		**47,346.15**	**40,771.09**
Non Controlling interest		694.49	554.60
Total Equity (1)		**48,040.64**	**41,325.69**
2 LIABILITIES			
(1) **Non-current Liabilities**			
(a) Financial Liabilities			
i. Borrowings	20	1,298.75	778.06
ii. Lease Liability	21	362.70	413.43
(b) Provisions	22	101.30	30.46
(c) Other Non Current Liabilities	23	26.45	25.07
(d) Deferred tax liabilities (net)	24	2,459.79	2,232.28
Total Non-current Liabilities (2)		**4,248.99**	**3,479.30**
(3) Current Liabilities			
(a) Financial Liabilities			
i. Borrowings	25	29,488.18	26,939.94
ii. Trade Payables			
a. Due to Micro Small & Medium Enterprises	26	1,340.22	336.03
b. Due to Others		9,031.72	10,865.24
iii. Others	27	180.36	136.70
(b) Other Current Liabilities	28	6,466.14	6,209.12
(c) Provisions	29	278.37	230.36
(d) Current Tax Liabilities (Net)	30	244.93	5.07
Total current Liabilities (3)		**47,029.91**	**44,722.46**
TOTAL EQUITY AND LIABILITIES (1+2+3)		**99,319.54**	**89,527.45**

Material accounting Policies - Note :1.The accompanying Notes are an integral part of the financial statements.

In terms of our report attached

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

May 28, 2024,
Coimbatore – 47

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I. INCOME			
Revenue From Operations	31	1,16,631.43	1,03,717.24
Other Income	32	194.76	170.10
Total Income		**1,16,826.19**	**1,03,887.34**
II EXPENSES			
Cost of materials consumed	33	88,846.68	82,694.88
Changes in inventories of finished goods and work-in-progress	34	-747.15	-1,978.92
Employee benefit expenses	35	4,664.28	3,936.54
Finance Cost	36	3,408.58	2,611.89
Depreciation and amortisation expense	37	2,011.22	1,660.37
Other expenses	38	12,169.67	9,474.56
TOTAL EXPENSES		**1,10,353.28**	**98,399.32**
III PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		**6,472.91**	**5,488.02**
Exceptional items a. Prior Period Items		-	-1.52
IV PROFIT BEFORE TAX		**6,472.91**	**5,489.54**
Tax Expense	39	1,766.35	1,527.68
V PROFIT AFTER TAX		**4,706.56**	**3,961.86**
a. Attributable to Owners of the Company (Holding Co)		4,587.50	3,870.50
b. Attributable to Non-controlling Interest		119.06	91.36
VI OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
a. Re-measurement of post employment benefit obligations		-79.80	-24.33
b. Change in fair value of FVOCI equity instruments		177.42	6.44
c. Income Tax expenses on above		-35.37	4.50
VII TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		**62.25**	**-13.39**
VIII TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**4,768.81**	**3,948.47**
a. Attributable to Owners of the Company (Holding Co)		4,651.30	3,860.16
b. Attributable to Non-controlling Interest		117.51	88.31
IX EARNINGS PER SHARE	40		
- Basic and Diluted Before exceptional items (in ₹)		27.38	24.21
- Basic and Diluted after exceptional items (in ₹)		25.94	21.90

Material accounting Policies - Note :1.The accompanying Notes are an integral part of the financial statements.

In terms of our report attached

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

May 28, 2024
Coimbatore – 47

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars		Year ended March 31, 2024		Year ended March 31, 2023	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit/(Loss) after tax		4,706.56		3,961.86
	Adjustments for:				
	Tax expenses	1,766.35		1,527.68	
	Depreciation and Amortisation	2,011.22		1,660.37	
	Interest Income	-58.16		-57.01	
	Finance Costs	3,408.58		2,611.89	
	(Gain)/Loss on Foreign Exchange Fluctuations (Net)	-32.77		7.51	
	Dividend Income	-4.79		-3.72	
	(Profit)/Loss on Sale of Investments	-3.31		10.99	
	(Profit)/Loss on Sale of Fixed Assets	-1.65		-0.25	
	Impairment of Goodwill	55.46		43.82	
	Other Non-operating Income	-38.50	7,102.43	-69.90	5,731.38
	Operating Profit before working capital changes		**11,808.99**		**9,693.24**
	Adjusted for working capital changes				
	Inventories	-1,968.55		-4,681.94	
	Trade and Other receivables	-5,588.83		-6,888.70	
	Trade and Other Payables	-836.39		3,237.23	
	Other Liabilities	296.05	-8,097.72	2,159.69	-6,173.72
	Cash Generated from Operations		**3,711.27**		**3,519.52**
	Direct Taxes Paid		-1,334.33		-1,252.24
	Net Cash Flow from Operating Activities .....A		**2,376.94**		**2,267.28**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Investment in Fixed Assets-Net	-4,158.48		-3,728.49	
	Increase/ Decrease in Capital Work in Progress	-176.66		-52.08	
	Non-operating Income	38.50		69.90	
	Profit/ (Loss) on Sale of Investments	3.31		-10.74	
	Sale/(Investment) in Mutual Funds and Equitites (Net)	-97.38		-112.74	
	Proceeds from Sale of Investments including subsidiaries	96.96		-	
	Profit/ (Loss) on Sale of Fixed assets	1.65			
	Purchase / Sale of Investments	-		49.29	
	Post Acquisition Profit from Subsidiary	-		238.93	
	Dividend Received	4.79		3.72	
	Interest Received	58.16		57.01	
	Net Cash Used in Investing Activities .....B		**-4,589.15**		**-3,485.20**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Short Term Borrowings	2,548.24		2,937.02	
	Money received against share warrants	2,297.57		1,810.32	
	Other Non Current assets	-		-9.42	
	Long Term Borrowings -Receipts	520.69		-	
	Increase/(Repayment) of non current liabilities	1.38		-48.66	
	Interest and finance Charges	-3,408.58		-2,611.89	
	Gain/(Loss) on Foreign Exchange Fluctuations (Net)	32.77		-7.51	
	Dividend and dividend tax paid	-376.97		-287.69	
	Net Cash Generated from Financing Activities C		**1,615.10**		**1,782.17**
	Net Increase in Cash and Cash Equivalents .....A+B+C		**-597.11**		**564.25**
	ADD: Upon addition of new Subsidiary		**65.60**		**-**
	ADD: Opening Cash and Cash Equivalents		1,738.83		1,174.58
	Closing Cash balance		**1,207.22**		**1,738.83**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard (Ind As) 7- Statement of Cash Flows.

Material accounting Policies - Note :1.The accompanying Notes are an integral part of the financial statements.

In terms of our report attached

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
Memb.No. 028346

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

May 28, 2024,
Coimbatore – 47

A) EQUITY SHARE CAPITAL

Particulars	As at 31-03-2024	As at 31-03-2023
Balance at the beginning of the year	**1,618.27**	**1,598.27**
Changes in equity share capital during the year	**120.00**	**20.00**
Balance at the end of the year	**1,738.27**	**1,618.27**

B) OTHER EQUITY

Particulars	Reservea and Surplus							Total Equity
	Share application money pending allotment	Money Received Against Share Warrants	Capital Reserve	Securities Premium Reserve	Genneral Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 31/03/2023	-	1,253.32	80.67	13,167.14	2,108.46	22,395.22	148.00	**39,182.81**
Profit for the year ended 31/03/2024	-	-	-	-	-	4,587.50	-	**4,587.50**
- Other Comprehensive income:	-	-	-	-	-	166.13	-102.33	**63.80**
Transfer to other reserves (if any)	-	-	-	-	250.00	-250.00	-	**-**
Appropriations (if any)	-	-	-	-	-	-	-	**-**
Options exercised, pending allotment of shares	-	2,297.57	-	-	-	-	-	**2,297.57**
Allotment of shares	-	-3,342.00	-	3,222.00	-	-	-	**-120.00**
Dividend paid	-	-	-	-	-	-367.02	-	**-367.02**
Adjustment due to reduction of interest in Subsidiary	-	-	-	-	-	-	-	**-6.78**
Balance as at 31/03/2024	-	**208.98**	**80.67**	**16,389.14**	**2,358.46**	**26,525.05**	**45.67**	**45,607.87**

The accompanying Notes are an integral part of the financial statements

In Terms Of Our Report Of Even Date

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

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Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

Coimbatore – 47
May 28, 2024

A) EQUITY SHARE CAPITAL

Particulars	As at 31-03-2023	As at 31-03-2022
Balance at the beginning of the year	**1,598.27**	**1,598.27**
Changes in equity share capital during the year	**20.00**	**-**
Balance at the end of the year	**1,618.27**	**1,598.27**

B) OTHER EQUITY

Particulars	Reservea and Surplus							Total Equity
	Share application money pending allotment	Money Received Against Share Warrants	Capital Reserve	Securities Premium Reserve	Genneral Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 31/03/2022	-	-	80.67	12,630.14	2,058.46	18,857.79	163.94	**33,791.00**
Profit for the year ended 31/03/2023	-	-	-	-	-	3,875.12	-	**3,875.12**
- Other Comprehensive income:	-	-	-	-	-	-	-15.94	**-15.94**
Transfer to other reserves (if any)	-	-	-	-	50.00	-50.00	-	**-**
Appropriations (if any)	-	-	-	-	-	-	-	**-**
Options exercised, pending allotment of shares	-	1,810.32	-	-	-	-	-	**1,810.32**
Allotment of shares	-	-557.00	-	537.00	-	-	-	**-20.00**
Dividend paid	-	-	-	-	-	-287.69	-	**-287.69**
Balance as at 31/03/2023	-	**1,253.32**	**80.67**	**13,167.14**	**2,108.46**	**22,395.22**	**148.00**	**39,152.81**

The accompanying Notes are an integral part of the financial statements

In Terms Of Our Report Of Even Date

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

B. JAYARAM
Partner
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K.M. MURUGESAN
Company Secretary
(Memb. No.25953)

Coimbatore – 47
May 28, 2024

CONSOLIDATED MATERIAL ACCOUNTING POLICIES
FOR THE YEAR ENDED MARCH 31, 2024

Material Accounting Policies

Note No. 1

i. Corporate Information:

Salzer Electronics Limited, incorporated in January 1985 under the provisions of Companies Act, 1956. The Group is engaged in manufacture of Electrical Installation Products and Components viz., CAM Operated Rotary switches, Selector Switches, Wiring Ducts, Voltmeter Switches, copper wires and cables and allied products addressing customers in the electrical equipment, power, medical equipment, automotive as well as renewable and uninterrupted power system spaces, in a single and unified segment. The Parent Company is listed in Bombay Stock Exchange Limited and National Stock Exchange of India Limited and Subsidiary Company is listed in Bombay Stock Exchange Limited only.

ii. General Information and Statement of Compliance with IND AS

These Consolidated financial statements ('financial statements') of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented.

These financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Group's Board of Directors on May 28, 2024.

iii. Basis of Preparation:

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India.

The Financial Statements have been prepared and presented on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as on the exchange 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on the basis stated above.In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

iv. Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

a. Subsidiaries

Subsidiaries are entities over which the Group has control. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted as equity transactions. The carrying amount of the Company'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 recognised directly in equity and attributed to owners of the Company. In case of loss of control of a subsidiary, any excess of fair value of consideration received over carrying amount of the assets (including any goodwill) and liabilities of the subsidiary, is recognised as gain or loss in consolidated statement of profit and loss. Additionally components of Other Comprehensive

Income of subsidiaries are reclassified to consolidated statement of profit and loss or transferred directly to retained earnings. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. These financial statements are prepared by applying uniform accounting policies in use at the Group.

The consolidated Ind AS financial statements of the Group include subsidiary which are incorporated in India in the table below

Name of the Entity	% of Holding	Reporting Date
Kaycee industries Ltd *Subsidiary Company*	73.51%	31.03.2024
Salzer EV Infra Pvt Ltd *Wholly Owned Subsidiary Co*	100%	31.03.2024
Salzer Kostad EV Charges Pvt Ltd *Subsidiary Company*	66.12%	31.03.2024
Salzer Emarch Electromobility Pvt Ltd *Step down Subsidiary Company*	98.58%	31.03.2024

b. Associates

Associates are all entities over which the group has significant influence but not control or joint control. (This is generally the case where the group holds between 20% and 50% of the voting rights). Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

The carrying amount of equity accounted in investments are tested for impairment.

v) Use of Estimates:

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Group to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these

Financial statements have been disclosed separately under the heading "Significant accounting Judgements, estimates and assumption".

vi. Current versus non-current classification

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

An asset is classified as current, when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- It is 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 classified as 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 entity classifies all other liabilities as non-current.

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

vii. Foreign currency transactions

Functional and presentation currency

The financial statements are presented in Indian Rupee which is also the functional and presentation currency of the Company. All amounts have been rounded-off to the nearest rupee.

(a) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS (Contd.)

(b) Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

(c) Forward Contract

Premium/ Discount in respect of Forward Contract are amortized as expense/income over the period of contract. Exchange differences arising on forward contracts between the exchange rate on the date of transaction and the exchange rate prevailing at the year end is recognized in the Statement of Profit and Loss.

viii) Property, Plant and Equipment:

Property, Plant and Equipment (PPE) is recognized when the cost of an asset can be reliably measured and it is probable that the entity will obtain future economic benefits from the asset.

Property, plant and equipment are stated at historical cost net of indirect taxes, including appropriate direct and allocated expenses less accumulated depreciation and impairment losses, if any. Increase/Decrease in rupee liability in respect of foreign currency liability related to acquisition of fixed assets is recognised as expense or income in the Statement of Profit and Loss. Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Property, plant and equipment represent a significant proportion of the asset base of the group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.

PPE is measured initially at cost. Cost includes the fair value of the consideration given to acquire the asset (net of discounts and rebates) and any directly attributable cost of bringing the asset to working condition for its intended use (inclusive of import duties and non-refundable purchase taxes). Subsequent expenditure relates to an item of PPE is capitalised if it meets the recognition criteria.

On the date of transition to Ind AS, barring Land which has been valued at Fair value, all other items of assets have been valued as per their 'deemed cost' in accordance with Ind AS 101.

Foreign exchange gain/loss arising on foreign currency denominated borrowing which are not hedged that were incurred to acquire PPE are recorded in the cost of the asset as per Ind AS 101 Para D13AA and Ind AS 21 Para 7A and depreciated over their remaining useful life. In respect of exchange gain/loss arising from foreign currency denominated borrowings which are hedged, accounting has been done based on hedge effectiveness either as derivate/cash flow hedge as per Ind AS 109.

Depreciation:

The depreciable amount of PPE (being the Gross carrying value less the estimated residual value) is depreciated on a systematic basis over its useful life.

In respect of certain classes of PPE, the Group uses different useful life other than those prescribed in Schedule II to the Act. The useful life of such class of PPE has been ascertained based on technical review by a Chartered Engineer and assessment by the management as detailed in the following table:

Class of Assets	Useful Lives
Buildings	30 Years
Plant and Machinery	15 Years
Windmill	22 Years
Electrical Machinery solar	30 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years/6 Years (subsidiary)
Leasehold Buildings	7 Years
Office Equipments	5 Years
Electrical Fittings	10 Years

An item of property ,plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

xi) Investment property:

Investment property is a property, being a land or a building or part of a building or both, held by the owner or by the lessee under a finance lease, to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business Investment properties (if any), are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

x) Intangible assets and amortization:

An intangible asset is an identifiable non-monetary asset without physical substance.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

The Group has used the following useful lives to amortise its intangible assets:

Class of Assets	Useful Lives
Computer software	3 Years
Internally Generated Intangible assets	3 Years
Computer Servers	6 Years

xi. Research and Development Expenditure:

Research & Development expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. However, expenditure incurred at development phase, where it is reasonably certain that outcome of research will be commercially exploited to yield economic benefits to the Company, is considered as Property, plant and equipment or Intangible Asset and depreciated in accordance with the policies stated above.

xii. Impairment of Non Financial assets

The Group periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash- generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognized.

xiii) Inventories:

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

Cost includes all applicable costs incurred in bringing the properties to their present location and condition.

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

Cost of raw materials including consumables and stores & spares are determined on FIFO (First In First Out) Basis.

Cost of work-in-progress is valued at cost of materials and labor together with relevant factory overheads. The cost of work-in progress is determined on the basis of weighted average method.

The finished goods are valued at cost inclusive of excise duty (or) net realizable value whichever is less.

xiv) Financial instruments:

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

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS (Contd.)

1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments (other than investments in subsidiaries and joint ventures):

All equity investments within the scope of Ind AS 109,' Financial Instruments', are measured at fair value either through statement of profit and loss or other comprehensive income. The Group makes an irrevocable election to present in OCI the subsequent changes in the fair value on an instrument-by-instrument basis. The classification is made on initial recognition.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in the OCI. Any gains or losses on de-recognition is recognized in the OCI and are not recycled to the statement of profit or loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition of Financial Assets:

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full

without material delay to a third party under a ' pass - through ' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Investment in Subsidiaries, Associates and Joint ventures:

The Group's investment in equity instruments of Subsidiaries, is accounted for at cost as per Ind AS 27**.**

2. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss**.**

b. Trade and other payables

These amounts represent liabilities for goods or services provided to the Group which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

c. Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognized in the profit or loss.

d. De-recognition of Financial Liabilities:

A financial liability is de-recognized 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 de-recognition 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 or loss.

3. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously**.**

4. Compound Financial Instruments:

A financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and is subsequently measured at amortized cost. The residual value is recognized as equity component of other financial instrument and is not re-measured after initial recognition.

The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognized directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortized using effective interest method.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS (Contd.)

xv) Impairment of Financial assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

xvi) Fair value measurement:

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

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

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

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

xvii) Revenue Recognition:

a. Revenue from sale of goods and services:

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers**.**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer, which is mainly upon delivery, the amount of revenue can be measured reliably and the recovery of consideration is probable. Revenue from the sale of goods includes excise and other duties which the Group pays as a principal but excludes amounts collected on behalf of third parties, such as goods and service tax (GST) and value added tax, as applicable.

Export Benefits are recognized as revenue when the right to receive credit as per the terms of the entitlement is established in respect of exports made.

Revenue from services is recognised in the periods in which the services are rendered**.**

b. Revenue from Projects

Revenue from fixed Price Contracts, where the performance obligation is satisfied over the period of time and where there is no un-certainty as to measurement or collectability of consideration is recognized as per the percentage of completion method in accordance with the IND AS 115. Under the percentage of completion method, revenue is recognised in proportion that the contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. The amount recognised is net of goods and service tax (GST), service tax and other amounts collected from the customer in the capacity of an agent, as applicable. In cases where the total project cost is estimated to exceed the total estimated revenue from a project, the loss is recognised immediately.

Contract costs include the estimated material costs, installation costs and other directly attributable costs of the project.

Contract revenues represent the aggregate amounts of fair value of sale price for agreements entered into and are accrued based on the percentage that the actual construction costs incurred until the reporting date bears to the total estimated construction costs to completion.

The estimates for contract costs are reviewed by the management periodically and the cumulative effect of the changes in these estimates, if any, are recognized in the period in which these changes may be reliably measured..

c. Dividend :

Income from dividends are recognized when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors

d. Interest Income:

Interest income, including income arising from other financial instruments, is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

a. Other Operating Revenue:

Other Operating revenue comprises income from ancillary activities incidental to the operations of the Group and are recognized when the right to receive the income is established as per the terms of the contract.

xviii) Leases:

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Assets acquired under lease where the Group has substantially all the risks and rewards of ownership are classified as finance lease. Such lease is capitalized at the inception of the lease at lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

xix) Employee benefits

1. Short Term and other long term employee benefits:

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Compensated leave absences are encashed by employees at year end and no carry forward of leave is permitted as per the leave policy.

2. Post-Employment Benefits

a. Defined Contribution Plans

A defined contribution plan is a post- employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and Superannuation Fund. The Group's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS (Contd.)

b. Defined Benefit Plans

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in OCI in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment.

xx) Share Based Payments Arrangements

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

xxi) Borrowing costs:

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/ sale. All other borrowing costs are charged to statement of profit and loss.

xxii) Provisions:

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provision for warranty:

Provision for expected cost of warranty obligations are recognized based on management's best estimate of the expenditure required to settle the obligations which takes into account the empirical data on the nature, frequency and average cost of warranty claims and regarding possible future incidents.

xxiii) Contingent liabilities and Contingent Assets:

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

Contingent Assets are not recognized but are disclosed when the inflow of economic benefits are probable.

xxiv) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and consolidation of shares if any.

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

xxv) Taxes on Income:

Tax expense comprises of current and deferred tax.

a. Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income / equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax

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

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

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

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

Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

xxvi) Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Business Combination under common control

Common control business combination includes transaction, such as transfer of subsidiaries or business, between entities within a Group. Business combinations involving entities or business under common control are accounted for using the pooling of interest method. Under pooling of interest, the assets and liabilities of the combining entities are reflected at their carrying amount, the only adjustment that are made are to harmonise accounting policies.

The financial information in the financial statement in respect of prior period are restated as if the business combination had occurred from the beginning of the preceding period in the financial statement, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The differences, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other asset and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

xxvii) Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Executive Officer (CEO), who is the Chief Operating Decision Maker (CODM), to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided.

The Company is primarily engaged in manufacturing of wide range of electrical installation products including devices for energy efficiencies services which all fall under One segment by name Electrical Installation Products for any reporting requirements.

Significant accounting Judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Group's accounting policies

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS (Contd.)

a) Recognition of deferred tax assets:

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Revenue recognition, contract costs:

The Group uses the percentage of completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred to the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

c) Provision and contingent liability:

On an on-going basis, the Group reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements.

d) Useful lives of depreciable assets:

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2024 management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is no significant change in the useful lives as compared to previous year**.**

e) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

f) Defined benefit obligation:

Management's estimate of the Defined Benefit obligation is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the obligation amount and the annual defined benefit expenses.

g) Fair value measurements:

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Note No. 2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Leasedhold Building	Building	Plant & Equipment	Furniture & Fixtures	Electrical Machinery Solar	Vehic-les	Wind-mill	Comp-uters	Office Equip-ments	Electri cal Fittings	Total
Deemed Cost												
As at March 31, 2023	**2,973.36**	**690.72**	**4,103.60**	**30,255.41**	**1,224.40**	**313.47**	**204.26**	**652.30**	**65.95**	**39.15**	**12.10**	**40,534.72**
Additions	-	-	157.70	3,840.21	239.77	107.99	19.29	-	3.89	7.40	5.08	4,381.32
Disposal	-	46.02	0.52	3.33	-	-	-	-	26.18	-	-	76.05
As at March 31, 2024	**2,973.36**	**644.70**	**4,260.78**	**34,092.29**	**1,464.17**	**421.46**	**223.55**	**652.30**	**43.66**	**46.55**	**17.18**	**44,839.99**
Accumulated Depreciation												
As at March 31, 2023	-	**81.54**	**1,043.59**	**14,271.11**	**770.63**	**120.13**	**134.96**	**561.76**	**59.93**	**33.51**	**5.33**	**17,082.49**
Additions	-	72.12	142.04	1,604.58	93.67	19.52	14.62	8.88	4.21	3.54	1.41	1,964.59
Disposal	-	6.71	0.52	0.55	-	-	-	-	26.18	-	-	33.96
As at March 31, 2024	-	**146.95**	**1,185.11**	**15,875.14**	**864.30**	**139.65**	**149.58**	**570.64**	**37.96**	**37.05**	**6.74**	**19,013.11**
Net Carrying amount												
As at March 31, 2023	**2,973.36**	**609.18**	**3,060.01**	**15,984.29**	**453.77**	**193.34**	**69.30**	**90.54**	**6.02**	**5.64**	**6.77**	**23,452.23**
As at March 31, 2024	**2,973.36**	**497.75**	**3,075.67**	**18,217.15**	**599.87**	**281.80**	**73.97**	**81.66**	**5.70**	**9.50**	**10.44**	**25,826.88**

Details of properties pledged as security - Refer Note No. 20

Note No. 3 CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Work in Progress	239.75	63.10
Total	**239.75**	**63.10**

Capital-Work-in Progress (CWIP) as on 31.03.2024

(₹ in Lakhs)

CWIP	AMOUNT IN C.W.I.P AS ON 31.03.2024				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	239.75	-	-	-	239.75
Previous Year	63.10	-	-	-	63.10
Projects temporarily suspended	-	-	-	-	-

Capital-Work-in Progress (CWIP) as on 31.03.2023

(₹ in Lakhs)

CWIP	AMOUNT IN C.W.I.P AS ON 31.03.2023				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	63.10	-	-	-	63.10
Previous Year	77.70	-	-	-	77.70
Projects temporarily suspended	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 4 INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Freehold Land	0.77	0.77
Total	**0.77**	**0.77**

Note No. 5 GOOD WILL

(₹ in Lakhs)

Particulars		As at March 31, 2024	As at March 31, 2023
Goodwill	Opening Balance	885.40	929.22
	Add: Additions during the year	-	-
	Less: Deductions/ Adjustments during the year	56.52	-0.67
	Less: Amortization for the year	55.46	44.49
	Closing Balance	**773.41**	**885.40**

Note No. 5a INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars		As at March 31, 2024	As at March 31, 2023
Software	Opening Balance	171.52	151.59
	Add: Additions during the year	89.24	52.08
	Less: Deductions/ Adjustments during the year	-	-
	Less: Amortization for the year	44.85	32.15
	Closing Balance	**215.91**	**171.52**
Designs	Opening Balance	-	-
	Add: Additions during the year	90.00	-
	Less: Deductions/ Adjustments during the year	-	-
	Less: Amortization for the year	1.78	-
	Closing Balance	**88.22**	**-**
	Total	**304.13**	**171.52**

Note No. 6 NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
INVESTMENTS IN EQUITY INSTRUMENTS	**No.**	**Amount**	**No.**	**Amount**
A) Measured at Fair value through Other Comprehensive Income				
Quoted equity shares, fully paid up.				
Bank of India. (Equity Shares of ₹ 10/- each) (31.03.2024 - Rs.137/- 31.03.2023 -Rs.74.85)	2300	3.15	2300	1.72
Total		**3.15**		**1.72**
B) Measured at Cost				
Un Quoted equity shares, fully paid up				
(a) Salzer Technologies Ltd. (Face Value of ₹ 10/- each)	83,250	8.33	83,250	8.33
(b) Salzer Spinners Ltd, (Valued at of ₹ 3/- each)	-	-	18,65,500	55.97
(c) Jayachandar Windfarm Pvt Ltd, (Face Value of ₹ 10/- each)	8,710	0.87	8,210	0.82
(d) Saraswat Bank (10000 Shares of ₹ 1/- Each	10,000	0.10	10,000	0.10
(e) Salzer Kostad EV Chargs P Ltd (Face Value of ₹ 10/- each) (Associate Entity*)	-	-	2,45,000	24.50
Total		**9.30**		**89.72**
GRAND TOTAL		**12.45**		**91.44**

* Salzer Kostad EV Charges has become subsidiary in FY24

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
	Amount	Amount
Aggregate value of quoted investments	3.15	1.72
Market value of quoted investments	3.15	1.72
Aggregate value of unquoted investments	9.30	89.72

Note No. 7 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2024
Unsecured, considered good	966.23	934.66
Doubtful	-	-
Sub Total	**966.23**	**934.66**
Less: Allowance for expected credit losses (Refer Note No. 47)	-	-
Total	**966.23**	**934.66**

Trade Receivables ageing schedule for the year ended as on 31.03.2024

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 Months	6 Months-1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
Undisputed trade receivables-considered good	-	418.78	505.84	41.61	-	966.23
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-
TOTAL	-	-	**924.62**	**41.61**	-	**966.23**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Trade Receivables ageing schedule for the year ended as on 31.03.2023

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 Months	6 Months-1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
Undisputed trade receivables-considered good	-	-	517.39	417.27	-	934.66
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtful	-	-	-	-	-	-
TOTAL	-	-	**517.39**	**417.27**	-	**934.66**

Note No. 8 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Assets at amortized cost		
Security Deposits	192.08	173.28
Net Investment in Lease	34.04	-
Other Preliminary & Pre-Operative Expenses	57.95	25.36
Unbilled Revenue	-	418.78*
Sub Total	**284.07**	**617.42**
Less: Allowance for Expected credit Loss (Refer Note No. 47)	-	-
Total	**284.07**	**617.42**

* Unbilled revenue represents revenue from projects in respect of performance obligations completed in accordance with IndAS115 but customers are yet to be billed pending receipt of certification from independednt agency.

Note No. 9 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Net Assets in Pakistan Unit (Considered Doubtful)	8.76	8.76
Less: Provision for above	-8.76	-8.76
Advance for capital expenses	530.60	393.95
Sundry Deposits	3.61	14.11
Lease Deposits	23.29	21.72
Total	**557.50**	**429.78**

Note No. 10 INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Material (including goods in transit)	12,361.50	11,233.69
Packing Materials	310.79	227.33
Trading Materials	175.86	165.71
Work in progress	11,961.45	11,695.22
Finished Goods	4,539.05	4,058.13
Total	**29,348.64**	**27,380.10**

Note No. 11 CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No.	Amount	No.	Amount
INVESTMENTS				
Measured at Fair value through OCI				
(i) In Mutual Funds, quoted				
Aditya Birla Frontline Equity Fund Growth	9.466	42.85	7,807	26.40
Aditya Birla Sun Life Flexi Cap Fund - Growth	2.456	36.71	2,071	22.55
Aditya Birla Sun Life Flexi Cap Fund - Idcw Payout	13,541	15,59	13,541	15,59
Bandhan Sterling Value Fund - Systm Trans -Growth	18,336	24.20	-	-
Bandhan Sterling Value Fund Idcw Growth - System Transactions	71,464	27.06	-	-
Bandhan Sterling Value Fund- Lump Sum - Growth	3,569	27.06	-	-
Canara Rebeco Equity Hybrid Fund	-	-	3,009	7.33
Hdfc Top 100 Fund Growth	3,869	39.73	3,238	23.86
Hdfc Top 100 Fund Regular Plan Growth - Lump Sum	697	7.16	549	4.05
Icici Prudential Discovery Fund Growth	5,696	22.47	4,907	13.43
Icici Prudential Flexicap Fund - Growth	2,51,456	40.58	1,84,782	20.58
Icici Prudential Midcap Fund - Growth	17,419	41.87	12,655	19.93
Idfc Sterling Fund - Growth	-	-	12,819	11.70
Idfc Sterling Fund Growth - Regular Plan - Lump Sum	-	-	3,569	3.26
Idfc Sterling Value Fund - Idcw Regular Plan	-	-	71,464	21.31
Kotak Emerging Equity Fund Regular Plan Growth	8,887	9.11	6,949	5.16
Kotak Emerging Equity Fund Regular Plan Growth - System Trans	29,801	30.54	20,598	15.30
Kotak Flexicap Fund - Idcw - Regular Plan - Lump Sum	6,123	4.37	4,712	2.50
Kotak Flexicap Fund - Idcw - Regular Plan-Sysm Transactions	61,710	26.62	61,710	19.76
Kotak Flexicap Fund Regular Growth-Sysm Transactions	45,469	3248	38,844	20.59
Nippon India Large Cap Fund	87,373	21.92	87,373	16.69
Nippon India Large Cap Fund Growth	47,027	36.77	39,432	21.29
Nippon India Multi Cap Fund - Growth	17,446	42.67	13,842	22.55
Pgim India Flexi Cap Fund Regular Plan Growth	1,10,614	34.54	79,167	19.48
State Bank Of India Mutual Fund	61,288	50.58	61,288	35.75
State Bank Of India Flexicap Fund - Regular Plan Growth	37,250	35.93	26,746	19.73
State Bank Of India Magnum Midcap Fund Growth	12,375	24.99	10,669	15.23
Sundaram Mid Cap Fund Regular Growth	3,127	34.36	2,535	18.09
Mutual Funds Measured at Fair Value through Profit and Loss Account				
Icici Prudential Multi Asset Fund - Growth	490	3.12	-	-
Total	**9,29,078**	**696.18**	**7,76,405**	**422.80**
Aggregate value of investments		696.18		422.80
Market value of investments		**696.18**		**422.80**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 12 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	33,347.40	28,721.60
Doubtful	68.92	132.84
Sub Total	**33,416.32**	**28,854.44**
Less: Allowance for expected credit losses (Refer Note No. 47)	65.72	127.92
Total	**33,350.59**	**28,726.52**

Trade Receivables ageing schedule for the year ended as on 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					TOTAL
	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables-considered good	30,876.59	2,060.74	230.98	114.27	64.82	33,347.40
Undisputed trade receivables-considered doubtful	-	25.58	-	-	-	25.88
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtfull	-	-	33.11	2.27	7.66	43.04
TOTAL	**30,879.59**	**2,086.62**	**264.09**	**116.54**	**72.48**	**33,416.32**

* **Includes Trade Receivable under Current and Non-Current Receivable**

Trade Receivables ageing schedule for the year ended as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					TOTAL
	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables-considered good	27,395.89	836.94	370.28	25.92	92.57	28,721.60
Undisputed trade receivables-considered doubtful	-	14.18	3.84	-	-	18.02
Disputed trade receivables-considered good	-	-	-	-	-	-
Disputed trade receivables-considered doubtfull	0.58	2.30	13.46	0.22	98.26	114.82
TOTAL	**27,396.47**	**853.42**	**387.58**	**26.14**	**190.83**	**28,854.44**

Note No. 13 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
- In Current Accounts	241.12	378.76
Deposits(with original maturity of 3 months or less)	72.11	337.06
Cash on hand	11.70	12.10
Total	**324.93**	**727.92**

Note No. 14 OTHER BANK BALANCES

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
Earmarked Balances		
- In Unpaid / Unclaimed Dividend Accounts	24.65	26.56
- In Margin money and Bank Guarantee	51.00	431.99
Others		
- Deposit (with original maturity of more than 3 months)	806.64	552.35
Total	**882.29**	**1,010.90**

Note No. 15 LOANS

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Loans and Advances to employees	137.79	166.29
Loans-Others	632.94	800.20
Total	**770.74**	**966.49**

Note No. 16 OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Assets at amortized cost		
Net Investment in Lease	4.97	-
Security Deposits	255.50	144.21
Windmill Income receivable	0.05	0.20
Energy Saver Deposit Receivable	42.13	42.50
Total	**302.65**	**186.91**

Note No. 17 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
(a) Advances other than capital advances		
Advances to Suppliers	2,350.17	854.77
(b) Others		
Prepaid expenses	156.27	107.81
Balances with statutory/government authorities	2,078.35	2,404.24
Margin Receivable	9.44	-
Other Receivables	84.09	92.67
Total	**4,678.32**	**3,459.49**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 18 EQUITY SHARE CAPITAL

Authorized Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
1,90,00,000 equity shares of ₹ 10/- each	1,90,00,000	1900.00	1,90,00,000	1900.00
10,00,000 non-cumulative convertible preference shares of ₹ 10/- each	10,00,000	100.00	10,00,000	100.00
Total	**2,00,00,000**	**2000.00**	**2,00,00,000**	**2000.00**
Issued and Subscribed Capital				
Equity Share Capital	1,73,82,737	1,738.27	1,61,82,737	1,618.27
Total	**1,73,82,737**	**1,738.27**	**1,61,82,737**	**1,618.27**

a. Reconciliation of shares outstanding at the beginning and at the end of the period

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Shares at the beginning of the period	1,61,82,737	1,618.27	1,59,82,737	1,598.27
Add: Shares issued during the period	12,00,000	120.00	2,00,000	20.00
Less: Shares bought Back	-	-	-	-
Outstanding at the end of the period	**1,73,82,737**	**1,738.27**	**1,61,82,737**	**1,618.27**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period error	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
1,618.27	-	-	120.00	1,738.27

b. Terms/ Rights attached to the Equity Shares

i. Only Equity Shares of Rs. 10/- are outstanding and each holder of Equity Shares is entitled to one vote per share. The company declares and pays Dividend in Indian Rupees and

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

iii. There are no restrictions attached to equity shares except 14,00,000 shares allotted to the Promoters upon conversion of warrants which have been subjected to lock-in in accordance with SEBI (Issue of Capital and Disclosures Requirements) Regulation 2018

c. Shareholders holding more than 5% shares

Particulars	Class of Shares	As at March 31, 2024		As at March 31, 2024	
		No. of Shares	%	No. of Shares	%
Saradha Investments Limited	Equity	9,01,470	5.19%	8,01,472	4.95%
SRVE Industries Limited	Equity	8,21,733	4.73%	8,21,733	5.08%
Quebec Information Services India Limited	Equity	11,06,847	6.37%	7,06,847	4.37%

d) Shares held by Promoters at the end of the year 31-03-2024

Particulars	Class of Shares	As at March 31, 2024		As at March 31, 2023		% Change during the year
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	
R. DORAISWAMY	Equity	3,15,139	1.81%	3,19,139	1.97%	-0.02%
D. RAJESH KUMAR	Equity	2,62,420	1.51%	2,62,420	1.62%	-0.02%
THILAGAM RAJESH KUMAR	Equity	4,86,044	2.80%	4,86,044	3.00%	-0.04%
VISHNU RANGASWAMY	Equity	8,09,740	4.66%	7,83,289	4.84%	-0.06%
R. PAPPAMMAL	Equity	59,922	0.34%	59,922	0.37%	-
SAMHITA RAJESH	Equity	25,800	0.15%	25,800	0.16%	-
SARADHA INVESTMENTS LTD	Equity	9,01,470	5.19%	8,01,472	4.95%	-0.06%
SRVE INDUSTRIES LIMITED	Equity	8,21,733	4.73%	8,21,733	5.08%	0.56%
QUEBEC INFORMATION SERVICES I LTD	Equity	11,06,847	6.37%	7,06,847	4.37%	-0.05%
K R HEALTH CARE PRIVATE LTD	Equity	5,04,987	2.91%	5,04,987	3.12%	0.59%
SALZER EXPORTS LTD	Equity	7,85,682	4.52%	3,84,761	2.38%	-0.03%
SALZER SECURITIES HOLDINGS LTD	Equity	1,07,007	0.62%	1,07,007	0.66%	-0.01%
SALZER MAGNET WIRES LTD	Equity	-	-	1,05,254	0.65%	-0.01%
SALZER SPINNERS LTD	Equity	3,00,000	1.73%	-	-	1.73%
TOTAL		**64,86,791**	**37.32%**	**53,68,675**	**33.18%**	**4.14%**

Shares held by Promoters at the end of the year 31-03-2023

Particulars	Class of Shares	As at March 31, 2023		As at March 31, 2022		% Change during the year
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	
R. DORAISWAMY	Equity	3,19,139	1.97%	3,19,139	2.00%	-0.02%
D. RAJESH KUMAR	Equity	2,62,420	1.62%	2,62,420	1.64%	-0.02%
THILAGAM RAJESH KUMAR	Equity	4,86,044	3.00%	4,86,044	3.04%	-0.04%
VISHNU RANGASWAMY	Equity	7,83,289	4.84%	7,83,289	4.90%	-0.06%
R. PAPPAMMAL	Equity	59,922	0.37%	59,922	0.37%	-
SAMHITA RAJESH	Equity	25,800	0.16%	25,800	0.16%	-
SARADHA INVESTMENTS LTD	Equity	8,01,472	4.95%	8,01,472	5.01%	-0.06%
SRVE INDUSTRIES LIMITED	Equity	8,21,733	5.08%	7,21,733	4.52%	0.56%
QUEBEC INFORMATION SERVICES I LTD	Equity	7,06,847	4.37%	7,06,847	4.42%	-0.05%
K R HEALTH CARE PRIVATE LTD	Equity	5,04,987	3.12%	4,04,987	2.53%	0.59%
SALZER EXPORTS LTD	Equity	3,84,761	2.38%	3,84,761	2.41%	-0.03%
SALZER SECURITIES HOLDINGS LTD	Equity	1,07,007	0.66%	1,07,007	0.67%	-0.01%
SALZER MAGNET WIRES LTD	Equity	1,05,254	0.65%	1,05,254	0.66%	-0.01%
TOTAL		**53,68,675**	**33.18%**	**51,68,675**	**32.34%**	**0.84%**

e) Information regarding issue of shares in the last five years

(a) On December13,2022, the Company allotted 17,00,000 share warrants convertible into equity shares over the period of 18 months on a preferential basis to the Promoters Bodies corporate at an issue price of Rs.278.50 per warrant. Till March 31.2024, 14,00,000 warrants have been converted into Equity shares

(b) The Company has not issued any Bonus Shares or undertaken any buy back of Shares

f) Details of Shares held by Holding Company :

There are no Shares held by Holding Company / Subsidiaries of ultimate Holding Company as on 31st March 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 19 OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Money received against share warrants	208.89	1,253.32
Capital Reserve	80.67	80.67
Securities Premium	16,389.14	13,167.14
General Reserve	2,358.46	2,108.46
Retained Earnings	26,525.05	22,395.23
Other Comprehensive Income	45.67	148.00
Total	**45,607.87**	**39,152.82**

Note No. 20 BORROWINGS (NON-CURRENT)

(₹ in Lakhs)

Particulars	Effective Interest Rate	As at March 31, 2024	As at March 31, 2023
Term Loans			
Secured			
a. From Banks			
i) HDFC Bank			
Phase 1-Term Loan	6.20%	15.00	75.00
Phase 2-Term Loan	8.62%	863.31	-
ii) Union Bank of India			
Term Loan-2	9.20%	420.44	703.06
Total		**1,298.75**	**778.06**

Notes

1. Details of securities in respect of two Term Loan facilities from HDFC: Hypothecation of assets purchased under respective Term Loans and Equitable mortgage of (a) Factory Land & Building situated at Chinnamadampalayam measuring 2.82 acres bearing SF NO 539 & 533/1 Billichi Village, Coimbatore, (b) Industrial Land measuring 3.25 acres located at SF NO 754/2 , Keeranatham Village, Coimbatore (c) Guest House property at TS No 1/317/3, Ward No 4, Flat No 203, Vilvam Residency, Door No 48, West Club Road, Coimbatore (d) Commercial land measuring 4 acres in SF No 412, Pannikampatti Village, Periyanaickenpalayam, sub Regn Dist., Coimbatore (e) 4.33 acres of Non-agricultural Land standing in the name of the company located at SF No 53/1/C, Billichi, Coimbatore and (f) personal guarantee of Mr. D Rajesh Kumar
2. Details of securities in respect of Term facility from Union Bank of India - : Hypothecation of assets purchased under respective Term Loans and Equitable mortgage of Land & Building of Unit IV situated at Bilichi Village- (a) 3.95 Acres at SF No. 863, (b) 2.58 Acres at SF No. 882/3 (c)0.67 Acres at SF No. 865 - totalling 7.20 Acres of Land and Personal Guarantee of Mr. R. Doraiswamy, Managing Director and Mr. D Rajesh Kumar, Joint Managing Director & CFO
3. Term of Repayments. (a) Since two term Loan facilities from HDFC were under moratorium and the availment was under process as of March 31,2024, the repayment is not yet commenced. (b) Union Bank of India - Repayable within 17 EMIs of Rs.23,55,128/- and 1 EMI of Rs.20,07,752/-

Note No. 21 LEASE LIABILITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Lease Liability	362.70	413.43
Total	**362.70**	**413.43**

Note No. 22 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Liability towards LIC. Group Gratuity Scheme	85.86	16.19
Provision for Premium payable	15.44	14.27
Total	**101.30**	**30.46**

Note No. 23 OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Dealer, Distributor & Stockist	26.45	25.07
Total	**26.45**	**25.07**

Note No. 24 DEFERRED TAX LIABILITES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liability		
- On Fixed Assets	3,288.86	3,022.05
- On Revenue Recognition	76.24	20.79
- On Employee Benefit Expenses	39.28	39.28
- On Net Investment in Lease	8.57	-
Less: Deferred tax Asset		
- On Fixed Assets	660.80	660.80
- On Revenue Recognition	30.38	30.37
- On Employee Benefit Expenses	62.62	42.31
- On Lease Liability	104.05	115.24
- On Provision for doubtful debts	2.23	1.13
- On MSME Dues	93.09	-
Total	**2,459.79**	**2,232.28**

Note No. 25 BORROWINGS (CURRENT)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Loan From Banks		
i) Canara Bank		
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-I	2,835.54	2,017.29
ii) HDFC Bank		
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-II	2,579.45	2,515.30
Pre-shipment Loan Secured by: Hypothecation of Inventories and Book Debts of Unit-II	6,604.44	5,619.82
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-III	654.95	928.94
iii) Union Bank of India		
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	6,121.71	5,049.27
WCDL: Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	750.00	-
Letter of Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-V	-	1,391.86

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 25 BORROWINGS (CURRENT) (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
iv) ICICI Bank		
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-IV	-	-
v) IDFC Bank		
Cash Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-V	-	1,300.89
Letter of Credit Secured by: Hypothecation of Inventories and Book Debts of Unit-V	-	233.95
WCDL: Secured by: Hypothecation of Inventories and Book Debts of Unit-V	6,937.92	4,723.00
Sub Total	**26,484.01**	**23,780.32**
vi) Unsecured Loan from Bank		
Loans repayable on demand Loan from HDFC	2,500.00	750.00
Loans repayable on demand Loan from Axis Bank	-	1,947.00
Sub Total	**2,500.00**	**2,697.00**
vii) Current Maturities of Long Term Borowings	504.16	462.62
Total	**29,488.18**	**26,939.94**

Note No. 26 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
	Current	**Current**
Trade payable - Micro and small enterprises	1,340.22	336.03
Trade payable - Other than Micro and small enterprises	9,031.72	10,865.24
Total	**10,371.94**	**11,201.27**

The information in relation to dues to Micro Enterprises and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the auditors for disclosure under micro, small and medium enterprises Act. 2006. Interest on the over dues has been provided in the books of accounts as per the Mandatory Provisions of Section 15 & 16 of the MSMED Act 2006. Refer Note No. 42

Trade Payable Aging schedule as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	1,340.22	-	-	-	1,340.22
Others	9,031.72	-	-	-	9,031.72
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
TOTAL	**10,371.94**	**-**	**-**	**-**	**10,371.94**

Trade Payable Aging schedule as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments				TOTAL
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	336.03	-	-	-	336.03
Others	10,865.24	-	-	-	10,865.24
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
TOTAL	**11,201.26**	**-**	**-**	**-**	**11,201.26**

Note No. 27 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued and due on borrowings	104.98	65.69
Lease Liabilities	50.73	44.45
Unclaimed dividends	24.65	26.56
Unclaimed amount for fractional shares	0.01	0.01
Total	**180.36**	**136.70**

Note No. 28 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	590.43	568.58
Advance from Customers	100.66	50.12
Creditors for capital goods	496.41	356.10
Creditors for expenses	5,278.65	5,234.32
Total	**6,466.14**	**6,209.12**

Note No. 29 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Warranty	252.87	219.87
Provision for Employee Benefits-Gratuity	7.63	7.09
Provision for Leave Encashment	0.99	0.93
Provision for Gratuity	9.95	2.47
Interest on MSME Provision	6.93	-
Total	**278.37**	**230.36**

The Company gives warranties for its products undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. The provision for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Company's obligations for warranties under sale of goods legislations. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 30 CURRENT TAX LIABILITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax Liability - [Net of Advance Tax IT]	244.93	5.07
Total	**244.93**	**5.07**

Note No. 31 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Sale of products (excluding GST)		
Sales - Domestics	97,093.07	88,667.86
Sales - Exports	16,941.08	12,472.61
Sales - Scrap	2,043.08	2,028.93
Sub Total	**1,16,077.24**	**1,03,169.40**
(b) Sale of Services		
Technical Services	148.32	196.10
Income by EESL Project	1.31	-
Engineering Services for mfg. product (Exports-Service.)	31.51	39.70
Sub Total	**181.14**	**235.80**
Gross Revenue from Sale of Products and Services	**1,16,258.38**	**1,03,405.20**
(c) Other operating revenue		
Conversion Charges Received	7.71	9.99
Income by Power Generation	63.42	65.80
Duty Drawback Income	191.62	167.11
RODTEP (Remission of Duties and Taxes on Export Products.)	110.31	69.15
Sub Total	**373.06**	**312.04**
TOTAL	**1,16,631.43**	**1,03,717.24**

Note No. 32 OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest from Bank Deposits	55.69	57.01
Interest from Security Deposit	1.57	0.25
Foreign Exchange Rate Differences	32.77	-
Dividend received against investments	4.79	3.72
Discount Received	36.43	40.15
Interest on Investment in lease	0.90	-
MTM on Mutual Funds	0.12	-
Profit and loss on Investment in Lease	0.51	-
Net gain/loss on sale of investment	3.31	38.97
Insurance Claim Received	19.03	2.60
Profit on Sale of Assets	1.65	0.25
Rental Income Received	5.10	4.88
Lease Rental Income From Machinery	28.00	-
Other Non-operating income (net of expenses)	4.89	22.28
TOTAL	**194.76**	**170.10**

Note No. 33 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw Materials Consumption		
Opening Stock	11,233.69	8,465.44
Add: Purchases	82,127.20	80,328.18
Less: Closing Stock	12,361.50	11,233.69
Sub Total	**80,999.39**	**77,559.93**
Trading Materials Consumption		
Opening Stock	165.72	248.19
Add: Purchases	5,813.61	3,175.19
Less: Closing Stock	175.86	165.72
Sub Total	**5,803.48**	**3,257.66**
Packing Materials Consumption		
Opening Stock	227.33	210.06
Add: Purchases	2,127.27	1,894.53
Less: Closing Stock	310.79	227.33
Sub Total	**2,043.81**	**1,877.26**
TOTAL	**88,846.68**	**82,694.88**

Note No. 34 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock		
Work-in-progress	11,695.22	9,216.11
Finished Goods	4,058.13	4,558.32
Sub Total	**15,753.35**	**13,774.43**
Less: Closing Stock		
Work-in-progress	11,961.45	11,695.22
Finished Goods	4,539.05	4,058.13
Sub Total	**16,500.50**	**15,753.35**
Net (increase)/decrease in inventory	**-747.15**	**-1,978.92**

Note No. 35 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and Wages including Bonus	4,021.21	3,361.66
Contribution to Provident and other funds	202.25	179.82
Workmen and Staff Welfare Expenses	369.75	340.42
Gratuity	71.07	54.64
TOTAL	**4,664.28**	**3,936.54**

Note No. 36 FINANCE COSTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Interest on Term Loan	185.85	123.79
(b) Interest on working Capital	2,172.05	1,446.55
(c) Other Borrowing cost	1,010.82	1,038.05
(d) Interest on Lease Liability	39.86	3.50
TOTAL	**3,408.58**	**2,611.89**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 37 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Depreciation on Property, Plant and Equipment	1,964.59	1,628.64
(b) Amortisation on Other Intangible Assets	46.64	31.73
TOTAL	**2,011.22**	**1,660.37**

Note No. 38 OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumptions of Store and Spares	410.13	286.44
Freight and Forwarding Charges	1,557.69	1,742.41
Power and Fuel	1,358.43	1,119.59
Repairs & Maintenance - Buildings	171.07	58.73
Repairs & Maintenance - Machinery	571.32	475.00
Repairs & Maintenance - Others	285.40	202.82
Subcontracting Expenses	2,437.08	2,310.58
Contract Labour Expenses	1,745.31	709.04
Advertisement Expenses	5.97	6.45
Audit Fees (Refer Note No.38.1)	16.00	14.00
Director's Sitting Fees	28.30	22.95
Donation	34.33	10.65
Energy Saver Expenses	57.53	53.62
General Expenses	62.10	45.27
Insurance	81.57	77.11
Foreign Exchange Realisation Difference	-	7.51
Management system Expenses (ISO9000 &OSHAS)	5.79	3.85
Postage,Telephone& Telegram	35.17	31.43
Printing & Stationery	71.42	62.24
Rates and Taxes	65.84	41.80
Building Rent	195.80	109.16
Machinery Lease Rental Charges	200.19	-
Research & Development Expenses	349.98	315.41
Warranty Expenses	48.92	50.35
Sales Promotional Expenses	1,074.00	651.02
Subscription & Periodicals	42.98	31.67
Technical/Professional Fee	340.28	264.24
Travelling and Conveyance	203.03	184.79
CSR Expenses (Refer Note No.45)	98.16	58.22
Expected Credit Loss	65.70	33.54
Expected Credit Loss - Liability Reversal	-127.89	-28.56
Royalty	42.36	3.46
Impairment on Goodwill	55.46	44.49
Bad Debts	170.68	91.02
Discounts	20.24	22.23
Component Processing and other charges	309.90	308.06
Cash Discounts	5.12	3.60
Security Charges	31.35	21.28
Housekeeping Charges	29.92	18.70
Miscellaneous Expenses	13.01	10.33
Total Other Expenses	**12,169.67**	**9,474.56**

Note No. 38.1 AUDITOR REMUNERATION

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) For Statutory Audit	12.50	11.00
(b) For Tax Audit	3.50	3.00
TOTAL	**16.00**	**14.00**

Note No. 39 TAX EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Current Tax		
Current tax on profit for the year	1,579.67	1,260.17
Change/ (Credit) in respect of current tax for earlier years	-3.52	2.52
TOTAL (A)	**1,576.15**	**1,262.69**
B. Deferred Tax		
Origination and reversal of temporary differences	190.19	265.00
Charge in respect of deferred tax for earlier years	-	-
TOTAL (B)	**190.16**	**265.00**
Tax expense recognized in Statement of Profit and Loss TOTAL (A)+(B)	**1,766.35**	**1,527.69**
Tax expense recognized in Other Comprehensive Income	35.37	4.50
Total Tax Expenses	**1,801.73**	**1,523.19**

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Taxable profit for the year	6,534.44	5,511.79
Applicable income tax rate	25.17%	25.17%
Expected income tax	1,644.72	1,387.32
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income exempt from tax	-250.80	-193.24
Expenses disallowed in determining the tax profit	185.76	66.08
Investment allowances		
Unrecognized deferred tax assets		
Others	186.67	267.52
Tax expense recognised in Statement of Profit and Loss A/c	**1,766.35**	**1,527.68**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Note No. 40 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity shareholders of the Company for basic and diluted EPS	4,587.50	3,870.50
Weighted average number of equity shares for basic EPS	167.57	159.88
Add: Potential Equity Shares on conversion of warrants	9.26	16.83
Weighted average number of shares for diluted EPS	176.83	176.71
Basic Earnings per equity share (in ₹)	27.38	24.21
Diluted Earnings per equity share (in ₹)	25.94	21.90

Note No. 41 GRATUITY

The details of various employee benefits provided to employees are as under:

A. Defined Contribution and other plans

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Employer's Contribution to PF	186.42	161.79
Employer's Contribution to ESIC	7.90	14.91
Employer's Contribution to Superannuation fund	7.29	10.68
TOTAL	**201.61**	**187.38**

B. Defined Benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Group provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation using the projected unit credit method as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, salary risk and longevity risk.

Investment Risk:The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Longevity risk: The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Discount Rate	7.24%/7.22%/7.21%	7.66%/7.55%/7.47%
Expected Return on Assets	7.24%/7.22%/7.21%	7.66%/7.55%/7.47%
Salary Escalation	6.50% to 5.00%	6.50% to 5.00%
Attrition Rate	5.00% to 4.00%	5.00% to 4.00%

Amount recognized in Profit and Loss for the year

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Current Service Cost	76.59	62.43
Net Interest on Defined Benefit Obligations	-1.39	-3.51
Expenses recognized in the statement of profit and loss	75.20	58.92

Recognized in Other Comprehensive Income for the year

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Actuarial (Gain)/Losses due to Demographic Assumption changes in DBO	-	-
Return on plan assets (excluding amounts included in net interest expense)	1.90	0.16
Acturial gains/losses arising from changes in financial assumptions	30.46	-23.91
Acturial gains/losses arising from experience adjustments	47.45	48.08
Amount recognized in OCI for the current period	79.81	24.33

Change in present value of defined benefit obligation

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Present value of obligations as at the beginning of the year	1,068.26	949.92
Current Service Cost	76.59	63.55
Interest on Defined Benefit Obligations	78.70	69.54
Actuarial (gain)/loss on plan obligation	76.75	22.11
Benefits paid	-60.71	-36.86
Present value of obligations as at the end of the year	1,239.59	1,068.26

Change in fair value of plan assets

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Fair value of plan assets as at the beginning of the period	1,049.60	978.66
Return on plan assets	80.08	74.16
Contributions	77.86	35.85
Benefits paid	-60.71	-36.86
Actuarial gain/(loss) on plan assets	-3.06	-2.21
Fair value of plan assets as at the end of the period	1,143.77	1,049.60

Net Asset/ Liability recognized in Balance Sheet

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Present value of obligations	1,239.59	1,068.26
Fair Value of Plan Assets	1,143.77	1,049.60
Amount recognized	95.82	18.66

The Statement of actuarial valuation by the LIC of India with whom the plan assets are maintained was not provided to the Company by LIC of India till the finalisation of accounts and adoption by the Board and the amounts recognised in P&L A/c., OCI and Balance sheet were based on past experience, indicators and the present contribution to the plan

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

(₹ in Lakhs)

Particulars	March 31, 2024		March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate by 1%	-66.74	74.74	-58.86	65.48
Salary Escalation rate by 1%	71.55	-65.50	63.23	-57.45
Attrition rate by 1%	-2.16	2.37	1.05	-0.88
Mortality rate by 10%	-0.08	-	-0.03	-

Note No. 42 DIVIDENDS MADE

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Final dividend paid	376.97	287.69

In respect of the current year, the directors of holding company proposed a dividend of Rs. 2.50 per share which is to be paid within stipulated time after declaration in the ensuing Annual General Meeting being held on September 14,2024 . This equity dividend is subject to approval by shareholders at the aforesaid meeting and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is Rs..442.07 Lakhs.

Note No. 43 COMMITMENTS AND CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Towards Import Obligations under EPCG	2,153.52	686.74
Letter of Credit for import and purchase of Raw Materials	1,141.09	3,080.55
Obligation towards Bank Guarantee	328.16	394.03
Disputed Indirect Tax Liability not Acknowledged as Debt	-	3.91
Excise Protest Fund Liability	40.55	85.68

Note No. 44 DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(₹ in Lakhs)

Particulars	2023 - 2024	2022 - 2023
Trade Payables pertaining to dues to Micro and Small Enterprises (all are within agreed credit period and not due for payment) [Refer note 24]	970.39	336.03
The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year	376.74	-
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	0.79	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	6.91	
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and MediumEnterprises Development Act, 2006.	-	-

Note No. 45 CSR EXPENDITURE

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Gross amount required to be spent by the company during the year	71.00	56.70
Amount spent during the year	98.16	57.98

NOTE No. 46 FAIR VALUE MEASUREMENTS

i. Financial instruments by category

The carrying value of financial instruments by categories as at 31 March 2024 were as follows:

(₹ in Lakhs)

Particulars	Note	Amortised cost	FVTOCI	FVTPL	Total Carrying value	Total Fair value
Financial Assets						
Investments	6, 11	9.29	696.21	3.12	708.62	708.62
Trade Receivables	7, 12	34,316.82			34,316.82	34,316.82
Cash and Cash equivalents	13	324.93			324.93	324.93
Other bank balances	14	882.29			882.29	882.29
Loans	15	770.74			770.74	770.74
Other financial assets	8, 16	586.72			586.72	586.72
Financial Liabilities						
Borrowings	20, 25	30,786.93			30,786.93	30,786.93
Trade payables	26	10,371.94			10,371.94	10,371.94
Lease Liabilities	21 & 27	413.43			413.43	413.43
Other financial liabilities	27	129.63			129.63	129.63

The carrying value of financial instruments by categories as at 31 March 2023 were as follows: (₹ in Lakhs)

Particulars	Note	Amortised cost	FVTOCI	FVTPL	Total Carrying value	Total Fair value
Financial Assets						
Investments	6, 11	89.71	424.52	-	514.23	514.23
Trade Receivables	7, 12	29,661.18			29,661.18	29,661.18
Cash and Cash equivalents	13	727.92			727.92	727.92
Other bank balances	14	1,010.90			1,010.90	1,010.90
Loans	15	966.49			966.49	966.49
Other financial assets	8, 16	804.33			804.33	804.33
Financial Liabilities						
Borrowings	20, 25	27,718.00			27,718.00	27,718.00
Trade payables	26	11,201.27			11,201.27	11,201.27
Lease Liabilities	21 & 27	457.88			457.88	457.88
Other financial liabilities	27	92.25			92.25	92.25

ii. Fair Value Hierarchy

The Company has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

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

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

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2024 (₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Carrying value
Financial Assets					
At fair value through Other Comprehensive Income	11	696.21	-	-	696.21
At fair value through Profit and Loss	11	3.12	-	-	3.12
Investments					
Investments - Non - current - Quoted	6	-	3.15	-	3.15
Investments - Non - current - Unquoted	6	-	-	9.29	9.29
Financial Liabilities					
At amortised costs		-	-	-	-
Borrowings	20, 25	-	30,786.93	-	30,786.93

Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023 (₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Carrying value
Financial Assets					
At fair value through Other Comprehensive Income	11	422.80	-	-	422.80
Investments					
Investments - Non - current - Quoted	6	-	1.72	-	1.72
Investments - Non - current - Unquoted	6	-	-	89.71	89.71
Financial Liabilities					
At amortised costs		-	-	-	-
Borrowings	20, 25	-	27,718.00	-	27,718.00

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, current borrowings, trade payables and other current financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

iii. Valuation technique used to determine fair value

- The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, current borrowings, trade payables and other current financial liabilities are a reasonable approximation of their fair values.
- The investment included in Level 3 hierarchy have been valued at cost approach to arrive at the fair values. The cost of unquoted investment approximate the fair value as there is a wide range of possible fair value measurement and the cost represents estimate of fair value within that range.
- The estimated fair value amounts as at March 31, 2024 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end.
- There were no transfers between Level 1, Level 2 and Level 3 during the year.

NOTE No. 47 FINANCIAL RISK MANAGEMENT

The Group's businesses are subject to several risks and uncertainties including financial risks.

The Group's activities expose it to credit risk, liquidity risk, market risk - interest rate risk and foreign currency risk. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts
Market risk Interest rate risk	Long-term borrowings at variable rates	Cash flow forecasting, Sensitivity analysis
Foreign Currency risk	Recognised financial assets and liabilities not denominated in functional currency	Cash flow forecasting, Sensitivity analysis

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The company's credit risk generally arises from Cash and cash equivalents, trade receivables, and other financial assets.

Credit Risk Management

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Assets Group	Description of category	Particulars	Provision for expected credit loss **
Low credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong	Nil	12 month expected credit loss/life time expected credit loss
High credit risk	Assets where there is a high probability of default.	Nil	12 month expected credit loss/life time expected credit loss/fully provided for

** Life time expected credit loss is provided for trade receivables.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Classification of Financial assets among risk categories:

(₹ in Lakhs)

Credit rating	Particulars	March 31, 2024	March 31, 2023
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	37,590.12	33,685.05
Moderate credit risk	Nil	-	-
High credit risk	Nil	-	-

The loss allowance for trade receivables using expected credit losses for different ageing periods as at 31 March 2024 are as follows:

(₹ in Lakhs)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
Gross Carrying Amount	22,013.56	8,893.95	3,475.03	34,382.54
Loss allowance provision	-	-	-65.72	-65.72
Net	22,013.56	8,893.95	3,409.32	34,316.82

The loss allowance for trade receivables using expected credit losses for different ageing periods as at 31 March 2023 are as follows:

(₹ in Lakhs)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
Gross Carrying Amount	20,887.74	6,585.65	2,315.70	29,789.09
Loss allowance provision	-	-	-127.91	-127.91
Net	20,887.74	6,585.65	2,187.79	29,661.18

Reconciliation of loss allowance for trade receivables

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	127.91	132.40
Additions during the year	65.70	33.56
Amounts written off during the year	**193.61**	**165.96**
Amounts recovered during the year	127.89	38.05
Balance at the end of the year	**65.72**	**127.91**

Exposure to customers having more than 5% of outstanding in respect of Trade Receivables.

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
SCHNEIDER	1,683.80	2,039.01
EUROPA COMPONANTS	-	1,665.35
SALZER EXPORTS LTD	-	1,946.66
TOTAL	**1,683.80**	**5,651.02**

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the business, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of Financial Liabilities as at 31 Mar 2024 are as follows:

Particulars	Less than 1 year	1-5 year	More than 5 year	Total
Borrowings	29,488.17	1,298.75	-	30,786.92
Trade Payables	10,371.94	-	-	10,371.94
Lease Liabilities	50.73	278.57	84.13	413.43
Other financial Liabilities	129.63	-	-	129.63

Maturities of Financial Liabilities as at 31 Mar 2023 are as follows:

Particulars	Less than 1 year	1-5 year	More than 5 year	Total
Borrowings	26,939.94	778.06	-	27,718.00
Trade Payables	11,201.26	-	-	11,201.26
Lease Liabilities	44.45	246.95	166.48	457.88
Other financial Liabilities	92.25	-	-	92.25

Market Risk

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

Interest rate Risks

The Group uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The borrowings are fixed rate borrowings and are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

The following table provide the break-up of the co. fixed and floating rate borrowing

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Fixed Rate Borrowings	-	-
Floating Rate	30,786.92	27,718.00
Total Borrowings	**30,786.92**	**27,718.00**

Interest Rate Sensitivity analysis:

The Sensitivity Analysis below have been determined based on the exposure to interest rate for Floating Rate Liabilities, assuming the amount of the liability outstanding at the year end was outstanding for the whole year.

If interest rate had been 100 basis points higher/lower and all other variable were held constant, the Group's profit for the year ended 31.03.2024 would decrease/increase by ₹ **307.87 Lacs** (for the year ended 31.03.2023- decrease/increase by ₹ **277.18 Lacs**). This is mainly attributable to the Company"s exposure to interest rate on its variable rate borrowings.

Foreign Currency Risk

The Company's exposure to currency risk relates primarily to the Company's operating activities including anticipated sales & purchase and borrowings where the transactions are denominated in a currency other than the Company's functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at 31.03.2024 are as follows:

Particulars	US$	GPB	EURO
Financial Assets	73,71,465.82	4,17,995.05	2,87,070.16
Financial Liabilities	59,86,270.71	9,31,643.56	15,99,196.56
Net exposure	13,85,195.11	-5,13,648.51	-13,12,126.40

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at 31.03.2023 are as follows:

Particulars	US$	GPB	EURO
Financial Assets	54,26,354.15	6,42,532.93	5,31,231.85
Financial Liabilities	53,59,798.35	11,72,597.60	21,60,216.54
Net exposure	66,555.80	-5,30,064.67	-16,28,984.69

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variablesheld constant.

Particulars	Impact on profit before tax			
	March 31, 2024		March 31, 2023	
	0.5%	-0.5%	0.5%	-0.5%
USD	0.07	-0.07	-	-
GBP	-0.03	0.03	-0.03	0.03
EURO	-0.07	0.07	-0.08	0.08

NOTE No. 48 CAPITAL MANAGEMENT

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt) .

Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

The following table summarizes the capital of the Company:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Non-Current Borrowings (Refer Note : 20)	1,298.75	778.06
Current Borrowings (Refer Note : 25)	29,488.18	26,939.94
Total Borrowings (a)	30,786.92	27,718.00
Cash and Cash equivalents (Refer Note : 13)	324.93	727.92
Other Bank Balances (Refer Note : 14)	882.29	1,010.90
Current Investments (Refer Note : 11)	696.18	422.80
Total Cash (b)	1,903.40	2,161.62
Net Debt (c) = (a)-(b)	28,883.52	25,556.38
Equity (Refer Note : 18)	1,738.27	1,618.27
Other Equity (Refer Note : 19)	45,607.87	39,152.82
Total Equity (d)	47,346.15	40,771.09
Total Capital (e) = (c)+(d)	76,229.67	66,327.47
Gearing Ratio = (c)/(e)	0.38	0.39

NOTE No. 49 RELATED PARTY DISCLOSURES

Related Party Relationships

A) Related Party Relationships

Key Management Personnel

Mr. R Doraiswamy – Managing Director
Mr. D Rajesh Kumar – Joint Managing Director & CFO
Mr. P Ramachandran – Whole Time Director
Mr. K.M. Murugesan - Company Secretary

Non-Executive Directors & Independent Directors

Mr. Sharat Chandra Bhargava
Mrs. Priya Bhansali
Mr. N Rangachary - Chairman
Mr. N Jayabal
Mr. Nirmal Kumar M Chandria
Mr. V Sankaran
Mr. P K Shah

Non-Executive Directors & Non-Independent Directors

Dr. Thilagam Rajesh
Mr. Vishnu Rangaswamy

Post-employment benefit plans

Salzer Electronics Limited Employees Gratuity Trust
Kaycee Industries Ltd Employees Gratuity Provident Fund and Trust

Other related Parties - Enterprises Owned or significantly influenced by Key Managerial Personnel or their relatives

Salzer Exports Limited
Salzer Spinners Limited
SRVE Industries
K R Health Care Private Limited
S R V E Industries Limited
K R Pharmacy
Quebec Information Services India Ltd
Switch & Socket

Trust under Common Control

Salzer Educational Medical Research Trust

B) Related Party Transactions

(₹ in Lakhs)

Particulars	Other Related Parties		Key Management Personnel	
	March 31,2024	March 31,2023	March 31,2024	March 31,2023
Advance for purchase of fixed assets	24.50	-	-	-
Security Deposits	40.18	-	-	-
Purchase of goods	3.19	98.79	-	-
Sale of goods	4,161.57	3,781.67	-	-
Sale of Fixed Assets	-	-	-	-
Purchase of Fixed Assets	137.18	56.94	-	-
Rendering of Services	212.09	-	-	-
Receiving of Services	1,643.61	2.96	-	-
CSR spent through Trust	14.30	-	-	-
Voluntary Contribution to trust	4.71	4.95	-	-
Managerial remuneration	-	-	239.52	219.39
Director Sitting Fees	-	-	34.25	26.45
Equity Investments	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Notes :

a). Related party relationship is as identified by the management and relied upon by the auditors.

b) No amount in respect of related parties have been written off / written back during the year or has not made any provision for doubtful debts / receivable,

c) Related party transactions have been disclosed on basis of value of transactions in terms of the respective contracts.

d) Terms and conditions of sales and purchases: the sales and purchases transactions among the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates and memorandum of understanding signed with the related parties. For the year ended 31st March, 2023 and 31st March 2024, the Company has not recorded any loss allowances for transactions between the related parties

NOTE No. 50 SEGMENT INFORMATION

The Company is engaged in manufacture of Electrical Insatllation Products which is considered to be the only reportable business segment as per Ind AS 108, 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment. The Company has widespread customer base and hence the Company does not have any concentration risk.

NOTE No. 51 KEY FINANCIAL RATIOS

Particulars	March 31, 2024	March 31, 2023	Variance %
Current Ratio	1.50:1	1.41:1	6.38
Debt-Equity Ratio	0.65:1	0.68:1	-4.41
Debt Service Coverage Ratio	14.68	14.07	4.34
Return on Equity Ratio	9.8	9.59	2.19
Inventory turnover ratio / Days	88	87	1.15
Trade Receivables turnover ratio, / Days	99	92	7.61
Trade payables turnover ratio / Days	43	40	7.50
Net capital turnover ratio,- Times	4.98	5.68	-12.32
Net profit ratio	4.03%	3.81%	0.22
Return on Capital employed	19.30%	18.52%	0.78
Return on Investment	33.63%	11.37%	22.32

Refer Page No. 184 for Key Financial ratios formula.

NOTE No. 52 LEASES AS A LESSESS :

The Holding Company, which entered into Lease Agreements with various Parties during the previous financial years for hiring the premises at different locations for manufacturing activities, has modified those agreement with the term of 11 Months with an option to extend further period with mutual consent of the parties to the agreement and the agreement has no clauses of controlling the let out of assets

During the financial year 2023-24, the Holding Company has also taken out lease of Land and Buildings for Rent from two more parties and the Rental Agreements have been executed for a period of 11 months with an options for extending further periods with mutual consent of the parties . The Agreement don't have any clauses enabling the tenant to have control over the Property The Company does not have any lease within the purview of IND AS 116.

Details of the properties Taken on Rent by the Holding Company:-

S. No.	Lesser and Address of the Property taken on Lease	Rent paid during the Year (in ₹)	Rent Advance (in ₹)	Tenancy Period
1.	**SALZER EDUCATIONAL MEDICAL RESEARCH TRUST**, SF,NO647/3A,3B&3D NO.2, Gudalure Village, Periyanaiackenpalayam, Coimbatore -641047	19,80,000	1,40,18,000	11 Months
2.	**MICRO SPINTEX P LTD**, S.F NO - 485, Mathampalayam,Coimbatore -641019	23,55,667	15,00,000	11 Months
3.	**MURUGESHAN.K.P,** S.F NO - 209H4 , Varatharaj.M Samichettipalayam, Coimbatore -641047	1,80,000	45,000	11 Months
4.	**SIVAPRAKASAM.A,** S.F NO -10/1 Thenral Nagar Samichettipalayam, Coimbatore -641047	90,170	30,000	11 Months
5.	**RANGAMMAL.M**, S.F NO - 209 H, Varatharaj.M Samichettipalayam, Coimbatore -641047	1,44,000	20,000	11 Months
6.	**MANORANJITHAM** W/o, Palaniswamy, S.F NO - 407/408 , HP Bunk Thottam, Vannankovil, Coimbatore -641047	4,72,320	3,00,000	11 Months
7.	**TAMIL SELVI.R,** S.F NO - 393, Samichettipalayam Coimbatore -641047	1,10,080	15,000	11 Months
8.	**SATHYABAMA. J**, S.F NO - 62/1 Samichettipalayam Coimbatore -641047	2,40,000	25,000	11 Months
9.	**MUMBAI OFFICE**	1,71,000	3,49,500	11 Months
10.	**MOHANRAJ. M** SF. No. 209,H-4 Varathraj Nagar, Coimbatore 641 047.	1,34,190	16,000	11 Months
11.	**SALZER SPINNERS LIMITED**, SF No 6/684,685 Chikkarampalayam, Annur Road, Karamadai Coimbatore - 641104	33,85,600	15,00,000	11 Months
12.	**LAKSHMI RING TRAVELLERS COIMBATORE PRIVATE LTD**, Athimugam Main Road,Moranapalli Village, Hosur, Krishnagiri 635109	61,41,935	25,00,000	11 Months
13.	**ANAND AND REVEENDERNATHA**, # 135, S.C Road , Seshadripuram Circle, Bangalore - 560020	90,504	65,580	11 Months
14.	**RANGARAJ. M** SF. No.209, H-4, Varadharaja Nagar, Coimbatore - 641 047.	77,680	6,000	11 Months
15.	**ARUNKKUMAR SPINNING MILL PRIVATE LIMITED** 570/2, Kariyampalayam Post.,Opp ; Annur Power House, Annur -641653	21,50,000	51,60,000	11 Months
16.	**SATYAM RAMDAS RAYKER & BABUSAHEP NANABUBU BENKAR**	6,20,800	Premises-Vacated During the Year	11 Months
	GRAND TOTAL	**1,83,43,946**	**2,55,50,080**	

The Subsidiary Company - Kaycee Industries Limited, has adopted IND AS 116 "Leases" .

Effect of adoption of new accounting standard on Leases: IND AS 116

Existing lease-hold building :-

The existing lease contract entered by the subsidiary Company pertains to

a) buildings taken on lease for the subsidiary company's factory at Ambernath which is currently on a long term lease, expiring on 11/10/2099. The Right of Use Asset has been capitalised as a Lease hold building as of 31/3/2024 and depreciation is charged on a straight-line basis over the estimated useful lives of the assets (i.e. 30 years). Since there are no incremental payments, in the form of lease rentals to be made to the lessor in future, corresponding lease liability has not been disclosed as of 31/3/2024. The subsidiary Company does not have any lease restrictions and commitment towards variable rent as per the contract.

b) The existing lease contract entered by the subsidiary company pertains to lease of factory land and building at Ambernath West (which has been leased for a period of 7 years from Jan 2023), with a 3-year lock in period. The subsidiary company has discounted lease payments using the average incremental borrowing rate as at March 31, 2024 which is 9.25% p.a. for measuring the lease liability.

The details of right of use assets held by the subsidiary company are as follows :

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2024 (Contd.)

Lease hold Land and Building (Rs. In Lakhs)

Particulars	FY 24 (₹ in Lakhs)	FY 23 (₹ in Lakhs)
Balance at the beginning	609.18	162.82
Additions During the year	-	470.48
Depreciation During the year	72.12	24.12
Disposals during the year	39.31	-
Balance at the end of the year	497.75	609.18

The following is movement in lease liabilities during the period

Particulars	FY 24 (₹ in Lakhs)	FY 23 (₹ in Lakhs)
Balance at the beginning of the period	457.88	-
Additions During the year	-	456.94
Finance cost accrued during the period	39.86	3.50
Payment of lease liabilities	84.31	2.56
Balance at end of the period	413.43	457.88

The following is the breakup of current and non-current lease liabilities

Particulars	FY 24 (₹ in Lakhs)	FY 23 (₹ in Lakhs)
Current	50.73	44.45
Non Current	362.70	413.43
Total	413.43	457.88

NOTE No. 53 Other Notes

- The Title deeds of the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group.
- As per the Group's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Group has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013) , which are repayable on demand or without specifying any terms or period of repayments.
- No proceedings have been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Group has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Group with such banks are in agreement with the books of accounts of the Group.
- The Group has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March 2024.
- All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31st March 2024.
- The Group has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

- No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- 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 beneficiary
- The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- The Group has not operated in any crypto currency or Virtual Currency transactions
- During the year the Group has not disclosed or surrendered, any income other than the income recoginsed in the books of accounts in the tax assessments under Income Tax Act, 1961.
- Previous year figures have also been reclassified, regrouped, recast to conform to current year classification.
- **Key Ratios Formula (Standalone and Consolidated)**
  a) Current Ratio : Current Assets / Current Liabilities
  b) Debt-Equity Ratio : Total Debt/Total Equity
  c) Debt Service Coverage Ratio : Net Operating Income/Debt Service
  d) Return on Equity Ratio : Net Income/Share holders Equity
  e) Inventory turnover ratio/Days : Cost of Goods sold/Average Inventory
  f) Trade Receivables turnover ratio,/Days : Net Credit Sales/Average Accounts Receivables
  g) Trade payables turnover ratio/Days : Total Purchase/Average accounts payables
  h) Net capital turnover ratio,-Times : Net Sales/Working Capital
  I) Net profit ratio : Net Profit/Total revenues
  j) Return on Capital employed : Earning before Interest & Taxes/Capital Employed
  k) Return on Investment : Increase in fair market Value+Income from Investment/Fair Market Value of prior year+Current Year Addition.

In terms of our report attached

N. RANGACHARY
Chairman
(DIN :00054437)

R. DORAISWAMY
Managing Director
(DIN :00003131)

For **JDS ASSOCIATES**
Chartered Accountants
FRN: 008735S

D. RAJESHKUMAR
Joint Managing Director &
Chief Financial Officer
(DIN: 00003126)

K.M. MURUGESAN
Company Secretary
(Memb. No.A25953)

B. JAYARAM
Partner
Memb.No. 028346

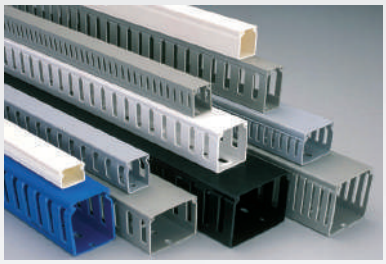
Coimbatore – 47
May 28, 2024

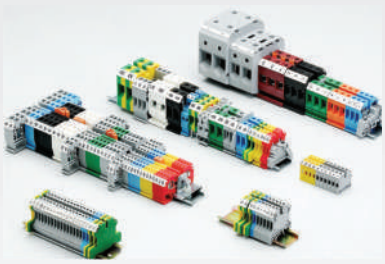
Product Portfolio

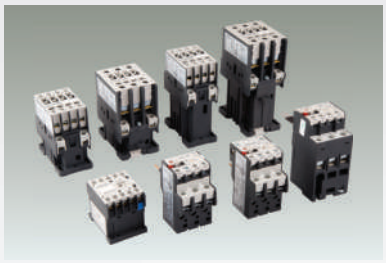

Rotary Switches (AC/DC)


Load Break Switches


Photo Voltaic Isolators

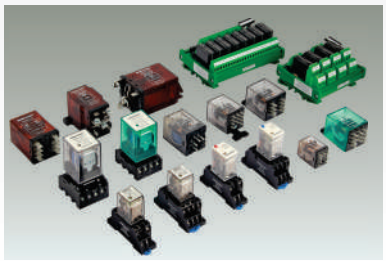

Cable Ducts


Terminal Connectors


Contactors & Overload Relays


Motor Protection Circuit Breaker (MPCB)

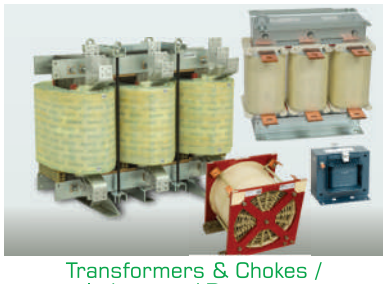

Miniature Circuit Breakers


Relays & Relay Modules

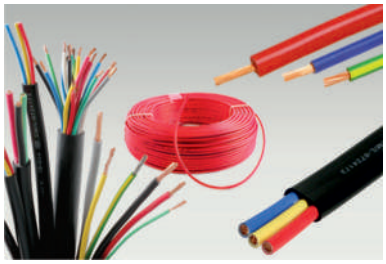

Limit & Foot Switches


Sensors


Toroidal Transformers, Inductors, Chokes & Rogowski Coils


Transformers & Chokes / Inductors / Reactors


Modular Switches


Wires & Cables


DATA Cables


Wire Harness, Power Cords & Flexible Busbars


Enameled Copper Wire & Polywrap Wires

Sri Ramakrishna Press, 94433 72396

Salzer Electronics Limited

Registered & Corporate Office: Samichettipalayam, Coimbatore - 641 047. India
Tel: +91 422 4233600
E-mail: salzer@salzergroup.com / investors_relations@salzergroup.com
www.salzergroup.com