divyol®
solutions within solutions

gandhar®
oil refinery (india) ltd.

Annual Report

2022 - 2023

KNOW YOUR COMPANY

"The purpose of business is to provide value. Value to the people, value to the planet.
Profit on the other hand is not a value provided. Profit is what you get in exchange."
We at Gandhar believe in People, Planet & Prosperity

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ramesh Parekh	Chairman & Managing Director
Mr. Samir Parekh	Vice Chairman & Joint Managing Director
Mr. Aslesh Parekh	Joint Managing Director
Mr. Raj Kishore Singh	Independent Director
Ms. Amrita Nautiyal	Independent Director
Mrs. Deena Mehta	Independent Director

BOARD COMMITTEES

Audit Committee	Corporate Social Responsibility Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee
❖ Mrs. Deena Mehta - Chairperson ❖ Mr. Raj Kishore Singh ❖ Mr. Ramesh Parekh ❖ Ms. Amrita Nautiyal	❖ Mr. Ramesh Parekh - Chairperson ❖ Ms. Amrita Nautiyal ❖ Mr. Samir Parekh	❖ Mr. Raj Kishore Singh - Chairperson ❖ Mrs. Deena Mehta ❖ Ms. Amrita Nautiyal	❖ Ms. Amrita Nautiyal - Chairperson ❖ Mr. Raj Kishore Singh ❖ Mr. Ramesh Parekh

CHIEF FINANCIAL OFFICER
Mr. Indrajit Bhattacharyya

COMPANY SECRETARY
Mrs. Jayshree Soni

STATUTORY AUDITORS:
M/s. Kailash Chand Jain & Co
Chartered Accountants, Mumbai

COST AUDITORS:
M/s. Maulin Shah & Associates
Cost accountants, Ahmedabad

SECRETARIAL AUDITORS:
M/s. Manish Ghia & Associates
Company Secretaries, Mumbai

BANKERS:

- STATE BANK OF INDIA
- PUNJAB NATIONAL BANK
- HDFC BANK LIMITED
- AXIS BANK LIMITED
- IDFC FIRST BANK LIMITED
- INDUSIND BANK LIMITED
- BANK OF INDIA
- ICICI BANK LIMITED
- BANK OF BARODA
- UNION BANK OF INDIA

REGISTERED & CORPORATE OFFICE:	REGISTRAR & TRANSFER AGENTS:
Gandhar Oil Refinery (India) Ltd. 18th Floor, DLH Park, S.V. Road, Goregaon (West), Mumbai- 400062 Phone: +91-22-40635600 Fax: +91-22-40635601 **Email:** cs@gandharoil.com | **Web:** www.gandharoil.com **CIN: U23200MH1992PLC068905**	Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400083 Tel No.: 91 -22 4918 6000 Fax No.: 91-22 4918 6060 **Email:** rnt.helpdesk@linkintime.co.in

PLANTS:

TALOJA:	SILVASA:	SHARJAH:
Gandhar Oil Refinery (India) Ltd. T-10, M.I.D.C Taloja, Main Road, Taluka Panvel, Dist. Raigad-410208, Maharashtra	Gandhar Oil Refinery (India) Ltd. Unit No. 2, Plot No. 2, Survey No. 678/1/3, Village Naroli, Silvassa (D & N H)-396230, U.T., Gujarat	TEXOL Lubritech FZC P.O. Box 50802, Plot 2B-12 Phase 1, Hamriyah Free Zone Sharjah, UAE.

ABOUT GANDHAR

Gandhar embarked on its path to success in 1992, riding the wave of optimism that followed liberalization. It is led by a competent and experienced management team with expertise in the specialty oils sector, encompassing administration, marketing, and human resource management.

Gandhar holds a prominent position in terms of revenue as a manufacturer of white oils. Our diverse range includes Pharmaceutical, Health care and Performance Oil (PHPO), Process Insulating Oil (PIO) and Lubricants (automotive oils and industrial oils). These products meet stringent national and international quality standards and have received approval from esteemed organizations such as India FDA, ISO Certifications, Kosher, BIS, and Halal.

Despite the unpredictability of the market, Gandhar Oil Refinery has consistently relied on robust production and research to foster growth.

Regarding production, Gandhar Oil operates Two Manufacturing Facilities in Western India and One in UAE Sharjah, UAE (Texol Lubritech FZC), spanning a total area of 128,454 square meters. Facilities equipped with advanced technological capabilities, including jet mixing and fast unloading and infrastructure to support product testing and R&D capabilities at Taloja and Silvassa Plants and SCADA capabilities. The Taloja Plant has close proximity to ports such as the Mumbai port and the JNPT port besides connectivity to road and rail. This allows us to cater to both domestic and global operations. As of June 30, 2022, our manufacturing facilities collectively possessed an annual production capacity of approximately 497,403 KL (increased to 522,403 KL by October 2022). Gandhar is in the process of enhancing the capacity of the Taloja Plant by 100,000 KL by Fy24.

The end-use industries, such as pharmaceuticals and consumer products, are expected to witness substantial growth in the future due to strong domestic consumption, favorable demographics, and government initiatives. We are confident in our ability to capitalize on these positive industry trends within the consumer and healthcare sectors and intend to expand our product offerings accordingly.

Great Place To Work®
Certified
NOV 2022- NOV 2023
INDIA TM

Gandhar Oil -Company Snapshot

India's Largest White Oil Player

India's largest manufacturer of white oils in FY 22 and one of the top five players globally in FY 21

Diversified Customer Base

Caters to leading Indian and global companies including Procter & Gamble, Unilever, Marico, Dabur, Emami, Bajaj Consumer Care, Amrutanjan, Encube etc.

Focus on Consumer & Healthcare

PHPO, the largest business division, contributed ~53.50% of revenues from finished goods sold in FY22

Extensive Accreditation Processes

Long standing relationships with several leading Indian and global companies having completed rigorous selection processes

Overseas Sales to 100+ Countries

Exports contributing 54.32% of consolidated revenue from sale of products in FY23

Direct Supplier Relationships

Transitioned to directly purchasing from base oil suppliers and successfully built relationships with leading global base oil suppliers

Manufacturing Facilities in India and Overseas

Operates 3 strategically located manufacturing facilities in Taloja (Maharashtra), Silvassa (Dadra and Nagar Haveli) and Sharjah (UAE)

Business Transformation

Undertook strategic decision to focus on the specialty oils business with enhancing production and supply chain capabilities

Fastest-growing Industry

White oil is the **fastest-growing segment** of the Indian specialty oil market growing at a **CAGR of 9.9%** between FY23-FY28

Large Scale of Operations

Increased scale over the years with **FY23 Revenues of INR 33,891 mn,** EBITDA of INR 3,166 mn and PAT of INR 2,132 mn

Consistent Financial Performance

Revenue CAGR of 40.59% and EBITDA CAGR of 12.86% and PAT CAGR of 15.02% during FY20-23

Highest Return Ratios

Industry Leading ROE of 32.3% and RoCE of 27.6% to 38.9% over fiscal 2020 to 2023

FINANCIAL HIGHLIGHTS FY23

Operations (₹ in million)

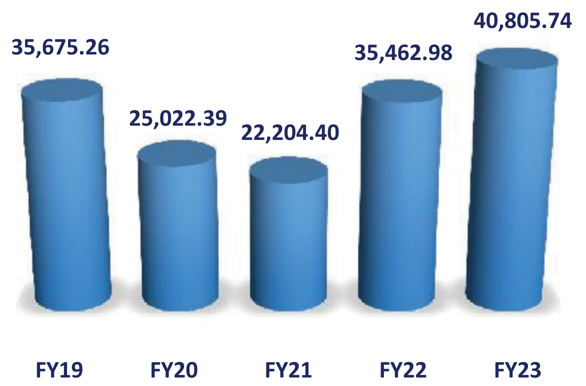
Domestic Turnover	Export Turnover
18,641.28	22,164.45

Financials (₹ in million)

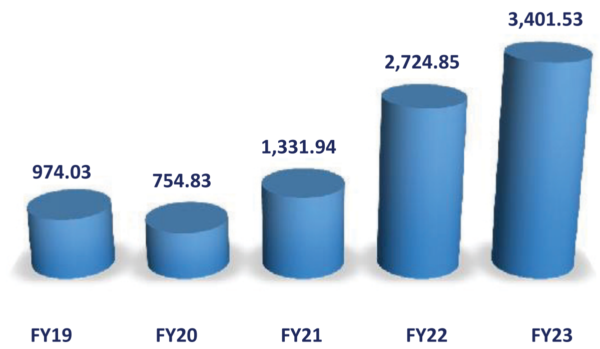
Revenue from Operations	EBITDA	PAT
40,805.74	3,401.53	1,908.77

FINANCIAL METRICS

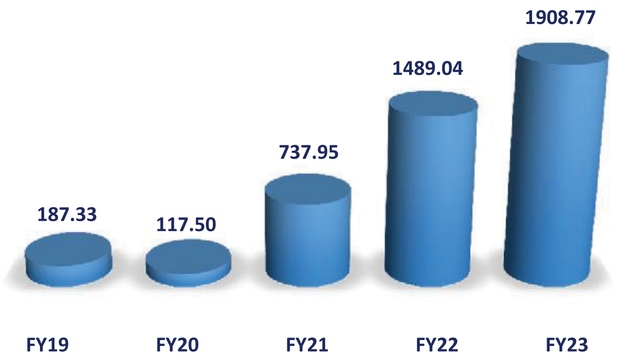
Revenue from Operations



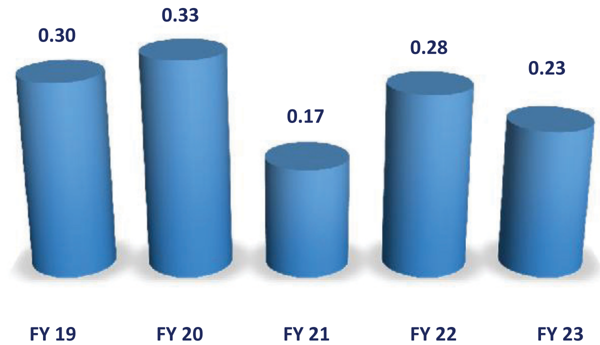
EBITDA



NET PROFIT



Debt/Equity Ratio

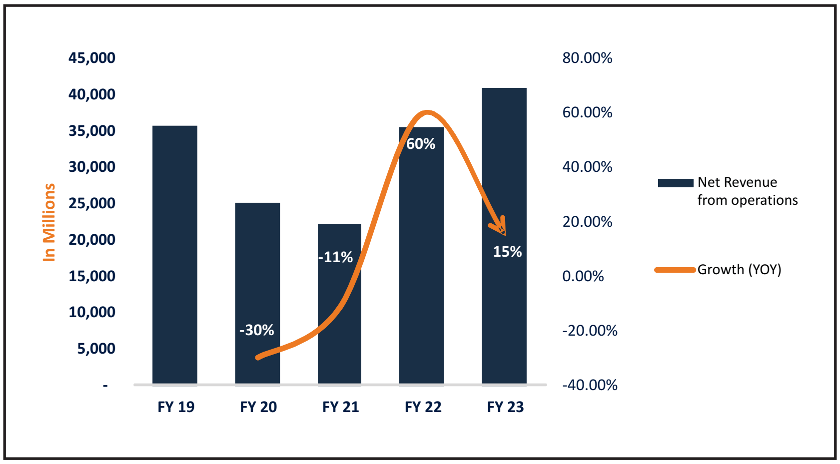


Five Years Consolidated Financial Highlights

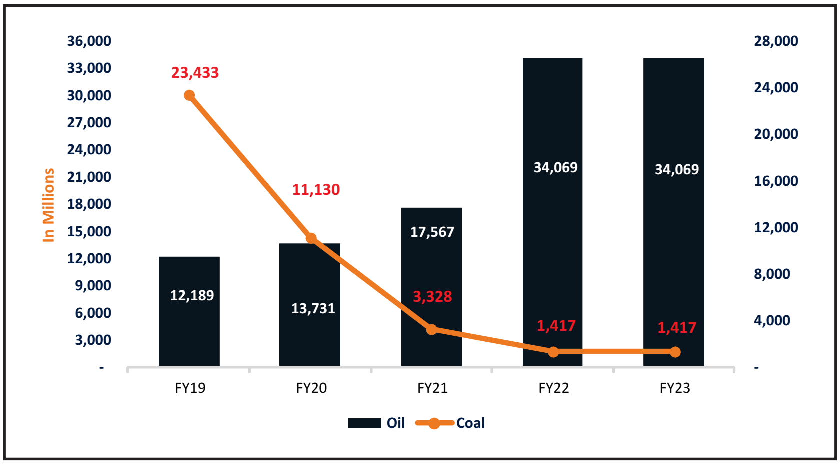
(₹ in millions)

Particulars	2018-19	2019-20	2020-21	2021-22	2022-23
Operating Results					
Sales & other Income	35,943.93	25,162.89	22,355.37	35,788.03	41,030.25
Manufacturing & other Expns	34,969.90	24,408.07	21,023.43	33,063.18	37,628.71
Operating Profit (EBITDA)	**974.03**	**754.83**	**1,331.94**	**2,724.85**	**3,401.53**
Finance Cost	474.19	488.40	357.73	317.28	515.08
Depreciation	75.37	108.40	116.93	153.82	167.87
Profit from ordinary Activities (EBT)	**424.47**	**158.02**	**857.28**	**2,253.75**	**2,718.58**
Exceptional Item	160.55	-	-	-5.10	-
Foreign Exchange Difference: Expense/(Income)	-	-	-	-	-
Profit Before Tax (EAT)	**263.92**	**158.02**	**857.28**	**2,258.85**	**2,718.58**
Current Tax	77.00	49.40	184.46	614.40	581.07
Deferred Tax	2.17	-22.93	15.32	2.10	-3.30
MAT Credit	-	-	-	-	-
Profit After Tax for the year	**184.75**	**131.55**	**657.50**	**1,642.36**	**2,140.81**
Add: Previoys years's tax provision written off(back)	-0.31	4.08	0.78	1.17	1.51
Profit After Tax	**185.05**	**127.47**	**656.71**	**1,641.20**	**2,139.29**
Share of Profit /(Loss) in Associates	2.28	-9.97	81.24	-	-
Minority Profit/(Loss)	-	-	-	-152.16	-230.52
Profit for the Year	**187.33**	**117.50**	**737.95**	**1,489.04**	**1,908.77**
Dividend on Equity Shares	**12.00**	**4.50**	**-**	**6.50**	**-**
Financial Position					
Capital Equity	160.00	160.00	160.00	160.00	160.00
Reserves	3,684.50	3,744.97	4,466.58	5,424.77	7,274.05
Net Worth	**3,844.50**	**3,904.97**	**4,626.58**	**5,584.77**	**7,434.05**
Non-controlling interest	**-**	**-**	**-**	**195.81**	**349.08**
Borrowings	25.07	161.10	175.71	338.96	222.98
Deferred Tax Liability (Net)	6.82	-	-	1.85	-
Other Long Term Liabilities and provisions	21.68	141.50	93.60	302.62	498.08
Funds Employed	**3,898.07**	**4,207.57**	**4,895.89**	**6,424.01**	**8,504.19**
Fixed Assets					
Net Assets	991.81	1,154.92	1,063.33	2,081.01	2,376.79
Capital Work in Progress	52.23	124.32	215.72	440.11	726.69
Others	43.65	70.38	177.91	229.18	662.82
Net Current Assets	2,810.38	2,857.93	3,438.93	3,673.73	4,737.88
Total Assets	**3,898.07**	**4,207.55**	**4,895.89**	**6,424.03**	**8,504.18**
Ex. Rate Diff	559.90	260.18	-22.51	96.73	71.23
	-	0.02	0.00	-0.02	0.01
	0.00	17,959.73	1,310.43	-20,000.74	9,999.70

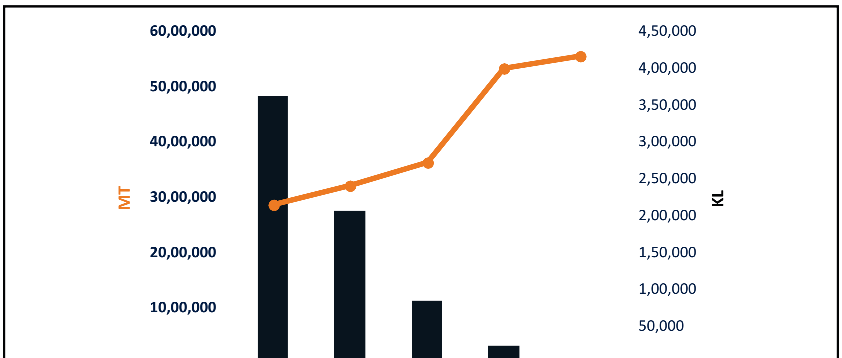
NET REVENUE FROM OPERATION



SEGMENT REVENUE

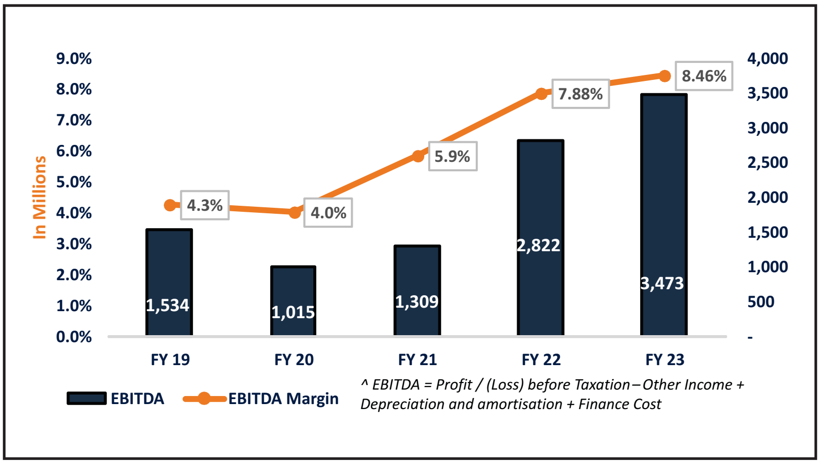


SEGMENTAL SALES VOLUME



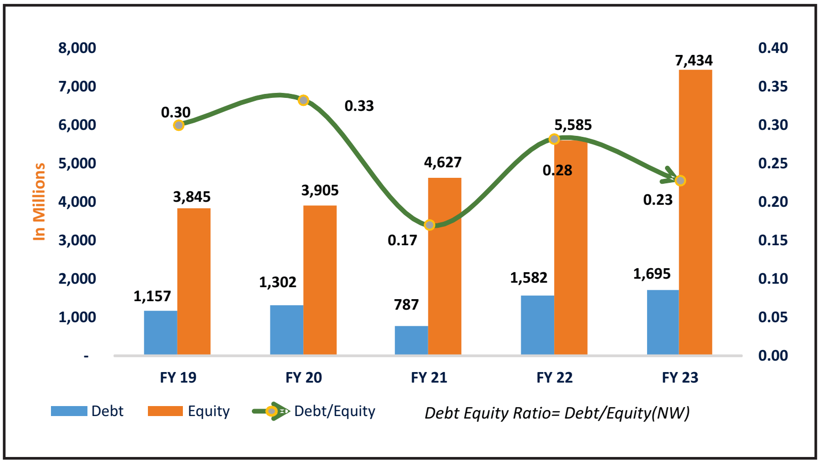
	FY19	FY20	FY21	FY22	FY23
Coal (MT)	48,15,32	27,47,63	11,13,75	3,10,113	-
Oil (KL)	2,14,157	2,39,757	2,72,586	3,99,853	4,16,951

EBITDA^ & EBITDA Margin

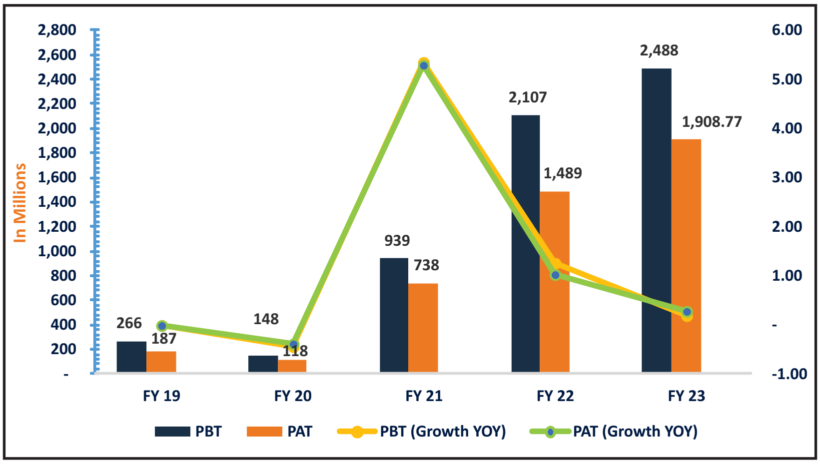


^ EBITDA = Profit / (Loss) before Taxation - Other Income + Depreciation and amortisation + Finance Cost

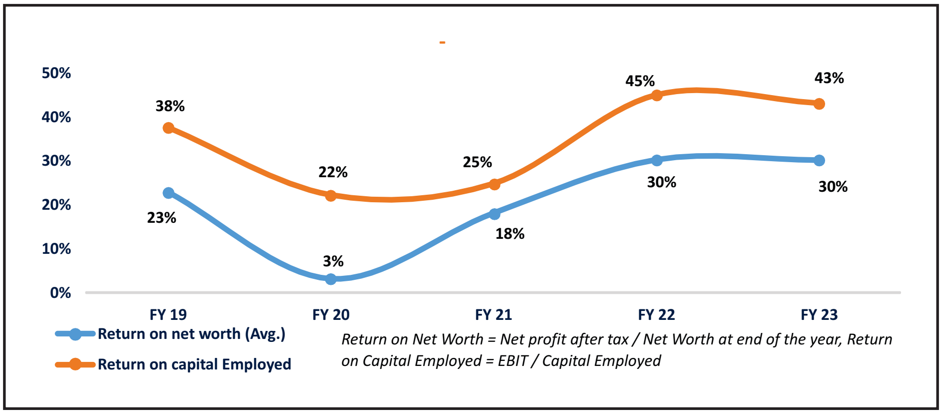
DEBT EQUITY RATION



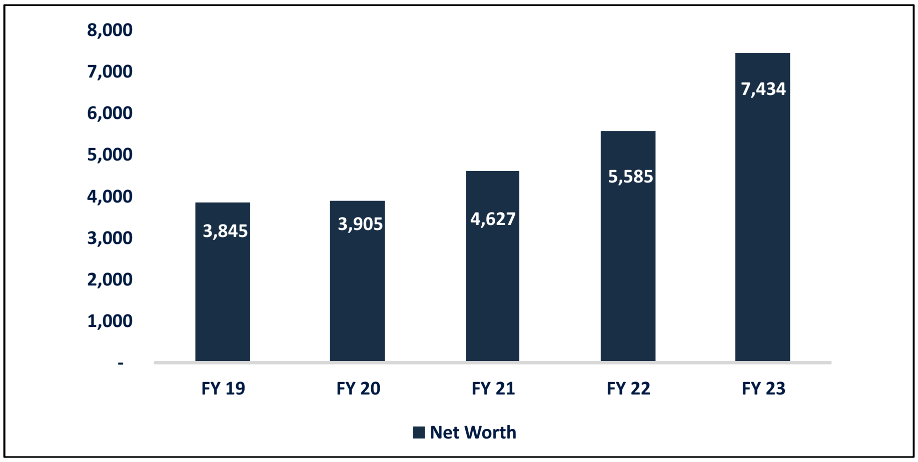
PBT, PAT, Growth (YOY)



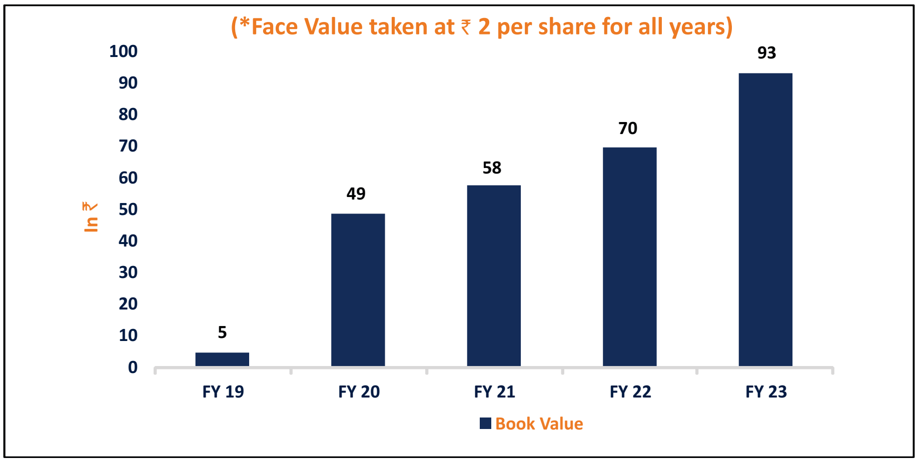
Return on Net Worth - Return on Capital Employed



NET WORTH



Book Value per Share



MANUFACTURING FACILITY

Storage tanks and drums at warehousing facility

Testing done at in house R&D laboratory for manufactured products

THERE IS NO WAY TO PROSPERITY, PROSPERITY IS THE WAY

MANUFACTURING FACILITY

TO WIN IN THE MARKET PLACE YOU MUST FIRST WIN IN THE WORKPLACE

CSR ACTIVITIES

As we strive for enhanced social inclusivity, we are actively developing, implementing, and endorsing a wide array of initiatives primarily focused on essential areas such as education, healthcare, poverty eradication, and societal welfare. These fundamental pillars of social progress also serve as significant benchmarks for measuring the human development index.

Donation to Purushottam High School & Kasturba Stree Vikas Gruh towards Skill Development & transformative Project and re-construction of school.

we believe that education goes beyond academic learning. It is about nurturing the potential within each child and providing them with the tools to succeed in all aspects of life. The confidence and independence in students will grow by imparting practical skills such as vocational training, entrepreneurship, and financial literacy.

We believe that every contribution, no matter the size, will make a significant impact on the lives of these children nurture a generation of self-efficient individuals who will not only shape their destinies but also contribute positively to society.

GANDHAR DONATED TO VATSALYAGRAM – A CENTRE HUB OF A MALGAMATION OF QUALITY EDUCATION, ENTREPRENEURSHIP AND SUPPORT TO DESTITUTE WOMEN.

EYE CAMP AT VRINDAVAN ORGANIZED BY KAMLABEN BABULAL CHARITABLE TRUST

The KamlaBen Babulal Charity Trust is dedicated to making a positive impact on the lives of those in need. Our mission is to provide essential eye care services to the underprivileged and underserved communities in this region, and had organised an Eye Camp in Vrindavan.

Vrindavan is home to numerous individuals who lack access to proper eye healthcare, and our aim is to bring light into their lives by conducting this eye camp. Through this initiative, we aspire to diagnose and treat vision-related issues, distribute free eyeglasses, and offer medical guidance to those requiring further treatment.

Cycle Donation to Center for Transforming India

The Company has extended a significant act of generosity by donating 500 bicycles to the Centre For Transforming India (CFTI) for distribution among girls from various villages in the region. The beneficiaries of this noble initiative belong to humble farming and fishing communities, where accessing education has been a significant challenge due to the long distances ranging from 3 to 8 kilometres they need to travel to reach school daily on foot. Donating the bicycles will transform their lives by making their commute to school much easier and more efficient and the girls can now focus better on their studies and academic pursuits.

CHAIRMAN'S MESSAGE

Ramesh Parekh
Chairman & Managing Director

Dear Shareholders,

In 1992, Gandhar began its journey towards success, riding the wave of optimism that followed liberalization. The Oil sector has always played a vital role in the global economy, driving growth and development. However, the past year has been marked by significant disruptions, mainly due to the Russia-Ukraine war. This conflict had far-reaching implications for the Oil markets, resulting in increased volatility, supply chain challenges, and geopolitical uncertainties. As a company operating in this sector, we have closely monitored these developments and adjusted our strategies to navigate the changing landscape.

The Russia-Ukraine war had profound consequences for the worldwide Oil industry, as Russia is a major crude oil supplier. It disrupted the flow of crude oil supplies, causing price fluctuations and creating uncertainty in the global energy markets. Nevertheless, it's important to note that despite these challenges, the demand for Oil has remained strong. As the situation gradually stabilizes, we anticipate a gradual recovery and renewed opportunities in the global energy sector.

Despite the turbulent environment, I am delighted to report that the company has maintained a resilient financial position. Our strong financial management practices, efficient operations, and diversified portfolio have helped us mitigate the impact of external shocks. We have taken proactive measures to optimize our cost structure and streamline operations while remaining committed to maintaining our financial strength and stability.

Companies Progress

FY23 ended with Consolidated revenue up 15.07% YOY to ₹ 40,805.74 million. The contribution from exports reached 54.32% compared to 40.43% in FY22. Our EBITDA grew by 24.83% YOY, maintaining a steady EBITDA margin at 8.29%, despite significantly elevated freight prices and global inflationary pressures in commodity prices and packing materials. The PAT base grew 43.17% to reach ₹ 2,337.11 million with 6.26% margin compared to 5.01% in FY22, achieved through cost-saving measures and strict financial discipline.

Personal care, Healthcare and Performance Oils ('PHPO') Largest Business Division

Leading the way in white oils manufacturing, our Company takes pride in its Largest Business Division known as Personal Care, Healthcare, and Performance Oils (PHPO). According to the esteemed CRISIL Report, we stand as a prominent revenue-generating manufacturer of white oils, with a recent emphasis on the consumer and healthcare industries.

By June 30, 2022, our impressive product lineup consisted of over 350 products, primarily divided into the PHPO, Lubricants, and Process and Insulating Oils (PIO) categories, all proudly under the renowned "Divyol" brand. Our diverse range of products serves as crucial ingredients in the production of end-products across various sectors, including consumer goods, healthcare, automotive, industrial, power, and tyre and rubber industries. Renowned Indian and global corporations rely on our high-quality products for their manufacturing needs.

The specialty oils sector has witnessed remarkable growth, and the white oil market stands out as the fastest-growing segment within this domain. Notably, our Company has emerged as India's leading manufacturer of white oils, considering both domestic and international sales in Financial Year 2023. Our global reach extends to over 100 countries, solidifying our position as one of the top five players worldwide in terms of market share during the calendar year 2021.

Growth and Performance in the Last Three Financial Years;

Gandhar's remarkable growth can be attributed to two key factors: Strengthening Customer Base and Expanding Across Geographies.

One of the primary drivers of Gandhar's success is the proactive approach to fortifying its customer base. This has been achieved through two strategic initiatives: First, by increasing the share of business with existing customers, the company has fostered stronger relationships and loyalty, leading to sustained revenue growth. Second, the expansion of the product portfolio has allowed Gandhar to cater to a wider range of industries, particularly in the consumer and healthcare sectors, effectively attracting new customers and gaining a competitive edge.

In pursuit of global expansion, Gandhar has made significant strides in different geographies. The establishment of the Texol plant in the UAE back in 2017 was a crucial milestone, enabling the company to venture into overseas markets. Leveraging its well-established customer relationships, Gandhar has successfully entered new territories, such as Indonesia, Europe, and the United States. By providing manufacturing ingredients for their products in these regions, Gandhar has not only capitalized on its existing customer base but also tapped into new markets, contributing to its steady growth trajectory.

Overall, Gandhar's astute focus on customer relationships, innovative product expansion, and strategic geographical expansion has been pivotal in driving its impressive growth and positioning the company as a prominent player in the industry.

Enhancing the Manufacturing Capacity.

We accomplished this feat through strong and strategic decisions, focusing on our core product portfolio, prioritizing per-unit margins, and investing in talent and processes. Looking ahead, we remain focused on our long-term vision of becoming a leading player in the White-Oil sector. Our future focus is on enhancing the Manufacturing Capacity, where we aim to enhance the production capacity at our Taloja Plant by an aggregate of 100,000 KL by FY24. Additionally, we plan to increase the total production capacity by 116,000 KL by adding 97,160 KL of annual production capacity at our Taloja Plant through the installation of blending tanks and a petroleum jelly manufacturing unit, along with a cosmetics product division unit. Furthermore, we are enhancing production capacity by adding 18,840 KL to our Silvassa Plant to meet the increasing demand for automotive oils.

Enhancing focus on the consumer and healthcare end industries.

We also intend to strengthen our presence in the consumer and healthcare end industries. These industries, including pharmaceuticals and consumer products, are expected to experience robust growth driven by strong domestic consumption, favorable demographics, and government initiatives. Leveraging our existing customer relationships in these industries, we aim to expand our wallet share with them and explore opportunities to acquire new customers.

To expand our global reach, we will continue to increase overseas sales by strategically expanding our product offerings. We are working towards greater penetration in existing geographies and potentially entering new markets based on current customer relationships to support our global growth. Additionally, we plan to leverage our existing customer relationships to venture into manufacturing ingredients for our key customers, particularly in the Personal care, Healthcare and Performance Oils (‘PHPO’) division, to cater to their products in other geographies such as Indonesia, Europe, and the United States.

Conclusion

In conclusion, I want to express my sincere gratitude to our shareholders for their unwavering support and confidence in Gandhar Oil Refinery India Limited. While recent global events have posed challenges, they have also presented us with opportunities to innovate and grow. We remain steadfast in our commitment to delivering sustainable value to our stakeholders and charting a successful future for our company.

Warm Regards,

Ramesh Parekh

NOTICE

Notice is hereby given that the 31st (Thirty First) Annual General Meeting of the members of GANDHAR OIL REFINERY (INDIA) LIMITED will be held on Tuesday, 29th August, 2023 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

2. To declare dividend @ ₹ 0.50/- (25%) per Equity share of face value of ₹ 2/- each, fully paid-up, for the financial year 2022-23.

3. To appoint a Director in place of Mr. Aslesh Parekh (DIN: 02225795), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **PAYMENT OF REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Companies (Cost Record and Audit) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on May 24, 2023, the remuneration payable to M/s. Maulin Shah & Associates, Cost Accountant, Ahmedabad (FRN: 101527), the Cost Auditors appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2024, not exceeding ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and out of pocket expenses on actual basis be and is hereby ratified and approved.

   RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the said resolution."

By order of the Board of Directors
For Gandhar Oil Refinery (India) Limited

Jayshree Soni
Company Secretary
FCS Membership No. 6528

Place: Mumbai
Date: 22nd July, 2023

Registered Office
DLH Park, 18th Floor,
S. V. Road, Goregaon (West),
Mumbai-400062

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its circular dated December 28, 2022, May 05, 2022, December 14, 2021, December 08, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting (AGM) through VC/OAVM facility, without the physical presence of the members at a common venue.
2. Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), and the MCA circulars, the 31st Annual General Meeting ('AGM') of the Company is being conducted through VC / OAVM without the physical presence of the Members and shall be deemed to take place at 18th Floor, DLH Park, S. V. Road, Goregaon (West), Mumbai – 400062.
3. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on August 22, 2023.

6. Members who would like to ask any questions on the financial statements are requested to send their queries through email investor@gandharoil.com at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.

7. Institutional / Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution / authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote. The said Resolution/Authorization pursuant to Sections 112 or 113 of the Companies Act, 2013 shall be sent to the Company by email through its registered email address to RTA email ID on rnt.helpdesk@linkintime.co.in / instameet@linkintime.co.in with a copy marked to investor@gandharoil.com

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

9. The Statement pursuant to the provision of Section 102 of the Companies Act, 2013 in respect of special business is annexed herewith and forms part of this Notice.

10. Requisite details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting are given in the Annexure to Notice. The Directors have furnished the necessary disclosures / consents pertaining to their appointment / re-appointment pursuant to the requirements of Secretarial Standard on General Meeting ("SS-2").

11. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 29, 2023. Members seeking to inspect such documents can send an email to investor@gandharoil.com.

12. 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., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime India. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

13. In compliance with the MCA Circular No. 20/2020 dated May 5, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-2023 will also be available on the Company's website www.gandharoil.com

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

15. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 22, 2023, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in / instameet@linkintime.co.in.

17. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of MCA Circulars, the Company is providing to its Shareholders, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 31st AGM, by electronic means. The Shareholders may cast their votes using "remote e-voting" (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means. For this purpose, the Company has entered into an agreement with Link Intime (India) Private Limited for facilitating remote e-voting to enable all its Shareholders to cast their vote electronically.

Remote e-voting:

a. In compliance with the provisions of Section 108 of the Act, read with the corresponding rules, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Link Intime (India) Private Limited. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

b. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for E-voting section which forms part of this Notice.

c. The remote e-voting period commences on Friday, August 25, 2023 (9:00 a.m. IST) and ends on Monday, August 28, 2023 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, August 22, 2023 may cast their votes electronically. The e-voting module will be disabled by Link Intime (India) Private Limited for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Tuesday, August 22, 2023.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

    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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. 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. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

    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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.

    2. If the user is not registered for Easi/Easiest, the 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 the 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, the 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.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

    You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

    A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

    B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

    C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in *physical form* but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in *NSDL form*, shall provide 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes', else to change your vote, click on 'No' and accordingly modify your vote.**

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **"SUBMIT".**

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular **"Event".**

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- Select the "Company" and 'Event Date' and register with your following details: -
    - **A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No**
        - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
        - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
        - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - **C. Mobile No.:** Enter your mobile number.
    - **D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the investor@gandharoil.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

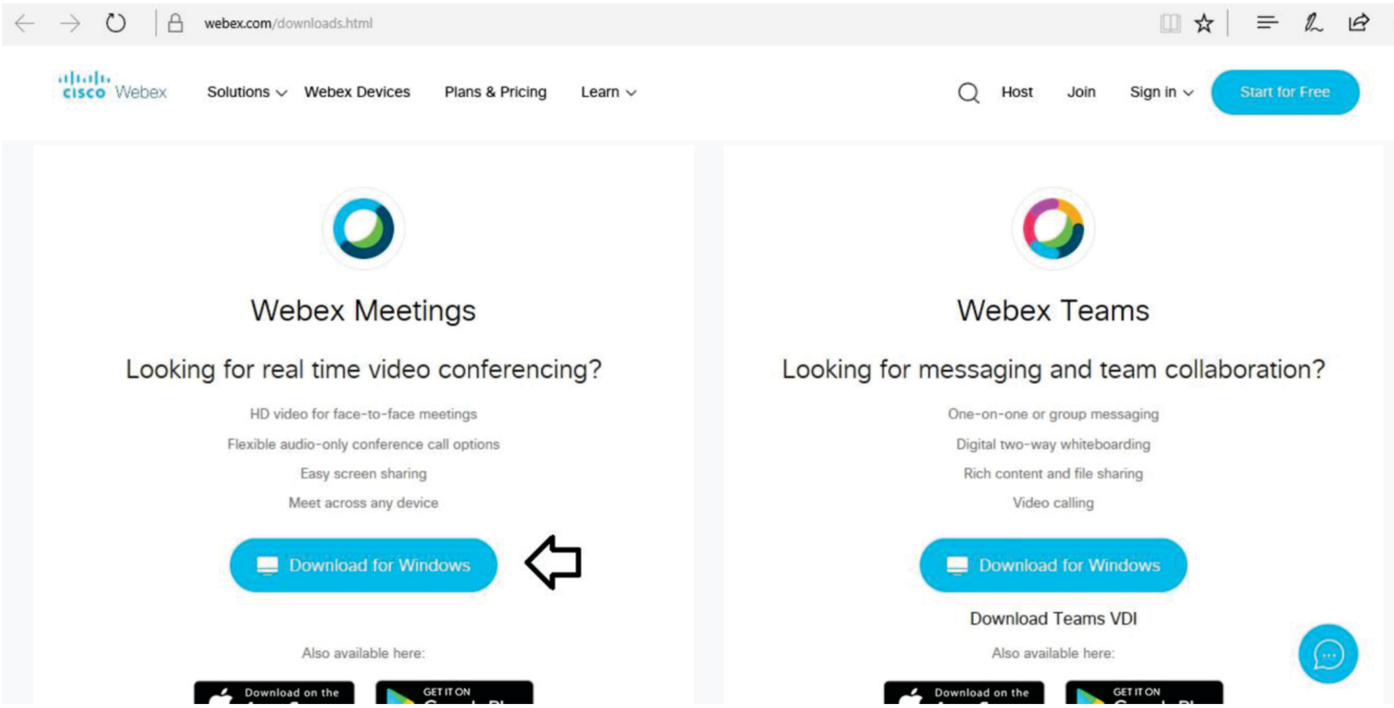
Link Intime India Private Limited

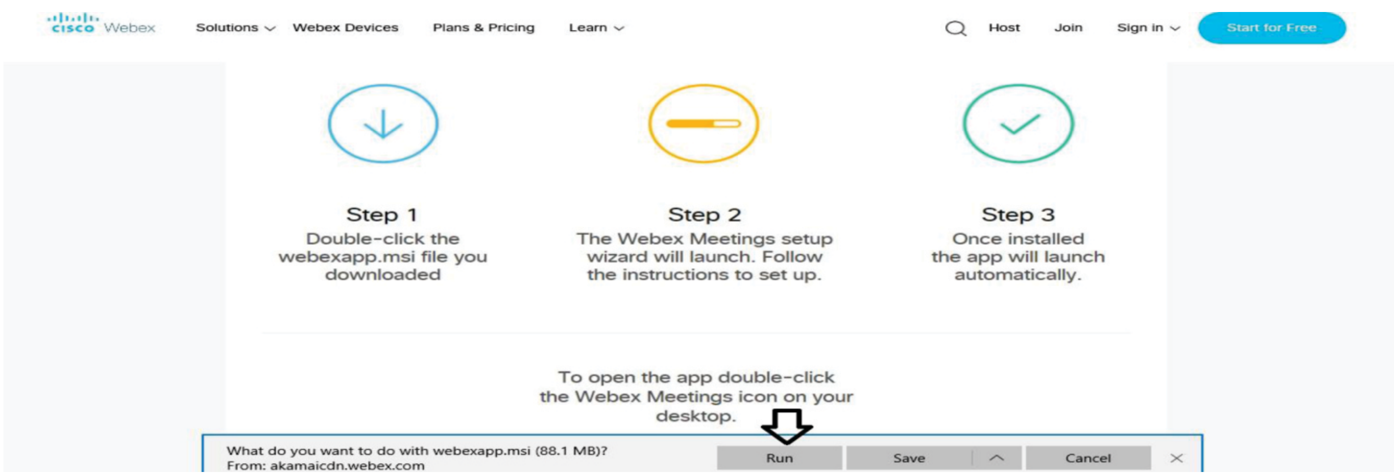
Annexure

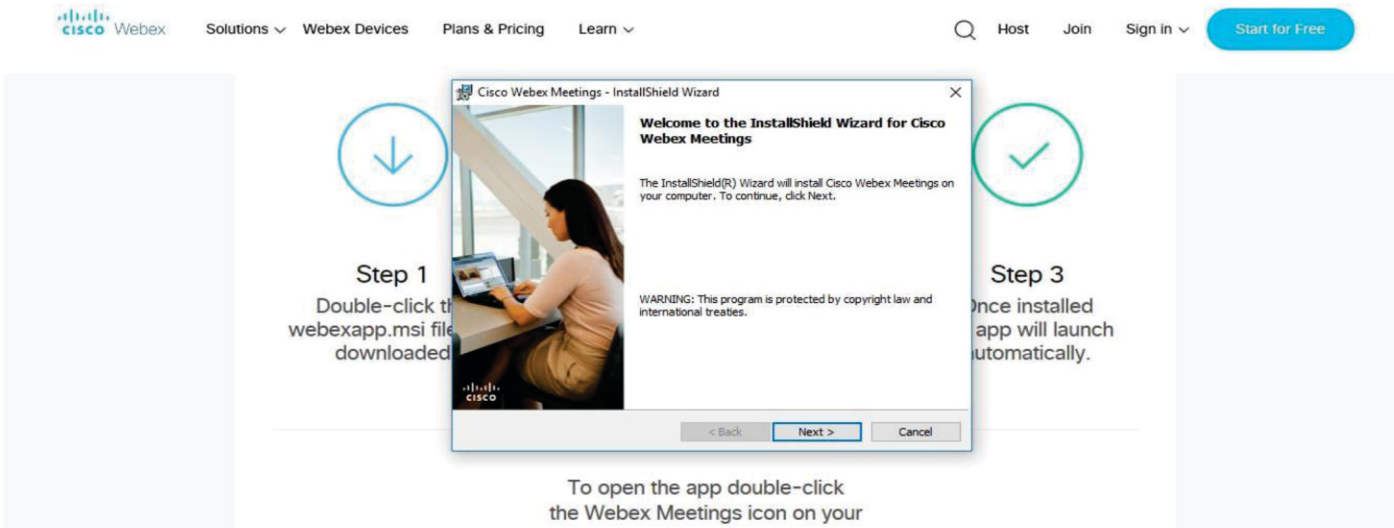
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/





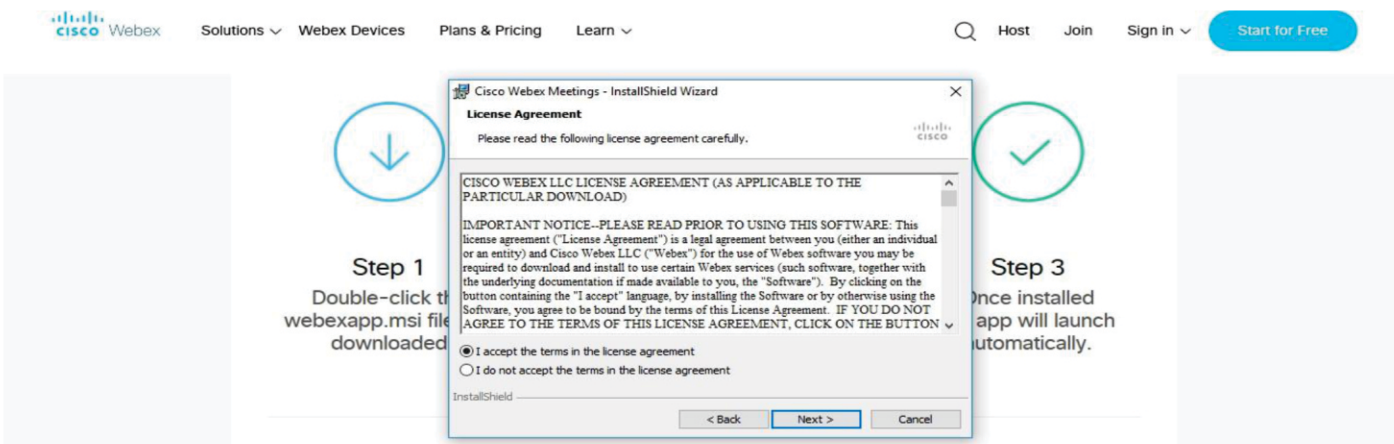


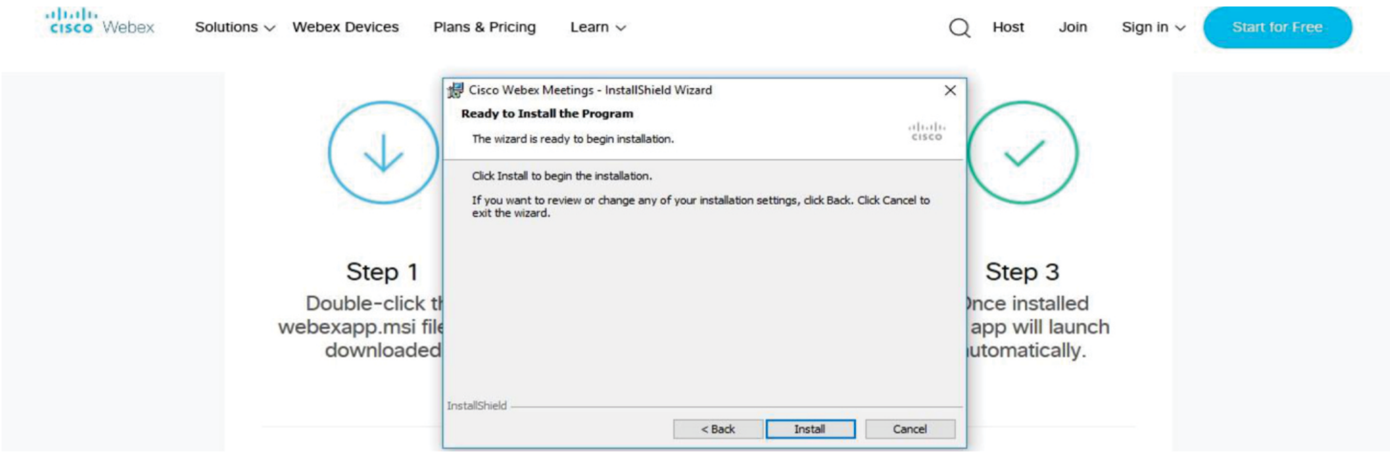
Step 1 **Enter your First Name, Last Name and Email ID and click on Join Now.**

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

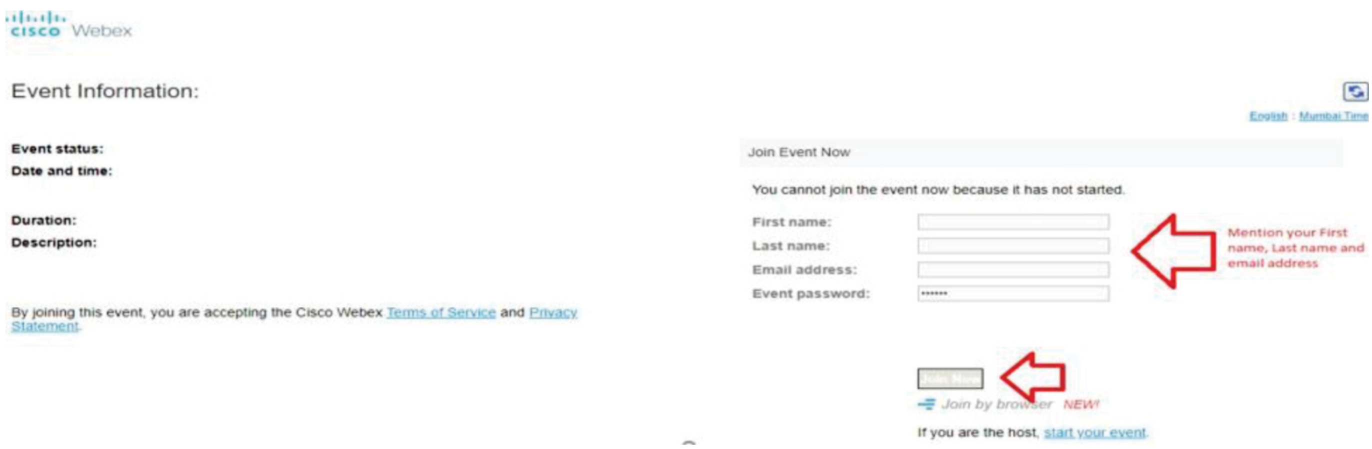
Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now





or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



Other Instructions:

1. The Board of Directors have appointed M/s. Manish Ghia & Associates (Membership No. FCS 3531), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM in a fair and transparent manner.

2. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

3. The results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website www.gandharoil.com. The result will also be posted on the Notice Board of the Company at the Registered Office.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4: APPROVAL OF REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad (FRN: 101527) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24 at a remuneration not exceeding ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and out of pocket expenses, if any at actual.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company at the Annual General Meeting. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice relating to the ratification of the remuneration payable to M/s. Maulin Shah & Associates, Cost Auditors of the Company for the Financial Year 2023-24 of the Notice for the approval of the Shareholders.

By order of the Board of Directors
For Gandhar Oil Refinery (India) Limited

Jayshree Soni
Company Secretary
FCS Membership No. 6528

Place: Mumbai
Date: 22nd July, 2023

Registered Office
DLH Park, 18th Floor,
S. V. Road, Goregaon (West),
Mumbai-400062

Annexure to Notice

As per Secretarial Standards on General Meetings (SS-2) notified by the Institute of Company Secretaries of India (ICSI), details of directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Aslesh Parekh
Date of Birth and Age	01/03/1982 41 Years
Nationality	Indian
DIN	02225795
Date of first appointment	01/04/2008
Designation	Joint Managing Director
Term for appointment / re-appointment	5 Years (from 1st October, 2021 to 30th September, 2026)
Terms and condition of appointment / re-appointment	Joint Managing Director, liable to retire by rotation
Expertise in specific functional areas	• More than 15 years' experience in Sales and Marketing
Qualifications	• B. Sc. MBA (Finance)
List of Companies in which Directorship held	• Nature Pure Wellness Pvt. Ltd. • Texol Lubritech FZC, Sharjah, UAE • Texol Oils FZC, Sharjah, UAE
Chairman/member of the Committee of other Companies in which individual is a Director	NIL
No. of shares held in the Company.	19,25,000 i.e. 2.41%
Relationship between Directors inter-se	Son of Mr. Ramesh Parekh, Chairman and Managing Director and Brother of Mr. Samir Parekh, Vice Chairman & Joint Managing Director of the Company.
Last remuneration drawn	₹ 9,35,000/- per month
Proposed remuneration	₹ 10,28,500/- per month
No. of Board Meeting attended during 2022-23.	5

DIRECTOR'S REPORT

Dear Members,

The Board of Directors hereby submits the 31st Annual Report on business and operations of Gandhar Oil Refinery (India) Limited ("The Company") along with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. FINANCIAL SUMMARY & HIGHLIGHTS:

The key highlights of the standalone and consolidated audited financial statements of your Company for the financial year ended 31st March 2023 and comparison with the previous financial year ended 31st March 2022 are summarized below:

(₹. In Million)

Particulars	Standalone			Consolidated		
	Financial Year ended 31st March 2023	Financial Year ended 31st March 2022	% Change	Financial Year ended 31st March 2023	Financial Year ended 31st March 2022	% Change
Total Income	29,462.13	29,896.53	-1.45	41,030.25	35,788.03	14.65
Profit before Finance Costs, Depreciation/ Amortisation and Tax	**2,777.57**	**2,935.76**	**-5.39**	**3,401.53**	**2,724.85**	**24.83**
Less: Finance Cost	(377.63)	(236.21)	59.87	(515.09)	(317.28)	62.35
Less: Depreciation and Amortisation Expense	(126.96)	(117.41)	8.13	(167.87)	(153.82)	9.13
Profit before share of Profit/(loss) of a joint venture and tax	**2,272.98**	**2,582.14**	**-11.97**	**2,718.57**	**2,253.75**	**20.62**
Share of Profit/(Loss) of a Joint Venture	-	-	-	-	(5.10)	
Profit before tax	**2,272.98**	**2,582.14**	**-11.97**	**2,718.57**	**2,258.85**	**20.35**
Tax expenses	577.71	616.09	-6.23	579.28	617.67	-6.22
Profit after taxation	**1,695.27**	**1,966.05**	**-13.77**	**2,139.29**	**1641.18**	**30.35**

The Financial Statements of the Company for the year ended March 31, 2023 have been prepared in accordance with the Indian Accounting Standards (IND AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issue thereunder and other accounting principles generally accepted in India.

The operating and financial performance of your Company has been covered in the Management Discussion and Analysis Report which forms part of the Annual Report.

2. TRANSFER TO RESERVE:

The Board of Directors of your Company has not transferred any amount to the General Reserves for the year ended 31st March, 2023.

3. DIVIDEND:

Pursuant to the requirement of regulation 43A of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') the Company has formulated its dividend distribution policy the details of which are available on the Company's website at https://gandharoil.com/investor-relations/company-policies-other-documents/

Considering the financial results and the performance of the Company during the year under review, as compared to the previous year, the Board of Directors is pleased to recommend a dividend of ₹ 0.50 (25%) per share on 8,00,00,000 Equity Shares of the face value of ₹ 2/- each for the Financial Year 2022-2023.

This dividend amounting to ₹ 4 Crores is payable after declaration by Shareholders at the ensuing Annual General Meeting (AGM).

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

4. SHARE CAPITAL:

During the year under review the Company has neither issued nor allotted any further Shares and accordingly there was no change in share capital of the Company.

The authorized share capital of the company as on 31st March, 2023 is ₹. 300,000,000 divided into 150,000,000 equity shares of face value ₹. 2 /- each.

The issued, subscribed and paid-up share capital of the Company as on March 31, 2023 is ₹ 160,000,000 divided into 80,000,000 equity shares of ₹. 2/- each.

The Company has formulated and approved the Gandhar ESOP Plan 2022 which was approved by the shareholders in the Extra-Ordinary General Meeting held on February 16, 2023.

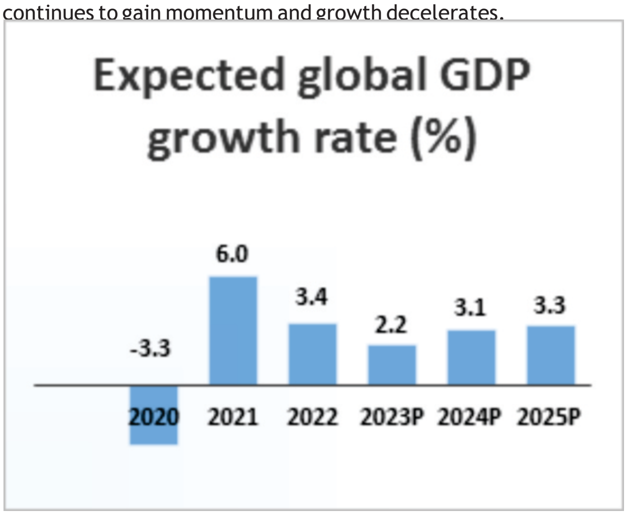
5. MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

Global Economy Outlook

Global gross domestic product (GDP) is estimated to grow at 2.2% in calendar year 2023. Rising interest rates, the unprecedented European energy crisis, and the lingering effects of COVID-19 are battering growth across geographies, though Asia-Pacific remains a relative outperformer. Biggest hit to growth from the Russia-Ukraine war, given its proximity to the war zone and higher exposure to volatile global energy costs. A sharp slowdown is expected in eurozone growth in near-term. An unprecedented deterioration in the terms of trade has pushed inflation to record highs.

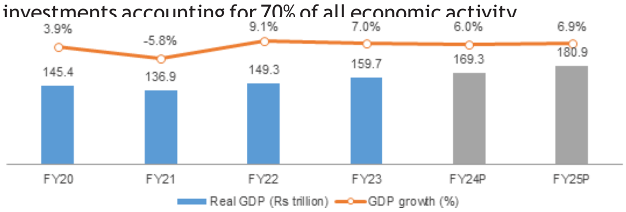
Fragile amid record inflation

The global economy is sputtering, and financial markets are flashing red due to surging inflation, a hawkish central banks' response, the impact of Russia's aggression in Ukraine, and anxious investors following Russia's invasion of Ukraine, global economic growth is slowing more than anticipated, and major economies are at risk of entering recession because of the energy and inflation crises. Global economic growth is forecast to be 2.2% in 2023, owing to rising stagflation risks worldwide. The global environment has become more fragile as record-high inflation continues to gain momentum and growth decelerates.



Indian Economy Outlook

The Indian economy has fully recovered to the pre-pandemic real GDP level of fiscal 2020. Real GDP growth was 7.0% for fiscal 2022 which reflect a faster growth momentum, which suggests higher economic demand. Future capital expenditures of the Indian government are anticipated to be supported by elements including tax buoyancy, a simplified tax system, rationalization of the tariff structure, and digitization of tax filing. Growth multipliers are expected to rise in the medium term as capital expenditures on infrastructure and asset-building projects rise. India's economy is predominantly driven by domestic demand, with consumption and investments accounting for 70% of all economic activity



The economy is confronted with newer risks, past the impact of the pandemic. Like other countries, it faces high commodity prices fueled by the Russia-Ukraine strife. Economic recovery is continuing in India with strong service sector activity. Consumer demand is recovering, and we expect a pickup in growth momentum from the third quarter, which will support growth through the rest of the year. Though investments have shown some pick up, it will remain tied to consumption momentum

Industry Overview

Gandhar Oil Refinery India Limited is a leading manufacturer of White Oils by revenue with a growing focus on the consumer and healthcare end-industries.

The product categories and primary end-industries for our three main business divisions are as follows:

Sr. No.	Business division	Product categories	Primary end-industries
1.	Personal care, healthcare and performance oils (PHPO)	White oils, waxes and jellies	Consumer; healthcare; plastics; chemical; textiles; and fragrance
2.	Lubricants	Automotive oils and industrial oils	Automobile; and industrial machines and equipment
3.	Process and insulating oils (PIO)	Transformer oils and rubber processing oils	Transformer manufacturers; power generation and distribution; and tyre and rubber product manufacturers

Strategic decision to exit coal-trading business

Our Company was involved in two main businesses: non-coking coal trading through Gandhar Oil & Energy DMCC (Gandhar DMCC) and specialty oils. However, as part of a strategic move to concentrate on the specialty oils sector, the Company decided to divest its interests in the coal trading business.

In light of this decision, the Company successfully sold Gandhar DMCC to a group company named Gandhar Coals & Mines Pvt. Ltd. The sale was executed with the intention of allowing Gandhar Coals & Mines Pvt. Ltd. to take over and manage the coal trading operations effectively.

Furthermore, the Company also conducted a slump sale of its entire coal business to Gandhar Coals & Mines Pvt. Ltd. This move was a part of the Company's overall plan to shift its focus and resources toward the specialty oils segment, which holds greater strategic significance for future growth and profitability.

With these transactions, the Company has streamlined its operations and can now concentrate exclusively on the specialty oils business, thereby positioning itself for enhanced success and sustainability in its chosen field.

STATE OF COMPANY'S AFFAIRS:

a. Performance of the Company:

The standalone total income of the Company during the year stood at 29,462.13 Million compared to the total income of 29,896.53 Million during the previous year. The standalone total income thus decreased by 434.40 Million compared to previous year.

The consolidated total income during the year stood at 41,030.25 Million compared to the total income of 35,788.03 Million during the previous year. The consolidated revenue thus increased by 5,242.22 Million compared to previous year.

As per the standalone financials, the Company earned a net profit before tax of 2,272.98 Million in the year under review as against a net profit before tax of 2,582.14 Million in the previous year.

i. Petroleum Products & Specialty Oil

The turnover of Oil segment increased from ₹ 28,504.85 Million to ₹ 29,174.12 Million in current year and achieved a growth of 2.35 %.

ii. Non-coking Coal

During the year, the company does not have any sales in Coal segment.

iii. Others

The turnover of other segment decreased from ₹ 65.66 Million to ₹ 46.25 Million in current year.

Overall Business Performance

In Millions	Fy19	Fy20	Fy21	Fy22	Fy23
Revenue	35,944	25,163	22,355	35,788	41,030
EBITDA	974	755	1,332	2,725	3,402
PAT	187	118	738	1,641	2,139
ROE	23%	3%	18%	30%	30%
D/E	0.30	0.33	0.17	0.28	0.23

B. Performance of Subsidiary Companies / Associate Companies / Joint Ventures of the Company:

Your Company has the following subsidiaries and associate as at March 31, 2023:

i. Gandhar Shipping and Logistics Pvt. Ltd. (GSLPL) – Wholly Owned Subsidiary of the Company.

ii. Texol Lubritech FZC, Sharjah -Subsidiary of the Company.

iii. Texol Oil FZC, Sharjah – Joint Venture Company

Domestic Subsidiary:

Gandhar Shipping and Logistics Private Limited:

During the year under review the Gross revenue of the Company was ₹ 6.62 Million compared to total revenue of ₹ 9.17 Million in the previous year. Loss after Tax stood at ₹ 1.31 Million compared to the Profit after Tax (PAT) of ₹ 0.02 Million in the Previous Year.

Overseas Subsidiaries/Joint Ventures:

Texol Lubritech FZC:

The Company has a subsidiary Company namely Texol Lubritech FZC at Sharjah in which the Company has invested in 50.10% shares. Texol Lubritech has started its manufacturing operations in the year 2019-20. The company is engaged in the business of manufacturing speciality oils and lubricants including liquid paraffin, industrial oil and greases, transformer oils, petroleum jelly, automotive lubricants, and other petrochemical products.

During the year under review the Gross revenue of the Company was ₹ 11,832.85 Million compared to Gross revenue of ₹ 6,167.82 Million in the previous year. The Company has earned profit of ₹ 465.56 Million compared to ₹ 304.93 Million in the previous year.

In accordance with the Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts of Companies) Rules, 2014, the Company has prepared consolidated financial statements of the Company and all its subsidiary companies which forms part of the Annual Report. A statement containing the salient features of the financial statement of the subsidiaries of the Company in the prescribed format AOC-1 is enclosed as annexure to the financial statements provided in the Annual Report. The annual accounts of the said Subsidiaries and Associate and other related information will be made available to any member of the Company seeking such information at any point of time and are also available for inspection by any member of the Company at the registered office of the Company.

The said Form also highlights the financial performance of each of the subsidiary companies included in the Consolidated Financial Statement pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company viz. www.gandharoil.com

The Company has a Joint Venture Company namely Texol Oils FZC at Sharjah incorporated on January 11, 2023 in which the Company has proposed to invest 50.1% shares. The company is proposed to be engaged in the business of manufacturing of Grease & Lubricants, Grease & Lubricants Blending, Beauty and Personal Care Requisites Manufacturing, Refining and Blending of Petroleum Products, Petrochemicals & Lubricants. Import/ Export /Storage/Trading of Petroleum Products, Petrochemicals, Lubricants & Grease, Trading Refined Oil Products.

The Company does not have any Holding or Associate Company.

6. CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

There was no change in the nature of business during the financial year under review.

7. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Act, read with Companies (Acceptance of Deposits) Rules, 2014 and hence there were no outstanding deposits and no amount remaining unclaimed with the Company as on 31st March, 2023.

8. UPDATE ON INITIAL PUBLIC OFFER:

The Board of Directors and the shareholders of the Company by resolutions passed on September 27, 2022 and November 10, 2022 respectively, have approved, subject to necessary approvals, a proposed initial public offering of equity shares of the Company, and consequent listing of such equity shares on the relevant stock exchanges in India (the "Offer"). On December 22, 2022, the Company filed the draft red herring prospectus dated December 21, 2022 (the "DRHP") in respect of the Offer, consisting of a fresh issue of equity shares up to ₹ 3,570 million and an offer for sale by certain shareholders of up to 12,036,380 equity shares, with the SEBI on December 22, 2022.

9. CORPORATE GOVERNANCE

Your Company believes in conducting its affairs in a fair, transparent and professional manner and maintaining the good ethical standards, transparency and accountability in its dealings with all its constituents. As required under the Listing Regulations, a detailed report on Corporate Governance along with the Auditors' Certificate thereon forms part of this report as **"Annexure - E".**

10. EXTRACT OF THE ANNUAL RETURN:

The provision to attach extract of the annual return with the Board's Report in Form No. MGT.9 has been omitted vide MCA Circular dated 5th March, 2021 by amending Rule 12 of the Companies (Management and Administration) Rules, 2014.

11. THE WEB ADDRESS IF ANY WHERE ANNUAL RETURN REFERRED TO IN SUB SECTION 92(3) HAS BEEN PROVIDED:

The Annual Return of the Company for the Financial Year 2022-2023 as per provisions of the Act and Rules thereto, is available on the Company's website viz. www.gandharoil.com

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

i) Directors retiring by rotation:

In accordance with the provisions of Section 152 of the Act, read with Companies (Management and Administration) Rules, 2014 and Articles of Association of the Company, Mr. Aslesh Parekh, (DIN: 02225795) Joint Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment.

The Board recommends the re-appointment of Mr. Aslesh Parekh and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company.

Pursuant to Secretarial Standards - 2 on General Meetings, brief details of Mr. Aslesh Parekh, are provided as an Annexure to the Notice of the Annual General Meeting.

ii) Directors and Key Managerial Personnel of the Company appointed and resigned during the year and upto the date of signing of this report:

During the year under review, the Board of Directors at its meeting held on 22nd June, 2022 approved the appointment of Mrs Deena Asit Mehta (DIN:00168992) as an Additional Non-Executive Independent Director on the Board of the Company under Section 161, 149, 152 read with Schedule IV of the Companies Act 2013 (herein referred as the Act) read with relevant rules made thereunder, for a term of five consecutive years with effect from 22nd June, 2022 to 21st June 2027 and was regularized at the Annual General Meeting held on 12th September, 2022.

As on 31st March, 2023 the Board of Directors of the Company comprises of Six Directors, of which three are Non-Executive Independent Directors & three are Executive Directors The constitution of the Board of the Company is in accordance with the provisions of the Companies Act, 2013.

On the basis of the written representations received from the directors, none of the directors are disqualified under Section 164 (2) of the Companies Act, 2013.

iii) Key Managerial Personnel:

Mr. Ramesh Parekh, Chairman and Managing Director, Mr. Samir Parekh, Vice Chairman and Joint Managing Director, Mr. Aslesh Parekh, Joint Managing Director, Mr. Indrajit Bhattacharyya, Chief Financial Officer and Mrs. Jayshree Soni, Company Secretary are the Key Managerial Personnel of the Company as on 31st March, 2023.

iv) Declaration by Independent Directors:

In terms of Section 149, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a term of 5 years and are not liable to retire by rotation.

The Company has received declarations from Mr. Raj Kishore Singh, Ms. Amrita Nautiyal and Mrs. Deena Asit Mehta, Independent Directors of the Company, confirming that they meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

13. ANNUAL EVALUATION OF PERFORMANCE OF BOARD:

Pursuant to the provisions of the Companies Act, 2013, a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and Individual Director. Schedule IV to the Companies Act, 2013, states that the performance evaluation of the Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria.

The Board has carried out evaluation of its own performance, of all the Directors individually as well as the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Company for the financial year 2022-23. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

i. Attendance at Board Meetings and Committee Meetings;

ii. Quality of contribution to Board deliberations;

iii. Strategic perspectives or inputs regarding future growth of Company and its performance;

iv. Providing perspectives and feedback going beyond information provided by the management.

14. REMUNERATION POLICY:

The Board has, on the recommendation of Nomination and Compensation-cum-Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Particulars of information as per Section 197 of the Act read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – a statement showing names and other particulars of the Employees drawing remuneration in excess of the limits set in the Rules and Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure - A** forming part of this report.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(C) of the Act, the Board of Directors state and confirm that:

a. in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. the directors have prepared the annual accounts on a going concern basis;

e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

16. MEETINGS OF THE BOARD AND AUDIT COMMITTEE:

The Board met on various occasions to discuss and decide on affairs, operations of the Company and to supervise and control the activities of the Company.

During the Financial Year 2022-23, 5 (Five) Board Meeting and Audit Committee Meetings were conveyed which were held on June 22, 2022, September 27, 2022, December 13, 2022, January 09, 2023 and March 21, 2023. Some of the meetings were held through Video Conferencing as permitted by Ministry of Corporate Affairs (MCA). The intervening gap between two consecutive meetings was within the maximum period mentioned under Section 173 of the Act except the relaxation given by MCA to hold such meetings and Secretarial Standard on Board Meetings (SS-1) issued by the Institute of Company Secretaries of India ("ICSI"). The details of these Meetings, including of other committee meetings, with regard to their dates and attendance of each of the Directors thereat, have been set out in the Report on Corporate Governance.

17. AUDITORS:

i. STATUTORY AUDITORS:

The present Statutory Auditors, M/s. Kailash Chand Jain & Co., Chartered Accountants, Mumbai, (Firm Registration No. 112318W), were re-appointed at the 28th Annual General Meeting of the Company held on 20th November, 2020 for a period of five years to hold the office till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2025.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in their Report dated 24th May, 2023. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

ii. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Act, read with Companies (Cost Record and Audit) Rules, 2014 and on recommendation of the Audit Committee, the Board of Directors appointed M/s. Maulin Shah & Associates, Cost Accountant, Ahmedabad (FRN No. 101527) as Cost Auditor of the Company to conduct audit of cost records of the Company for the financial year 2023-24 at a remuneration not exceeding ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and out of pocket expenses, subject to approval of members in the ensuing AGM.

iii. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as recommended by the Audit Committee, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai are appointed as the Secretarial Auditors of the Company to undertake the Secretarial audit of the Company for financial year 2023-24. The Secretarial Audit Report received from M/s. Manish Ghia & Associates, Company Secretaries, Mumbai for the year ended 31st March, 2023, is annexed as **"Annexure B"** and forms part of this report.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors in their report dated 24th May, 2023.

iv. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Act, read with Companies (Accounts) Rules, 2014, M/s. Grant Thornton Bharat LLP, act as Internal Auditors of the Company. The Internal Auditor submits his reports to the Audit Committee. Based on the report of internal audit, management undertakes corrective actions in their respective areas and thereby strengthens the controls.

v. INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company Policies, safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures at all locations of the Company and strives to maintain a high Standard of Internal Financial Control.

18. DETAILS IN RESPECT OF FRAUD REPORTED BYAUDITORS:

Pursuant to Section 143(12) of the Companies Act, 2013, during the year under review there were no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors. Hence, there is nothing to report under Section 134(3)(ca) of the Companies Act, 2013.

19. VIGIL MECHANISM POLICY:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards the Company encourages the employees to raise their genuine concerns without fear of criticism. The Company has implemented the Whistle Blower Policy to ensure greater transparency in all aspects of the Company's functioning. The objective of the policy is to build and strengthen a culture of transparency and to provide employees with a framework for responsible and secure reporting of improper activities. Therefore, it has built in and set up the Vigil Mechanism, under this mechanism all the employees and Directors of the Company are eligible to make disclosures in relation to matters concerning the Company.

We affirm that during the year under review, no employee or Directors were denied access to the Audit Committee. The Vigil Mechanism Policy is available on the website of the Company www.gandharoil.com.

20. CORPORATE SOCIAL RESPONSIBILITY INITIATIVE:

Pursuant to the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility) Rules, 2014, the Company has constituted Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. As part of its initiatives under CSR, the Company has identified various projects. These projects are in accordance with Schedule VII of the Act. The Policy on Corporate Social Responsibility is available on the website of the Company viz. www.gandharoil.com.

The Annual Report on CSR activities is annexed as **"Annexure C"** and forms part of this report.

21. EMPLOYEE STOCK OPTION SCHEME;

Gandhar Employee Stock Option Plan 2022

Pursuant to the approval accorded by the shareholders at the General Meeting of the Company held on February 16, 2023, the Company had introduced the Gandhar Employee Stock Option Plan 2022 ("ESOP 2022") to, inter alia, (i) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company, (ii) motivate the employees of the Company with incentives and reward opportunities, and (iii) create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest in the Company. As required under the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the details of the ESOP, 2022 as on March 31, 2023 are being provided as follows:

NATURE OF DISCLOSURE		PARTICULARS
a.	Options granted	NIL
b.	Options Vested	NIL
c.	Options exercised	NIL
d.	The total number of shares arising as a result of exercise of option	NIL
e.	Option lapsed	NIL
f.	The exercise price	NA
g.	Variation of terms of options	NA
h.	Money realized by exercise of options	NA
i.	Total number of options in force	NIL
j.	Employee wise details of options granted to:- 1. Key Managerial Personnel	No Options were granted during the year
	2. Any other employee who receives a grant in any other options in any one year of option amounting to five per cent or more of options granted during that year.	No Options were granted during the year
	3. Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	No Options were granted during the year

22. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

23. MAINTAINENCE OF THE COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained by the Company.

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of the Sexual Harassment of

Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The Company did not receive any complaint of sexual harassment during the year 2022-23.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **"Annexure D"** and forms part of this Report.

26. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The details of loans, guarantees or investments made by the Company under Section 186 of the Act, during the year under review are given under notes to Financial Statements for the financial year 2022-23.

27. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All the Related Party Transactions entered during the financial year were in ordinary course of the business and on arm's length basis and the same are reported in the Notes to the Financial Statements. All Related Party Transactions as placed before the Audit Committee were also placed before the Board for review and approval. A statement giving details of all related party transactions were placed before the Audit Committee and the Board of Directors for their review, approval and noting on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is available on the Company's website viz. www.gandharoil.com

No Material Related Party Transactions were entered during the year by your Company.

Accordingly, disclosures of Related Party Transactions as required under Section 134(3) of the Act, in form AOC-2 is not applicable to the Company.

28. **MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIALYEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

29. **DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company or will have bearing on company's operations in future.

30. **RISK AND AREAS OF CONCERN:**

The major risks faced by your Company are on account of volatility in the prices of its raw materials and foreign exchange rates. The Company has laid down a well-defined Risk Management Policy to mitigate its risks, covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is carried out by the employees designated by Board to identify, evaluate, manage and monitor both business and non-business risk. In this regard, your Company continues to exercise prudence in its inventory control and hedging policies. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

31. **AUDIT COMMITTEE:**

The Company has an Audit Committee pursuant to the requirements of the Act read with the rules framed thereunder and Listing Regulations. The details of the composition and relating to the same are given in the report on Corporate Governance forming part of this Report. During the year under review, the Board has accepted all recommendations of Audit Committee and accordingly, no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

32. **DISCLOSURE IN RESPECT OF STATUS OF APPLICATION OR PROCEEDING PENDING UNDER THE INSOLVENCYAND BANKRUPTCY CODE:**

During the year under review and as at 31st March, 2023, no application was made or any proceedings were pending under the Insolvency and Bankruptcy Code, 2016.

33. **DISCLOSURE RELATING TO DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANK OR FINANCIAL INSTITUIONS ALONG WITH THE REASONS TEHROF:**

During the year under review, no such one-time settlement was done in respect of any loan taken by the Company from Banks / Financial Institutions.

34. **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Independent Directors ('IDs') inducted to the Board are provided orientation on the Company's business operations, products, organization structure as well as the Board constitution and its procedures through various programmes / presentations.

The IDs are also provided with an opportunity to visit the Company's plants. The Company as on date of this report has three (3) Independent Directors on its board. Details of familiarization given to the Independent Directors in the areas of business, strategy, governance, operations, safety, health, environment are available on the website of the Company.

35. **OTHER INFORMATION**

a. **Green Initiative:**

To support the "Green Initiative" undertaken by the Ministry of Corporate Affairs (MCA), to contribute towards a greener environment, the Company has already initiated / implemented the same since 2010-11. As permitted, delivery of notices, documents, annual reports etc. are being sent to shareholders via electronic mode.

b. **General:**

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1) Issue of equity shares with differential rights as to dividend, voting or otherwise.

2) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.

3) No Managing Director of the Company receives any remuneration or commission from any of its subsidiaries.

4) The Company has in place the Policy on Prevention of Sexual Harassment at Workplace (POSH) in line with the requirements of Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. There were no complaints registered during the financial year 2022-23 under review.

5) There has been no change in the nature of business of the Company

6) There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

7) There was no instance of onetime settlement with any Bank or Financial Institution.

c. **Development of human resources:**

Your Company promotes an open and transparent working environment to enhance teamwork and build business focus. Your Company gives equal importance to development of human resources (HR). It updates its HR policy in line with the changing HR culture in the industry as a whole. In order to foster excellence and reward those employees who perform well, the Company has performance / production-linked incentive schemes. The Company also takes adequate steps for in-house training of employees and maintaining a safe and healthy environment.

36. ACKNOWLEDGEMENT:

The Directors convey their appreciation for the admirable performance of the Company, which has been made possible by the sterling efforts of the employees. They have exhibited time and again their deep commitment and passion for results, which has propelled the Company to the vaunted position it enjoys today. Further, your Directors wish to place on record their appreciation for the continuous co-operation, assistance and support extended by all stakeholders, Government Authorities, Financial Institutions, Banks, Customers, Dealers, Suppliers, Consultants, Solicitors and Shareholders of the Company. In this profound journey, the Directors stand committed as ever to steer the Company towards an even more promising future.

For and on behalf of the Board of Directors

	Mr. Samir Parekh	**Mr. Aslesh Parekh**
Place: Mumbai	**Joint Managing Director**	**Joint Managing Director**
Date: 22nd July, 2023	**DIN: 02225839**	**DIN: 02225795**

ANNEXURE - A

DISCLOSURES AS PER RULE 5 (2) and 5 (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Information pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2023.

Name, Age and Designation	Qualification	Experience (Years)	Remuneration (In ₹)	Date of commencement of employment	Last Employment and Designation	Nature of relationship with existing Directors
Mr. Ramesh Parekh Age: 68 years Chairman & Managing Director	B. Com	35 years	5,37,50,000	07/10/1992	--	Father of Mr. Samir Parekh and Mr. Aslesh Parekh, Joint Managing Directors of the Company.
Mr. Samir Parekh Age: 42 years Joint Managing Director	B. Com	15 years	5,18,73,866	01/04/2008	--	Son of Mr. Ramesh Parekh, Chairman and Managing Director and Brother of Mr. Aslesh Parekh, Joint Managing Director of the Company.
Mr. Aslesh Parekh Age: 40 years Joint Managing Director	B. Sc. MBA (Finance)	15 years	5,11,99,100	01/04/2008	--	Son of Mr. Ramesh Parekh, Chairman and Managing Director and Brother of Mr. Samir Parekh, Joint Managing Director of the Company.

Note: The remuneration includes salary, allowances, performance bonus paid to Directors, company's contribution to provident fund, leave encashment and other perquisites.

ANNEXURE - B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March 2023

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

To,
The Members,
Gandhar Oil Refinery (India) Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by *Gandhar Oil Refinery (India) Limited* (CIN: U23200MH1992PLC068905) and having its registered office at DLH Park, 18th Floor, S. V. Road, Goregaon (West), Mumbai - 400062 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

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

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

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

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

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

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

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the audit period);**

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 **(Not applicable to the company during the audit period);**

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period);**

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period); and**

  (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not applicable to the Company during the audit period).**

(vi) There are no laws that are specifically applicable to the company based on their sector/industry.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, 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 and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance except few Board Meetings of the company during the year under review were held at shorter notice with the consent of the directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, in the minutes of the meetings of Board and its Committees, for the period under review, no dissents were noted and hence we have no reason to believe that decisions by the Board were not approved by all the directors present.

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

We further report that during the audit period the Company has:

a. the Company has altered Memorandum of Association and adopted new set of Articles of Association, vide special resolution passed at Annual General Meeting dated September 12, 2022;

b. the Board of Directors at its meeting held on September 27, 2022, has accorded its approval of Investment in Texol Oils FZC , subsidiary company (a company incorporated at Hamriyah Free Zone Authorities on January 10, 2023); however the Company is yet to make investment towards its subscribed shares. Accordingly, the aforesaid subsidiary is yet to become operative;

c. the Board of Directors at its meeting held on September 27, 2022, has approved increase in limits for Non Resident Indians (NRI) and Overseas Citizens of India (OCI) from 10% to 24% of the paid up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid up equity share capital on a fully diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time. Further the same was also approved by the Members of the Company vide Special Resolution passed in Extra Ordinary General Meeting dated November 10, 2022;

d. the Company has filed a Draft Red Herring Prospectus, on December 22, 2022 for IPO by way of Fresh Issue of equity shares aggregating to Rs 3,570 million and offer for Sale by selling shareholders upto 1,20,36,380 equity shares of Rs 2/- each;

e. the Board of Directors at its meeting held on December 13, 2022, has approved the 'Gandhar Employee Stock Option Plan 2022' ('ESOP 2022') for the employees of the Company and its subsidiaries. Further the approval of grant of options to the employees of the subsidiaries not exceeding 9,00,000 stock options has also been approved by the Members of the Company vide Special Resolution passed in Extra Ordinary General Meeting dated February 16, 2023;

f. the Board of Directors at its meeting held on January 09, 2023, has approved granting of loan to Texol Lubritech FZC (a subsidiary incorporated in United Arab Emirates) not exceeding ₹200 Crores from the IPO proceeds.

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

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)

Pankaj Kumar Nigam
Partner
M. No. FCS 7343, C.P. No. 7979
PR 822/2020

Place: Ghaziabad
Date :- 24/05/2023
UDIN:- F007343E000348926

'ANNEXURE A'

To,
The Members,
Gandhar Oil Refinery (India) Limited
Mumbai

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report 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 Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)

Pankaj Kumar Nigam
Partner
M. No. FCS 7343, C.P. No. 7979
PR 822/2020

Place: Ghaziabad
Date :- 24/05/2023
UDIN:- F007343E000348926

ANNEXURE - C

Annual Report on Corporate Social Responsibility for Financial Year 2022-23 pursuant to Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

1 **A brief outline of the Company's CSR policy:**

In accordance with Section 135 of the Companies Act, 2013, the CSR Policy was approved by the Board of Directors of the Company and has been uploaded on the Company's website www.gandharoil.com.

A gist of programmes / activities that the Company focus on under CSR Policy during the year under review is mentioned below:

(i) Eradicating hunger, poverty and mal nutrition,
(ii) Providing Food and meal for senior citizen
(iii) Promoting health care & providing medical relief
(iv) Promoting education, including special education and employment enhancing vocational skills
(v) Relief and rehabilitation for combating with COVID-19 pandemic related activities

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

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ramesh Parekh	Chairman & Managing Director	2	2
2.	Mr. Samir Parekh	Joint Managing Director	2	2
3.	Ms. Amrita Nautiyal	Independent Director	2	2

3. **Weblink Details:** The details of Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company. The link is

For CSR Committee : https://gandharoil.com/investor-relations/

For CSR Policy : https://gandharoil.com/wp-content/uploads/2023/02/CSR-Policy.pdf

For CSR Projects : https://gandharoil.com/investor-relations/

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). :** NOT APPLICABLE - as the Company does not have an average CSR obligation of ₹ 10 Crores or more in the three immediately preceding financial years.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** NOT APPLICABLE

6. **Average net profit of the Company for the last three financial years:** ₹ 977,645,514/-

7.

Sr. No.	Particulars	Amount (In ₹)
a.	Two percent of average net profit of the company as per section 135(5)	19,552,910
b.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
c.	Amount required to be set off for the financial year, if any	Nil
d.	Total CSR obligation for the financial year (7a+7b+7c).	19,552,910

8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
140,00,000/-	56,52,910 (including ₹ 1,00,000 excess amount)	29th April, 2023	NA	Nil	NA

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

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Not Applicable												

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

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount allocated for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Eradicating Hunger & Poverty, providing meal to dialysis patients and needy people	Item I	Yes	Maharashtra	Mumbai	15,00,000	No	Kamlaben Babulal Charity Trust	CSR00003213
2	Providing Medical Relief to the needy people	Item I	Yes	Maharashtra	Mumbai	15,00,000	No	Kamlaben Babulal Charity Trust	CSR00003213
3	Providing Educational Aid	Item ii	Yes	Maharashtra	Mumbai	10,00,000	No	Kamlaben Babulal Charity Trust	CSR00003213
4	Eye Camp at Vrindavan	Item I	No	Uttar Pardesh	Vrindavan	11,00,000	No	Kamlaben Babulal Charity Trust	CSR00003213
5	Contribution to “Param Shakti Peeth” for Vatsalya Gram project that serves the marginalized children and women	Item iii	No	Uttar Pardesh	Vrindavan	14,00,000	Yes		
6	Contribution to “Apna Ghar” for providing food and shelter to needy people	Item I	No	Rajasthan	Bachhamdi	5,00,000	Yes		
7	Nathdwara Temple Board - Rajasthan for Animal Welfare Services	Item iv	No	Rajasthan	Bachhamdi	2,00,000	Yes		
8	Contribution for providing educational care to family deprived children to NGO - Purushottam High School, Mumbai	Item ii	Yes	Maharashtra	Mumbai	1,00,000	Yes		
9	Contribution for Providing Healthcare including Medical Relief, Food and Shelter to the needy people to NGO - Krishna Foundation	Item I	No	Telangana	Hyderabad	10,00,000	Yes		

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount allocated for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
10	Contribution for providing Cycles to family deprived children for promotion of educational care to NGO - Center for Transforming India	Item ii	Yes	Maharashtra	Mumbai	25,00,000	Yes		
11	Contribution towards PANCHAMRUT SEVA for Medical Relief, Education Relief and Food Relief to NGO - VYO PANCHAMRUT SEVA	Item ii	No	Gujarat	Vadodara	11,00,000	Yes		
12	Contribution for construction of building for the school and college for providing educational and personal care to orphans and various destitute childrens to NGO - Kasturba Stree Vikasgruh	Item i	No	Gujarat	Jamnagar	21,00,000	Yes		
	Total					**140,00,000**			

d) Amount spent in Administrative Overheads: NOT APPLICABLE

e) Amount spent on Impact Assessment, if applicable: NOT APPLICABLE

f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 140,00,000/-

g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
i.	Two percent of average net profit of the company as per section 135(5)	19,552,910
ii.	Total amount spent for the Financial Year	140,00,000
iii.	Excess amount spent for the financial year [(ii)-(I)]	(55,52,910)
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil

However the balance unspent amount ₹ 56,52,910/- (includes ₹ 1,00,000 excess amount) is transferred to the separate account opened with HDFC Bank which will be used for the ongoing project named “Animal Welfare Project” for construction of shelter for animal which will be completed within three years in compliance with the provisions stated under Schedule VII (iv) of the Companies Act, 2013 for Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources etc.

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	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 ₹)
				Name of the Fund	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	
			Not Applicable				

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) - Not Applicable

(a) Date of creation or acquisition of the capital asset(s).	-
(b) Amount of CSR spent for creation or acquisition of capital asset.	-
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	-
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	-

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

For Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman CSR Committee

Samir Parekh
Joint Managing Director

ANNEXURE D

STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY:

i) Energy conservation measures taken.

The Company continues its efforts to improve methods of energy conservation and its utilization.

a) Following Steps are taken for Conservation of Energy:

1. Solar generation started from January, 2023 onwards and saving a huge Cost.
2. As a part of continuous improvement, we have online-solar monitoring software from the vendor.
3. We have started an Effective PF (Power factor) Capacitor Asset management review to keep the pf @ 0.99 to 1.
4. Air leakages has been address with new pipeline across the Taloja Plant.
5. All employees & workers training was given for using various gadgets to be put off during non-operations to conserve energy including turning off valves during Holiday and Sunday of PNG gas pipeline.
6. To consume less electricity, energy saver LED light has replaced tube lights/halogen fitting after proper monitoring including lux levels.
7. To avoid carbon emission at work place & reduction of energy consumption battery operated fork lifts and electric stackers are being used.

b) Impact of above measures:

The above energy conservation measures have helped to reduce the overall energy consumption and fuel usage of the Company.

c) Steps taken by the Company for utilising alternate source of energy:

1) Solar panels have been erected and installed at Taloja Plant and commissioned January, 2023.
2) Solar panels have been erected and installed at Silvassa Plant and commissioned from March, 2022.
3) Taloja Plant has started using PNG (Pipe Natural Gas) for its entire heat requirement from September, 2021 onwards.

ii) Total Energy Consumption.

	Particulars		2022-23	2021-22
(A)	**Electricity**	:	**1,519,877 units**	**1,808,132 units**
	Amount Paid	:	₹ 15,706,310.00	₹ 15,400,710.00
	Average rate	:	10.33 per unit	8.52 per unit
(B)	**Fuel (LDO/Furnace Oil/ Diesel)**	:	**29,026.28 KL**	**94,246.35 KL**
	Amount Paid	:	₹ 1,795,025.72	₹ 4,859,594.67
	Average rate	:	61.84 per KL	51.02 per KL
(C)	**PNG GAS**	:	**215.008 Sq.cm**	**103,007 Sq. cm**
	Amount Paid	:	₹ 13,688,931.79	₹ 6,178,383.00
	Average rate	:	₹ 63.67 per Sq. cm	₹ 59.98 per Sq. cm

B. TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT

(i) Efforts taken towards technology absorption:-

a. The Company has provided continuous & adequate training to all employees to absorb the technology;

b. New processes and upgradation of existing processes has been carried out to absorb the technology;

c. Automatic small packing system started for automotive grades like Engine oils & Gear Oils.

(ii) Benefits derived from such technology absorption:

a. Our company has maintained the better productivity & quality with zero defects.

b. Our Company has maintained customer satisfaction & zero complaints.

c. Expansion of Transformer Oil plant with new percolation column & filtration system.

(iii) Research and Development

Since inception of the company and in pursuit of R & D endeavours the company is regularly incurring expenditure on R & D on the following activities:

a. Continuous on-going process for continual improvements of process, products & cost effective formulations.

b. Optimisation of petroleum jelly formulations for various applications such as ointments

c. Development of white oil for various grades of polymer applications

d. Design optimization using advanced software packages for CAE (Computer Aided Engineering) for setting up tanks & pilot plant

e. Formulation & Development of New Products

f. Reduction of rejections

g. Improving New Product Development (NPD) lead time

h. Testing and validation of new products

i. Cost reduction of existing products

(iv) Benefits derived as a result of R&D activities

Benefits derived as a result of R & D has improved the quality of the products and reduced operation cost. Upgradation of products to meet customers new requirements has been possible because of R & D done in the company since inception on a continuous basis. This has resulted in customers' satisfaction and new business opportunities have evolved with lower cost, better quality and latest technology.

(v) Expenditure on R & D

(₹ in Million)

Particulars	March 31, 2023	March 31, 2022
Turnover of Company	29,176.36	29,176.12
a) Capital	2.23	7.92
b) Revenue	36.89	21.84
c) Total (a) + (b)	39.12	29.76
d) Total R & D Expenditure as a percentage of total turnover	0.13%	0.15%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars		2022-23	2021-22
Foreign Exchange Earnings	:	11,628.72	8,002.86

Foreign Exchange Outgo		2022-23	2021-22
Raw Material (CIF)	:	14,978.05	13,243.84
Trading Materials (CIF)	:	4,436.82	7,590.36
Capital Goods		0	3.42
Others		250.92	1,063.93
Total		**31,294.51**	**21,901.55**

For and on behalf of the Board of Directors

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Place: Mumbai
Date: 22nd July, 2023

ANNEXURE E

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Good Corporate Governance is the core process guided by a strategic leadership to provide values with necessary checks and balances. It is a process which provides transparency of corporate policies, strategies and the decision making process and also strengthen internal control systems and helps in building relationship with stakeholders. We at "Gandhar Oil Refinery (India) Limited" are committed to benchmarking ourselves with the best in all areas including Corporate Governance. The Company's Philosophy of Corporate Governance is aimed at strengthening confidence among shareholders, customers, employees and ensuring a long-term relationship of trust by maintaining transparency and disclosures. The Company has experienced professionals on its Board of Directors as well as at other appropriate levels, who are actively involved in the deliberations of the Board on all important policy matters. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

The Company has set high standards of ethical and responsible conduct of business to create value for all its stakeholders. For effective implementation of the Corporate Governance practices, the Company has a well-defined policy framework inter-alia, consisting of the following:

- Code of Conduct for Board Members and Senior Management Personnel
- Trading Code of Conduct by Designated Person
- Risk Management Policies and Procedure
- Vigil Mechanism Policy
- Corporate Social Responsibility (CSR) Policy
- Materiality of Related Party Transactions and dealing with Related Party Transactions
- Policy for determining Material Subsidiaries
- Policy for Materiality of Events or Information
- Policy for Archival of Documents
- Dividend Declaration Policy
- Nomination & Remuneration Policy
- Familiarization Programme for Independent Director
- Succession Planning for the Board & Senior Management
- Sexual Harassment Policy
- Policy on Diversity of Board of Directors
- Policy on Evaluation of Board of Directors

2. BOARD OF DIRECTORS:

a) Composition

The Board of Directors provides strategic direction and thrust to the operations of the Company. The Board of Directors of the Company has an optimum combination of executive and non executive (Independent) Directors. The Independent Directors are eminent people with proven record in diverse areas like business, law, economics, administration, etc.

The tenure of the Directors appointed on the Board is as under:

- Whole-time Directors / Managing Directors are appointed for a period of five years or their date of superannuation, whichever is earlier;
- Independent Directors are appointed for a period of five years.

  As per Regulation 17 of SEBI (LODR) Regulation, 2015, if the Chairman is a an executive director, at least half of the Board should consist of non-executive Independent Directors. Hence, the Company is complying with the provisions of Regulation 17 of SEBI (LODR) Regulation, 2015. The Company has an optimum combination of Executive and Non-Executive Directors.

  None of the Directors on the Board hold membership in more than 10 committees or chairpersonship of more than 5 committees as required under Regulation 26 of the SEBI LODR Regulations, 2015

As on March 31, 2023, the Board comprises of three Executive Directors and three Non-Executive (Independent) Directors, out of which two are Women Independent Directors as given below:

Sr. No.	Name Of Director	Category	Designation	Date Of Appointment / Reappointment
1	Mr. Ramesh Babulal Parekh	Executive Director	Chairman & Managing Director	21.09.2020
2	Mr. Samir Ramesh Parekh	Executive Director	Joint Managing Director	01.10.2021
3	Mr. Aslesh Ramesh Parekh	Executive Director	Joint Managing Director	01.10.2021
4	Mr. Raj Kishore Singh	Non-Executive Director	Independent Director	28.06.2019
5	Ms. Amrita Nautiyal	Non-Executive Director	Independent Director	17.08.2020
6	Mrs. Deena Mehta*	Non-Executive Director	Independent Director	22.06.2022

* Mrs. Deena Mehta was appointed as Independent Director of the Company for the period of 5 Years with effect from 22nd June 2022, who shall not be liable to retire by rotation . This is the second term of her appointment as is not eligible for reappointment.

b) Appointment of Independent Directors

As per the provisions of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

Your Board has adopted the provisions with respect to appointment and tenure of Independent Directors consistent with the Companies Act, 2013 and SEBI LODR Regulations, 2015. A brief resume of the Directors, who are being reappointed at the forthcoming Annual General Meeting, is provided in the notice of the AGM.

All Independent Directors of the Company have submitted a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (Act) and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (SEBI (LODR)). In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and SEBI (LODR) and are independent of the management. The terms and conditions of appointment of Independent Directors are hosted on the website of the Company www.gandharoil.com

The Independent Directors have also submitted a declaration to the Board of compliance of inclusion of name in Data Bank maintained by Indian Institute of Corporate Affairs (IICA) pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Further, as per Regulation 17A of the SEBI LODR Regulations, 2015 Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

c) Board Meetings

The Board of Directors oversees the overall functioning of the Company and has set strategic objectives to achieve its Vision. The Board lays down the Company's policy and oversees its implementation in attaining its objectives. It has constituted various committees to facilitate the smooth and efficient flow of the decision-making process.

During the year Financial Year 2022-23, the Board of Directors met Five Times. The notice and agenda were circulated well in advance and intimated to the Board members to enable them to plan their schedule accordingly. The Directors are also provided the option to participate in the meeting through video conferencing and the facility is provided as and when requested. The agenda are prepared in consultation with the Chairperson of the Board and the Chairperson of the other committees. The agenda for the meetings of the Board and its committees, together with the appropriate supporting documents, is circulated well in advance of the meeting.

Matter discussed at Board Meeting generally relate to Company's performance, quarterly results of the Company, approval of related party transactions, general notice of interest of Directors, review of the reports of the internal Auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements etc.

Presentations are made to the Board on various functional and operational areas of the Company like Productions, Marketing and other Business Development activities as well as on major projects, financial highlights etc.

The Board and Committee Meeting Minutes are prepared promptly after the Board and Committee meeting and circulated to all Directors / members for their comments, if any, and thereafter approval of the Chairman is obtained. The approved minutes are then circulated to the concerned department / group for implementation.

Details of the Board Meetings held during 2022-23 are as under:

Sr. No.	Date of Board Meeting	No. of Directors	No. of Directors Present
1.	22.06.2022	6	6
2.	27.09.2022	6	6
3.	13.12.2022	6	6
4.	09.01.2023	6	6
5.	21.03.2023	6	6

d. Attendance of each Director at Board Meetings held during 2022-23, last Annual General Meeting (AGM) and Directorship(s) / Committee Membership(s) / Chairmanship(s) (excluding the position in the Company) as on March 31, 2023 are as under:

Name of the Director	No. of Board meetings held / Attended		No. of Directorship in other Unlisted Companies	Directorship in other listed entities & category of Directorship	Membership(s)/ Chairmanship(s) of Committees in other Companies		Whether attended the AGM held on 12.09.2022
	Held	Attended			Member	Chairman	
Executive Directors							
Mr. Ramesh B. Parekh	5	5	3	-	-	-	Yes
Mr. Samir R. Parekh	5	5	2	-	-	-	Yes
Mr. Aslesh R. Parekh	5	5	3	-	-	-	Yes
Independent Directors							
Mr. Raj Kishore Singh	5	5	2	1. Aegis Logistics Limited Designation - Independent Director	1	-	Yes
Ms. Amrita Nautiyal	5	5	2	-	-	-	Yes
Mrs. Deena Mehta	5	5	2	1. Asit C Mehta Financial Services Limited Designation - Non-Executive and Non Independent Director 2. Fino Payment Bank Limited Designation - Independent Director	3	2	Yes

- The Directorships held by Directors as mentioned above include public limited, private limited and foreign companies but do not include the companies registered under Section 8 of the Companies Act, 2013.
- As required by Clause 26 of the SEBI LODR Regulations, 2015, the disclosure includes membership/chairpersonship of the Audit Committee and Stakeholders' Relationship Committee in Indian Public Companies (Listed and Unlisted).

Note:

1) None of the Directors hold Directorships in more than 20 companies including 10 public limited companies and private companies which are either subsidiary or holding company of a public company pursuant to Section 165 of the Companies Act, 2013.
2) None of the Directors Serves as Director or as an Independent Directors ("ID") in more than seven listed companies; and The Executive Directors serves as IDs in more than three listed companies.
3) The Directorship/Committee membership is based on the disclosures received from the Directors as on March 31, 2023.
4) In case of cessation of Directorship, the details of directorship on Board of other companies and committee position are as on the date of cessation from the Board of the Company.

e) Skills / Expertise / Competencies of the Board of Directors:

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

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

Strategy & Business	Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
Industry Expertise	Has expertise with respect to the sector the organization operates in. Has an understanding of the industry and recognizes the development of industry segments, trends, emerging issues and opportunities
Financials	Leadership in management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.
Technology	Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation, and extends or create new business model.
Board Services and Governance	Service on a public company Board to develop insights about maintaining Board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.
Gender, ethics, national, or other diversity	Representation of gender, ethics, geographic, cultural, or other perspective that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board.

Name of the Director possessing the skills / expertise / competence:

Particulars	Mr. Ramesh Parekh	Mr. Samir Parekh	Mr. Aslesh Parekh	Mr. Raj Kishore Singh	Ms. Amrita Nautiyal	Mrs. Deena Mehta
Strategy & Business	✓	✓	✓	✓	✓	✓
Industry Expertise	✓	✓	✓	✓	✓	✓
Financials	✓	✓	✓	✓	✓	✓
Leadership	✓	✓	✓	✓	✓	✓
Technology	✓	✓	✓	✓	✓	✓
Board Services and Governance	✓	✓	✓	✓	✓	✓
Sales and Marketing	✓	✓	✓	✓	✓	✓
Gender, ethics, national, or other diversity	✓	✓	✓	✓	✓	✓

f) Code of Conduct

The Code of Conduct for Board Members and Senior Management Personnel of the Company approved by the Board is circulated to all concerned and is also hosted on the website of the Company. The Directors and Senior Management Personnel of the Company have affirmed compliance with the provisions of the Code of Conduct for the financial year ended 31.03.2023 under Regulation 26(3) of SEBI (LODR).

g) Succession Planning

The Company has put in place a structured succession planning framework to ensure a systematic development plan to fill key positions, other than Board Members, in line with the vision and business strategies of the Company. The Board has adopted a Policy on appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and the Senior Management. The Senior Management has made disclosures to the Board confirming that there is no material, financial and/or commercial transaction between them and the Company, which could have potential conflict of interest with the Company at large.

3. COMMITTEES OF THE BOARD:

The Board of Directors of your Company has constituted four committees:

a) Audit Committee
b) Nomination and Remuneration Committee
c) Stakeholders Relationship Committee
d) Corporate Social Responsibility Committee.
e) Risk Management Committee

The roles and responsibilities assigned to these committees are covered under the term of reference approved by the Board and are subject to review by the Board from time to time. The minutes of the meetings of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee are placed before the Board for their discussions and noting. The details as to the composition, terms of reference, number of meetings and attendance thereat, etc. of these Committees are provided below:

a) Audit Committee:

The Audit Committee has been constituted in line with the requirement of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015.

The Audit Committee comprised of the following members as on date of reporting:

Name	Designation
Mrs. Deena Mehta	Chairperson (Independent Director)
Mr. Raj Kishore Singh	Member (Independent Director)
Ms. Amrita Nautiyal	Member (Independent Director)
Mr. Ramesh Parekh	Member (Executive Director)

All the members of the Audit Committee possess sound financial knowledge. Mrs. Deena Mehta, Chairperson is a qualified Chartered Accountant and has the relevant accounting and related financial management expertise.

Mrs. Jayshree D. Soni, Company Secretary, is the Secretary to the Audit Committee. The terms of reference of this Committee are wide. Besides having access to all the required information from the Company; the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

The brief description of terms of references are as follows:

a. overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

b. recommending to the Board, the appointment, re-appointment, removal and replacement, remuneration and the terms of appointment of the auditors of the Company, including fixing the audit fees;

c. reviewing and monitoring the statutory auditors' independence and performance and the effectiveness of audit process;

d. approving payments to the statutory auditors for any other services rendered by statutory auditors;

e. reviewing with the management, the annual financial statements and the auditors' report thereon before submission to the Board for approval, with particular reference to:

   i) matters required to be stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)© of the Companies Act;

   ii) changes, if any, in accounting policies and practices and reasons for the same;

   iii) major accounting entries involving estimates based on the exercise of judgment by management;

   iv) significant adjustments made in the financial statements arising out of audit findings;

   v) compliance with listing and other legal requirements relating to financial statements;

   vi) disclosure of any related party transactions; and

   vii) qualifications and modified opinions in the draft audit report.

f. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g. scrutinizing inter-corporate loans and investments;

h. undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;

i. evaluation of internal financial controls and risk management systems;

j. formulating a policy on related party transactions, which shall include materiality of related party transactions;

k. approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

l. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

m. reviewing, along with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

n. establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

o. reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

p. reviewing the adequacy of internal audit function, if any, 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;

q. discussing with internal auditors any significant findings and follow up thereon;

r. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

s. discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

t. looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

u. approving the appointment of the chief financial officer, or any other person heading the finance function or discharging that function, after assessing the qualifications, experience and background, etc. of the candidate;

v. reviewing the functioning of the whistle blower mechanism;

w. ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

x. formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;

y. reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiaries exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

z. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

aa. Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

bb. reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time at least once in a financial year and verify that systems for internal control are adequate and are operating effectively;

cc. **Reviewing:**

i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

ii. Any material default in financial obligations by the Company;

iii. Any significant or important matters affecting the business of the Company.

dd. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act or other applicable law.

The attendance of the members of the Audit Committee at its meetings held during the Financial Year are as under:

Name of Directors	Meetings Held on				
	22.06.2022	27.09.2022	13.12.2022	09.01.2023	21.03.2023
Mrs. Deena Mehta		✓	✓	✓	✓
Mr. Raj Kishore Singh	✓	✓	✓	✓	✓
Ms. Amrita Nautiyal	✓	✓	✓	✓	✓
Mr. Ramesh Parekh	✓	✓	✓	✓	✓

The Audit Committee meetings are attended by Directors, Chief Financial Officer and the Head of Internal Auditor as invitees. The representatives of the Statutory Auditors are also invited to attend the meetings while considering the quarterly results / annual financial statements and to discuss the nature and scope of the Annual Audit. The Cost Auditors are also invited, when the Cost Audit Report is considered by the Audit Committee.

The Minutes of the meetings of the Audit Committee are circulated to the members of the Audit Committee. The approved minutes are then circulated to all concerned departments of the Company for necessary action and are also submitted to the Board for information.

The Audit Committee Meetings were held with gap of not more than 120 days between two consecutive meetings as required under the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015

Cases of non-acceptance by the Board of Directors, of any recommendation of the Audit Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL

b) **Nomination and Remuneration Committee:**

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 and Part D of Schedule II of SEBI LODR Regulations, 2015., The Board on June 22, 2022 re-constituted the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has been constituted to review remuneration payable to Executive Directors, based on their performance and vis a vis the performance of the Company on defined assessment parameters. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the industry standards.

The Nomination and Remuneration Committee comprised the following members as on date of reporting:

Name	Designation
Mr. Raj Kishore Singh	Chairperson (Independent Director)
Mrs. Deena Mehta	Member (Independent Director)
Ms. Amrita Nautiyal	Member (Independent Director)

The attendance of the members of the Nomination and Remuneration Committee at its meetings held during the Financial Year are as under:

Name of Directors	Meetings Held on		
	22.06.2022	13.12.2022	21.03.2023
Mr. Raj Kishore Singh	✓	✓	✓
Mrs. Deena Mehta		✓	✓
Ms. Amrita Nautiyal	✓	✓	✓
Mr. Ramesh Parekh	✓		

The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

The brief description of terms of references are as follows:

a. identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairperson of the Board and the Chief Executive Officer;

b. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;

c. while formulating the above policy, ensuring that:

(i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel 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.

d. formulating criteria for evaluation of independent directors and the Board;

e. evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, for every appointment of an independent director. Ensuring that the person recommended to the Board for appointment as an independent director has the capabilities identified in such description. Further, for the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

  (i) use the services of an external agencies, if required;

  (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

  (iii) consider the time commitments of the candidates. devising a policy on diversity of the Board;

f. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

g. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

h. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;

i. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

j. recommending to the Board, all remuneration, in whatever form, payable to senior management;

k. performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

l. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

m. analyzing, monitoring and reviewing various human resource and compensation matters;

n. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

o. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

  (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

  (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

p. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, or other applicable law."

Performance Evaluation:

Pursuant to the provisions of Section 178 of the Act, read with Schedule IV to the Act, Regulation 17(10) and Regulation 19 of the Listing Regulations and Schedule II to the Listing Regulations, the Nomination and Remuneration Committee has formulated a policy on Board Evaluation and evaluation of individual directors and the Board has carried performance evaluation of the Independent Directors. The evaluation is based on various factors which are follows:

a) Attendance at Board and Committee Meetings;

b) Level of Participation;

c) Contribution to the development of strategies and Risk Assessment and Management;

d) Overall interaction with the other members of the Board.

Familiarization Programme of Independent Directors and Meeting of Independent Directors:

The Company has familiarised the Independent Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters by way of providing updates at the Meetings of Board and Committees and such other programmes. The details of such programmes are put up on the website of the Company at the link:

https://gandharoil.com/wp-content/uploads/2022/12/9.-Familiarization-Programme-for-Independent-Director.pdf

In accordance with the provisions of Regulation 25 of the Listing Regulations, during the year under review, Independent Directors met on March 21, 2023, inter alia, to -

(a) review the performance of Non-Independent Directors and the Board as a whole;

(b) review the performance of the Chairman of the company, taking into account the views of Executive Directors and NonExecutive Directors;

(c) 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.

All the Independent Directors of the Company attended the said Meeting.

The Board of Directors of your Company confirms that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

c) Corporate Social Responsibility Committee:

In terms of Section 135 of the Companies Act, 2013, the Board on 11 April, 2014 constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

The Corporate Social Responsibility Committee comprises of the following members as on date of reporting:

Name	Designation
Mr. Ramesh Parekh	Chairperson (Executive Director)
Mr. Samir Parekh	Member (Executive Director)
Ms. Amrita Nautiyal	Member (Independent Director)

The terms of reference of the Committee are:

a) To 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;

b) To recommend the amount of expenditure to be incurred on CSR activities; and

c) To monitor from time to time the CSR Policy of the Company.

The attendance of the members of the Corporate Social Responsibility Committee at its meetings held during the Financial Year are as under:

Name of Directors	Meetings Held on	
	22.06.2022	21.03.2023
Mr. Ramesh Parekh	✓	✓
Mr. Samir Parekh	✓	✓
Ms. Amrita Nautiyal	✓	✓

The Company Secretary acts as the Secretary of the Corporate Social Responsibility Committee.

d) Stakeholders Relationship Committee:

Pursuant to provisions of Section 178 (5) of the Companies Act, 2013 read with Regulation 20 of the SEBI LODR Regulations, 2015, Stakeholders' Relationship Committee has been constituted by the Board. The Committee meets at frequent intervals depending upon the requirements.

The Stakeholders Relationship Committee comprised the following members as on date of reporting:

Name	Designation
Ms. Amrita Nautiyal	Chairperson (Independent Director)
Mr. Raj Kishore Singh	Member (Independent Director)
Mr. Ramesh Parekh	Member (Executive Director)

During the year under review, there are no meetings held of members of the SRC Committee.

e) Risk Management Committee (RMC):

In terms of Regulation 21 of SEBI LODR Regulations, 2015, the Company has constituted a Risk Management Committee. The composition of the Committee is in conformity with SEBI LODR Regulations, 2015.

Risk Management Committee comprising of the following members as on date of reporting:

Name	Designation
Mr. Ramesh Parekh	Chairman (Executive Director)
Mrs. Deena Mehta	Member (Independent Director)
Mr. Aslesh Parekh	Member

The Company has formulated Risk Management Policy identifying major risks impacting the business objectives of the Company. The Board of Directors approved the revised Risk Management Policy, in terms of the amended provisions of Regulation 21 read with Schedule II of Listing Regulations.

The Company has laid down the procedure to inform the Members of the Board about the risk assessment and minimization procedures. These procedures are periodically placed and are reviewed by the Audit Committee and Board of Directors.

During the year under review, there are no meetings held of members of the RMC Committee.

4. **DIRECTORS' REMUNERATION:**

Information pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2023.

(In ₹)

Name of Director	Designation	Salary & Allowance	Performance Linked Incentive	Other benefits	Total Remuneration
Mr. Ramesh Babulal Parekh	Chairman & Managing Director	1,37,50,000	4,00,00,000	-	5,37,50,000
Mr. Samir Ramesh Parekh	Vice Chairman and Joint Managing Director	1,11,77,500	4,00,00,000	6,96,366	5,18,73,866
Mr. Aslesh Ramesh Parekh	Joint Managing Director	1,11,77,500	4,00,00,000	21,600	5,11,99,100
TOTAL		**3,61,05,000**	**12,00,00,000**	**7,17,966**	**15,68,22,966**

Note: The remuneration includes salary, allowances, performance bonus paid to Directors, company's contribution to provident fund, leave encashment and other perquisites.

The Independent Directors are not paid any remuneration except sitting fees of 75,000/- per Board Meeting and 35,000/- per Committee meetings for attending meetings of the Board or Committees thereof. The sitting fees paid during 2022-23 is as under:

(In ₹)

Sr. No.	Name of Directors	Designation	Sitting Fees Paid
1.	Mr. Raj Kishore Singh	Independent Director	6,55,000
2.	Ms. Amrita Nautiyal	Independent Director	7,25,000
3.	Mrs. Deena Mehta	Independent Director	5,85,000
	TOTAL		**19,65,000**

5. **SHAREHOLDING OF DIRECTORS:**

The details of equity shares of the Company held by the Directors as on 31.03.2023 are given below

Sr. No.	Name of Directors	Designation	No. of Equity Shares
1.	Mr. Ramesh Parekh	Chairman & Managing Director	3,01,50,000
2.	Mr. Samir Parekh	Vice Chairman and Joint Managing Director	19,25,000
3.	Mr. Aslesh Parekh	Joint Managing Director	19,25,000
4.	Mr. Raj Kishore Singh	Independent Director	-
5.	Ms. Amrita Nautiyal	Independent Director	-
6.	Mrs. Deena Mehta	Independent Director	-

6. **GENERAL BODY MEETINGS:**

A) **Annual General Meetings:**

The date, time and location of Annual General Meetings held during the last three years and the special resolutions passed are as follows:

Financial Year	AGM Date	Time	Venue/Location of the meeting	Special Resolutions Passed
2019-2020	20.11.2020	11.00 a.m.	Through Video Conferencing (VC)	- To approve the appointment of Mr. Ramesh Parekh (DIN: 01108443) as a Managing Director of the Company:
2020-2021	30.09.2021	11.00 a.m.	Through Video Conferencing (VC)	- Appointment of Mr. Samir Parekh as Vice Chairman Cum Joint-Managing Director of the Company - Appointment of Mr. Aslesh Parekh as Joint-Managing Director of the Company
2021-2022	12.09.2022	11.00 a.m.	Through Video Conferencing (VC)	- To consider and approve addition and deletion of clauses in Clause III B Matters which are necessary for furtherance of the objects specified in Clause III (A) of The Memorandum Of Association Of The Company. - Adoption of new set of Articles of Association of the Company:

B) **Postal Ballot conducted during the year 2022-23 - NIL**

7. SUBSIDIARY COMPANIES:

The Company has formulated a Policy on Material Subsidiaries in terms of Clause 49 (III) of the Listing Agreement. The same can be accessed through web link-

https://gandharoil.com/wp-content/uploads/2023/02/5.-Policy-on-determining-material-subsidiary.pdf

The Company has following Subsidiaries as on date:

- Gandhar Shipping & Logistics Pvt. Ltd. Wholly Owned Subsidiary of the Company

- Gandhar Foundation, Wholly Owned Subsidiary (Section 8) Company

- Texol Lubritech FZC – a subsidiary of the Company located at Sharjah, UAE

- Texol Oils FZC – a Joint Venture of the Company located at Sharjah, UAE

The Audit Committee reviews the financial statements of unlisted subsidiary Company of the Company from time to time. Also, copies of the minutes of the unlisted subsidiary of the Company are placed before the Audit Committee and Board on a periodic basis.

8. DISCLOSURES:

a) Related party transactions

Related party transactions are defined as transactions of the Company of material nature, with Promoters, Directors or with their relatives; its subsidiaries etc. that may have potential conflict with the interest of the Company at large. None of the transactions with any of the related parties were in conflict with the interest of the Company.

Details of materially significant related party transactions are given in the appended financial statements under Notes to the accounts annexed to the financial statements.

The Board of Directors have approved the policy on Related Party Transactions as amended in terms of the Act and amended Listing Regulations effective from November 16, 2022 and can be accessed through Company's website from the below link – https://gandharoil.com/wp-content/uploads/2022/12/8.-Policy-on-Materiality-of-Related-Party-Transactions.pdf

b) Compliances

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital market. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

c) Whistle Blower Policy

The Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken.

The Board of Directors have approved the policy on Vigil Mechanisium / Whistle Blower Policy as amended in terms of the Act and amended Listing Regulations effective from November 16, 2022 to enable anyone within the company and those dealing with the Company to voice their concern to the 'Ombudsmen of the Company' if they discover any information which he / she believes shows serious malpractice, impropriety, abuse of power and authority, financial wrongdoing or unethical conduct / practices, without fear of reprisal or victimization, subsequent discrimination or disadvantage can be accessed through Company's website from the below link –

https://gandharoil.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf

The above policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional case. No personnel have been denied access to the Audit Committee.

d) Code of Conduct

The Company has laid down a code of conduct for the Directors, Senior Management and Employees of the Company. A declaration to the effect that the Directors and Senior Managerial personnel have adhered to the same, signed by the Managing Director of the Company, forms part of this report.

The Board of Directors have approved the policy on Code of Conduct as amended in terms of the Act and amended Listing Regulations effective from December 01, 2014 and can be accessed through Company's website from the below link –

https://gandharoil.com/wp-content/uploads/2023/02/Code-of-Conduct.pdf

e) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

f) Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from the Statutory Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed under Schedule V(E) (Regulation 34(3)) of the Listing Regulations which is annexed with the directors' report.

g) CEO / CFO Certification;

The CEO / MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the Clause 49 (V) of the Listing Agreement and Listing Regulations certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs.

h) Review of Directors' Responsibility statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March 2023 have been prepared in line with the applicable accounting standards and policies and sufficient care was taken for maintaining adequate accounting records.

9. GENERAL INFORMATION FOR SHAREHOLDERS:

a) Annual General Meeting

Date, Time, Venue of Annual General Meeting	Date : August 29, 2023 Time : 11.00 a.m. Venue : DLH Park, 18th Floor, S. V. Road, Goregaon (West), Mumbai - 400062 (Through Video Conference)
Financial Year	April 01,2022 to March 31, 2023
Dividend payment date	Not applicable
Cut-off date for E-voting	The e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. August 22, 2023.

b) Distribution of shareholding as at March 31, 2023:

Nominal value of shares (₹)	Number of shareholders	% of total shareholders	Shares Amount (₹)	% of Total Nominal Value of shares
1 to 1000	20	2.2026	5472	0.0034
1001 to 2000	51	5.6167	79600	0.0498
2001 to 4000	720	79.2952	2822276	1.7639
4001 to 6000	29	3.1938	137130	0.0857
6001 to 8000	49	5.3965	365232	0.2283
8001 to 10000	1	0.1101	10000	0.0063
10001 to 20000	12	1.3216	158060	0.0988
20001 to 99999999999	26	2.8634	156422230	97.7639
TOTAL :	**908**	**100**	**160000000**	**100**

c) Category wise distribution of equity shareholding as at 31st March 2023:

Category	Number of shares held	Percentage of Shareholding (%)
Shareholding of Promoter and Promoter Group		
Promotors	34,000,000	42.500
Promotor Group / Persons acting in concert	36,000,000	45.000
Sub-Total (A)	**70,000,000**	**87.500**
Banks, Financial Institutions and Insurance Companies / Alternate Investment Fund (B)	**3,195,360**	**3.994**
Corporate Bodies (c)	**58,890**	**0.074**
Foreign Portfolio Investors / Foreign Institutional Investors		
Individuals (Non-Resident Individuals/ Foreign Individuals)	29,526	0.037
Bodies Corporate	5,000,000	6.250
Sub-Total (D)	**5,029,526**	**6.287**
Retail Investors / Individual Investors (E)	**1,716,224**	**2.145**
Total (A+B+C+D+E)	**800,000,000**	**100.00**

d) Category wise distribution of Equity shareholding as at 31st March 2023:

Particulars	Number of shares	% of Total Issued Capital
Issued Capital	80,000,000	100
Held in Dematerialised Form - CDSL	5,24,276	0.66
Held in Dematerialised Form - NSDL	7,94,75,724	99.34
Held in Physical Form	-	-
Total No. of Shares	**80,000,000**	**100**

e) Registrar & Share Transfer Agent:

M/s. Link Intime India Private Limited
(CIN : U67190MH1999PTC118368)
C-101, 247 Park, L.B.S. Marg, Vikhroli (W),
Mumbai - 400083
Tel No.: 91 -22 4918 6000 | Fax No.: 91-22 4918 6060
Email: rnt.helpdesk@linkintime.co.in

f) Plant Locations;

Taloja Plant	Plot no T-9 and T-10 (Total 35,793.63 Sq. Mtr.) at Taloja Industrial Estate, Panvel, Dist. Raigad.
Silvasa Plant	Plot No. 2 bearing survey no. 677/1/1, 678/1/3, 675/1/1, 675/1/2 (Total adm. 38156 Sq. Mtr.) at village Naroli at Dadra & Nagar Haveli
Sharjah, UAE Plant (Operated through Texol)	Plot 2B-12, Phase 1, Hamriyah Free Zone - Sharjah - United Arab Emirates

g) Communication Address;

Shareholders' Grievances / correspondence should be addressed to the Company at the Registered Office of the Company situated at: 18th Floor, DLH Park, S.V. Road, Goregaon (W), Mumbai 400 062; Maharashtra, India, India.

Ph.: +91 22 4063 5600 **E-mail:** investor@gandharoil.com

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT:

I, Mr. Samir Parekh, Joint Managing Director of Gandhar Oil Refinery (India) Limited hereby declare that all the members of the Board and Senior Managerial personnel have affirmed adherence to and compliance with the code of conduct of the Company laid down for them for the year ended 31st March 2023.

FOR GANDHAR OIL REFINERY (INDIA) LIMITED

Sd/-
Mr. Samir Parekh
Vice Chairman & Joint Managing Director

Place: Mumbai
Date: 22/07/2023

STANDALONE FINANCIAL STATEMENTS

AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENT

To the Members of GANDHAR OIL REFINERY (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **GANDHAR OIL REFINERY (INDIA) LIMITED** ('the Company'), having its **CIN No. U23200MH1992PLC068905,** which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of the statement in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

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

The company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), net profit (financial performance including Other Comprehensive Income), Changes In Equity and Cash Flows of the company in accordance with the accounting principles generally accepted in India including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the

circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the standalone financial statements of the company to express an opinion on the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account

    (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

    (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".**

    (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.

    (B) 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:

    (a) The Company has, to the extent ascertainable, disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32 to the standalone financial statements;

    (b) The provision has been made in the standalone financial statement, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long term contracts including derivatives contracts.

    (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

    (d) (i) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;

(ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (d) (i) and (ii) contain any material mis-statement.

(e) No dividend declared or paid during the year by the company.

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

For Kailash Chand Jain & Co.
Chartered Accountants
Firm Registration No.: 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Place: Mumbai
Date: May 24, 2023
UDIN: 23134607BHABLI7806

"Annexure – A" to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of GANDHAR OIL REFINERY (INDIA) LIMITED of even date)

To the best of information and according to the explanation provided to us by the company and the books of accounts and records examined by us in the normal course of audit, we state that:

i. In respect of Company's Property, Plant and Equipment and Intangible Assets:

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

(B) The company has maintained proper records showing full particulars of intangible assets.

b) The company has a program of physical verification of Property, Plant and Equipment and right-of-use assets at specific interval which, in our opinion is reasonable having regards to the size of the company and the nature of its assets. Pursuant to the program certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

c) Based on our examination of registered sale deed / transfer deed / conveyance deed, lease agreement provided to us, we report that the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company as at the balance sheet date.

d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. a) Inventories of the company have been physically verified by the management at regular intervals except in case of inventory lying with third party. In respect to of inventory lying with third parties, these have been substantially been confirmed by them. As per the information and explanation provided to us and having regards to the size of the company the frequency of verification of inventory is reasonable. The discrepancies noticed on such verification of inventory as compared to book records were not material and have been appropriately dealt with the books of accounts.

b) The company has been sanctioned working capital limits in excess of five crore rupees, from banks on the basis of security of current assets, According to the information and explanations given to us and on the basis of our examination of the records, statements, return, filed by the company to the bank are not in agreement with the books of accounts of the company and material discrepancies observed, have been disclosed in foot note (b) of Note 18 to the standalone financial statement.

iii. During the year the company has made investment in, provided guarantee or security or granted unsecured loans or advances in the nature of loans, to companies, firms, Limited Liability Partnerships or any other parties.

a) During the year the company has provided unsecured loans or advances in the nature of loans or stood guarantee, details of the same are as under:

(₹ in millions)

Particulars	Guarantees	Security	Loans	Advance in the nature of loan
Aggregate amount granted / provided during the year				
Subsidiaries	NIL	NIL	NIL	NIL
Joint Venture	NIL	NIL	NIL	NIL
Associates	NIL	NIL	NIL	NIL
Others	NIL	NIL	40.00	NIL
Balance outstanding at the balance sheet date in the above case				
Subsidiaries	1,014.72	NIL	NIL	NIL
Joint Venture	NIL	NIL	NIL	NIL
Associates	NIL	NIL	NIL	NIL
Others	NIL	NIL	40.00	NIL

b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;

d) No amount is overdue for more than ninety days;

e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties;

f) the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment;

iv. The company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of loan granted, investment made and guarantees and securities provided, as applicable.

v. The company has not accepted any deposit or amount which are deemed to be deposits. Hence, reporting under clause 3(v) is not applicable.

vi. Pursuant to the rule made by the Central Government of India, the company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the cost records maintained by the company. We have, however, not made any 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, the Company is generally been regular in depositing all the undisputed statutory dues including Goods and Service tax, Provident fund, Employees' State Insurance, income-tax, Sales Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it, though there has been a slight delay in a few cases with the appropriate authorities..

There were no undisputed amount payable in respect of Goods and Service tax, Provident fund, Employees' State Insurance, income-tax, Sales Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as at 31 March 2023, for a period of more than six month from the date they become payable.

b) According to the information and explanations given to us and on the basis of our examination of the records of the company, following are the particulars of disputed material dues on account of Goods and Service tax, Provident fund, Employees' State Insurance, income-tax, Sales Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues as at March 31, 2023, which have not been deposited with the appropriate authorities on account of any dispute.

Nature of the dues	Amount (In Million)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	1.89	FY 2002-03	The Maharashtra Sales Tax Tribunal
Sales Tax	0.31	FY 2014-15	Sales Tax Office Bhubaneswar
Sales Tax	7.93	FY 2011-12	Appellate Deputy Commissioner Visakhapatnam
Sales Tax	12.27	FY-2012-13	High Court Andhra Pradesh
Entry Tax	2.56	FY-2012-13	Addl. Commissioner of Commercial Tax (Appeal)
Custom Duty	281.52	FY-2012-13	The Customs, Excise & Service Tax Appellate Tribunal
Custom Duty	6.24	FY-2012-13	Commissioner of Customs, Central Excise and Service Tax (Appeals)
Custom Duty	54.29	FY-2015-16	The Customs, Excise & Service Tax Appellate Tribunal
Custom Duty	33.56	FY-2015-16	The Customs, Excise & Service Tax Appellate Tribunal
Custom Duty	24.46	FY-2015-16	The Customs, Excise & Service Tax Appellate Tribunal
Custom Duty	7.76	FY-2017-18	Appellate Authority Customs
Excise Duty	0.99	FY 2012-13 to 2016-17	The Commissioner of Central Excise (Appeals)
Sales Tax	0.58	FY 2016-17	Joint Commissioner of Sales Tax (Appeals) Maharashtra
Sales Tax	0.85	FY 2016-17	
Goods and services tax	2.71	FY 2017-18	Central GST & Central Excise, Division VII, Daman Commissionerate
Sales Tax	0.80	FY 2017-18	Government Of Andhra Pradesh Commercial Taxes Department

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

ix. a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.

b) The company has not been declared wilful defaulter by any bank or financial institution or any other lender.

c) The company has applied the term loans for the purpose for which the loans were obtained.

d) On an overall examination of the financial statement of the company, fund raised on short term basis have, prima facie, not been utilized during the year for long term purposes by the company.

e) 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.

f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. a) The company has not raised 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 not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence, reporting under clause 3(x)(b) of the Order is not applicable.

xi. a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.

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

c) No whistle-blower complaints received during the year by the company.

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. According to the information and explanation given to us and based on our examination of the records of the company is in compliance with sections 177 and 188 of the Companies Act, 2013 with respect to applicable with the related parties and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. a) The company has an adequate internal audit system commensurate with the size and nature of its business.

b) We have considered, the internal audit reports issued to the company, in determining the nature, timing and extent of our audit procedure.

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

xvi. a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b) According to the information and explanations provided to us during audit, the Company does not have any Core Investment Company (CIC) which are part of the group.

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

xviii. There has not been any resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, 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 cause us to believe that any material uncertainty exists as on the date of the audit report indicating that the 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 further visibility 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 date of balance sheet date, will get discharge by the company as and when they fall due.

xx. According to the information and explanation given to us and based on our examination of the records of the company, The company has transferred the unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects in compliance with second proviso to sub-section (5) of section 135 of the said Act.

For Kailash Chand Jain & Co.
Chartered Accountants
Firm Registration No.: 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Place: Mumbai
Date: May 24, 2023
UDIN: 23134607BHABLI7806

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 1(e) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of GANDHAR OIL REFINERY (INDIA) LIMITED of even date)

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 **GANDHAR OIL REFINERY (INDIA) LIMITED** ("the Company"), having its **CIN No. U23200MH1992PLC068905** as of 31st March 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

For Kailash Chand Jain & Co.
Chartered Accountants
Firm Registration Number: 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Place: Mumbai
Date: May 24, 2023
UDIN: 23134607BHABLI7806

STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

(₹ in Million)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1. Non - current assets			
a. Property, Plant and Equipment	3a	1,072.89	940.36
b. Capital Work-in-progress	3b	725.30	434.81
c. Investment Property	3c	8.36	8.42
d. Right-of-use assets	3d	170.78	56.13
e. Other Intangible assets	3e	5.00	7.04
f. Financial Assets			
(i) Investments	4	21.08	21.13
(ii) Loans	5	1.91	0.98
(iii) Other Financial Assets	6	623.64	204.04
g. Deferred tax Assets (Net)	17	0.97	-
h. Other Non-current Assets	7	34.67	22.47
Total non-current assets		**2,664.60**	**1,695.38**
2. Current assets			
a. Inventories	8	2,780.62	2,580.96
b. Financial Assets			
(i) Trade receivables	9	4,629.90	4,192.56
(ii) Cash and cash equivalents	10	25.07	380.24
(iii) Bank Balances other than (ii) above	11	383.31	1,005.55
(iv) Loans	5	41.45	1.75
(v) Other Financial Assets	6	177.50	101.61
c. Current Tax Assets (Net)		-	-
d. Other current assets	7	1,005.43	958.33
Total current assets		**9,043.28**	**9,221.00**
TOTAL ASSETS		**11,707.88**	**10,916.38**
EQUITY AND LIABILITIES			
EQUITY			
a. Equity Share Capital	12	160.00	160.00
b. Other Equity	13	6,877.40	5,180.69
Total equity		**7,037.40**	**5,340.69**
LIABILITIES			
1. Non-Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	14	44.06	52.28
(ii) Lease Liabilities	15	167.00	28.33
b. Provisions	16	26.14	23.77
c. Deferred tax Liabilities (Net)	17	-	1.84
Total non-current liabilities		**237.20**	**106.22**
2. Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	18	116.25	377.75
(ii) Lease Liabilities	15	25.13	36.46
(iii) Trade payables			
- Total outstanding dues of Micro and Small Enterprises	19	30.22	25.92
- Total outstanding dues of creditors other than Micro and Small Enterprises	19	3,756.97	4,678.40
(iv) Other Financial Liabilities	20	150.69	178.44
b. Other current liabilities	21	322.57	107.91
c. Provisions	16	12.28	10.73
d. Current Tax Liabilities (Net)	22	19.17	53.86
Total current liabilities		**4,433.28**	**5,469.47**
Total liabilities		**4,670.48**	**5,575.69**
TOTAL EQUITY AND LIABILITIES		**11,707.88**	**10,916.38**
Corporate Information & Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of Financial Statements

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

(₹ in Million)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	23	29,222.61	29,245.30
Other Income	24	239.52	651.23
Total Income		**29,462.13**	**29,896.53**
EXPENSES			
Cost of Materials Consumed	25	22,806.31	19,190.36
Purchases of Stock-in-Trade	26	2,146.36	5,991.99
Changes in Inventories of Finished Goods, Work -in Progress and Stock-in-Trade	27	175.57	95.42
Employee benefits expense	28	385.28	277.17
Finance Costs	29	377.63	236.21
Depreciation and amortization expense	30	126.96	117.41
Other expenses	31	1,171.04	1,410.93
Total Expenses		**27,189.15**	**27,319.49**
Profit before exceptional items and tax		2,272.98	2,577.04
Exceptional items	51	-	(5.10)
Profit Before Tax		**2,272.98**	**2,582.14**
Tax Expense :			
- Current Tax		581.00	614.00
- Deferred Tax		(3.29)	2.09
- Excess/Short Provision for tax		-	-
Total Tax Expense		**577.71**	**616.09**
Profit for the Year		**1,695.27**	**1,966.05**
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Remeasurement gain | (loss) on defined benefit plans		1.93	0.81
Income Tax on Items that will not be reclassified to Profit or Loss		(0.49)	(0.20)
Other Comprehensive Income, net of tax		**1.44**	**0.61**
Total Comprehensive Income for the year		1,696.71	1,966.66
Earnings per Equity Share of face value of ₹ 2 each	43		
- Basic and diluted (in ₹)		21.19	24.58

Corporate Information & Significant Accounting Policies — 1 & 2

The accompanying notes form an integral part of Financial Statements

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

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Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

(₹ in Million)

	Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
A	<u>Cash flow from Operating activities</u>				
	Profit before exceptional items and tax		**2,272.98**		**2,577.04**
	Adjustment for :				
	Exchange Rate difference on Foreign Currency translation				
	Finance Costs	377.63		236.21	
	Depreciation and amortization expense	126.96		117.41	
	Net (Gain) / loss on sale of Property, Plant and Equipment	0.59		0.92	
	Net (gain) / loss on sale of investments	-		(0.00)	
	Gain on sale of shares - subsidiary company	-		(53.82)	
	Bad debts / Advances written off	0.40		52.65	
	Provision for Doubtful Debts (net of write back)	17.24		1.95	
	Accrual (gain) / loss of defined benefit plans	1.93		0.81	
	Net unrealised foreign exchange (gain)/loss	(11.74)		14.82	
	Dividend Income on Investments	(16.63)		(447.36)	
	Fair value (gain)/loss on investments	0.05		(0.37)	
	Interest received	(84.42)		(66.42)	
			412.01		(143.21)
			2,684.99		2,433.83
	Operating Profit before working capital changes				
	Adjustment for :				
	Financial Assets	(510.25)		503.32	
	Non - Financial Assets	(59.29)		(151.08)	
	Inventories	(199.66)		(594.87)	
	Financial Liabilities	(994.40)		(448.30)	
	Non-Financial Liabilities	218.58		3.76	
			(1,545.01)		(687.17)
			1,139.97		1,746.66
	Less: Exceptional Items		-		5.10
	Cash generated from operations		**1,139.97**		**1,751.76**
	Income Tax (paid) / refund		(615.69)		(578.72)
	Net Cash generated From/ (used in) Operating Activities (A)		**524.29**		**1,173.04**
B	<u>Cash flows from Investing activities</u>				
	Sale/(Addition)of/to property, plant and equipment and investment properties		(497.09)		(300.13)
	Sale/(Addition)of/to Investments		0.00		55.27
	Interest received		84.42		66.42
	Dividend Income on Investments		16.63		447.36
	Net Cash generated from/(used in) Investing Activities (B)		**(396.04)**		268.92
C	<u>Cash flows from Financing activities</u>				
	Finance Costs		(349.93)		(225.53)
	Proceeds / repayment from/(of) long-term borrowings		62.22		(116.20)
	Proceeds / repayment from/(of) Short-term borrowings		(331.95)		(126.75)
	Fixed Deposits and margin deposit with bank not considered as cash equivalents - earmarked bank balances (net) (Refer note no. 3 below)		202.63		(159.98)
	Dividend paid (including dividend tax)		-		(456.00)
	Principal payment of lease liabilities		(38.69)		(51.53)
	Finance Costs paid towards lease liabilities		(27.70)		(10.68)
	Net cash generated from/(used in) financing activities (C)		**(483.42)**		**(1,145.67)**
	Net increase /(decrease) in cash and cash equivalents (A + B + C)		**(355.17)**		**295.29**
	Cash and cash equivalents at the beginning of the year		380.24		84.95
	Cash and cash equivalents at the end of the year		**25.07**		**380.24**

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

(₹ in Million)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
Notes:				
-1 Components of Cash and Cash equivalents				
Cash on hand		2.45		3.14
Balances with banks				
- In current accounts		4.19		244.32
- In Cash Credit Account		15.59		65.66
- In Export Earners Foreign Currency Account		2.84		67.12
- Term Deposit account with bank	948.78		1,158.01	
Less: Excluded as per Note-3	(948.78)	-	(1,158.01)	-
		25.07		**380.24**

(2) Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard: (Ind AS 7) - **"Statement of Cash Flow".**

(3) Cash and Cash equivalents excludes Fixed Deposits with Banks which have been pledged.

(4) Change in Liability arising from financing activities

(₹ in Million)

Particulars	As at March 31, 2022	Cash flow	Foreign exchange movement	As at March 31, 2023
Borrowing - Non Current (Refer Note 14)	52.28	(8.22)	-	44.06
Borrowing - Current (Refer Note 18)	341.67	(331.43)	(0.52)	9.72
Current Maturities of Long-Term Borrowings	36.08	70.45	-	106.53
Total	**430.02**	**(269.19)**	**(0.52)**	**160.31**

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

A

Equity Share Capital :	As at March 31, 2023		As at March 31, 2022	
	Nos.	(₹ in Million)	Nos.	(₹ in Million)
Balance at the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Changes in equity share capital during the year	-	-	-	-
	8,00,00,000	160.00	1,60,00,000	160.00
Subdivision of 1 equity shares of ₹ 10 each into 5 equity shares of ₹ 2 each*	-	-	8,00,00,000	160.00
Balance at the end of the year	**8,00,00,000**	**160.00**	**8,00,00,000**	**160.00**

*During the previous year 2021-22 the Company has subdivided 1 equity share having face value of ₹ 10 each in to 5 equity shares having face value of ₹ 2 each vide Board resolution dated November 11th 2021.

(₹ in Million)

B

Other Equity:	Reserves and Surplus			Items of Other Comprehensive Income	Total
	Securities Premium	General Reserve	Retained Earnings	Remeasurements of the net defined benefit Plans	
Balance at April 1, 2021	**460.00**	**1,118.50**	**2,091.24**	**0.29**	**3,670.03**
Profit for the year	-	-	1,966.05	-	1,966.05
Other Comprehensive Income	-	-	-	0.61	0.61
Final Dividend on Equity Shares	-	-	(16.00)	-	(16.00)
Interim Dividend on Equity Shares	-	-	(440.00)		(440.00)
Balance at March 31, 2022	**460.00**	**1,118.50**	**3,601.29**	**0.90**	**5,180.69**
Profit for the year	-	-	1,695.27	-	1,695.27
Other Comprehensive Income	-	-	-	1.44	1.44
Balance at March 31, 2023	**460.00**	**1,118.50**	**5,296.56**	**2.34**	**6,877.40**

Note

The nature and purpose of each of the Reserves have been explained under Note 13 Other Equity

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

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Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 1 : General Information :

(I) Corporate Information

Gandhar Oil Refinery (India) limited ('The Company') was incorporated on October 7,1992 under Companies Act, 1956 as a private limited company . The Company was subsequently converted into a public limited company on August 22,2005. The Company is domiciled in India having registered office at 18th floor, DLH park, Goregaon (West), Mumbai -400062, Maharashtra, India.

The Company is principally engaged in three segments namely, manufacturing and trading of petroleum products / specialty oils, trading of non-coking coal and providing consignment / del-credere agency services for sale of polymers to local markets. The Company has its manufacturing facilities located at MIDC Taloja, Maharashtra and Silvassa (U.T.) along with branch offices and various depots across the country.

Authorisation of financial statements

The standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors passed on May 24, 2023.

(ii) Basis of Preparation

This note provide a list of the significant accounting policies adopted in the preparation and presentation of these standalone financial statements.

Compliance with Ind AS:

The standalone financial statements have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013, read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment Rules issued thereafter.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Classification of assets and liabilities:

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

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

For the above purposes, the Company has determined the operating cycle as twelve months based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Basis of Measurement

The financial statements have been prepared on accrual and going concern basis under the historical cost convention except:

(a) certain financial instruments (including derivative instruments) and

(b) defined benefit plans

which are measured at fair value at the end of each reporting period, as explained in the accounting policies below

Functional and presentation currency

The financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest millions as per requirement of Schedule III, unless otherwise stated.

Critical estimates and judgements

Preparations of the financial statements require use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates or judgements are:

i) Estimation of useful life of tangible assets : Note 2(1)

ii) Estimation of defined benefit obligations: Note 34

iii) Fair value measurements: Note 40 (ii)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have financial impact on the company and that are believed to be reasonable under the circumstances.

Measurement of fair Values

The Company measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing 'services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

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

a) in the principal market for the asset or liability or

b) in the absence of a principal market, in the most advantageous market for the asset or liability.

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.

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

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

Significant Accounting Policies

The significant accounting policies used in preparation of the standalone financial statements have been included in the relevant notes to the standalone financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 2 : Significant Accounting Policies

1 Property , Plant and Equipment

(i) Recognition and Measurement :

Property, Plant and Equipment (PPE) are measured at Original cost and are net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under Other Non-Current Assets and Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Capital expenditure on tangible assets for Research and Development is classified under Property, Plant and Equipment and is depreciated on the same basis as other Property, Plant and Equipment.

Property, Plant and Equipment are eliminated from financial statement on disposal and gains or losses arising from disposal are recognised in the statement of Profit and Loss in the year of occurrence.

Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the related risks and rewards to the Company

The cost of the property, plant and equipment's at April 01, 2016, the company's date of transition to Ind AS, was determined with reference to its carrying value at that date.

(ii) Subsequent expenditure :

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

When Significant parts of Property, Plant and Equipment's are required to be replaced, the Company derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly.

(iii) Depreciation :

Depreciation on property, plant and equipment other than Improvements to Leasehold/Licensed Premises have been provided on straight-line method and computed with reference to the useful life of respective assets specified and in the manner prescribed in Schedule II of the Companies Act, 2013.

In case of additions/deductions to/from the property, plant and equipment made during the year, depreciation has been provided on pro-rata basis.

Leasehold land is amortized over primary lease period.

Improvements to Leasehold/Licensed Premises are depreciated on a straight-line method over the Primary Lease Period or over a period of 5 years whichever is less starting from the date when the Leasehold/Licensed Premises are put to use.

Useful life considered for calculation of depreciation (Specified in Schedule II) for various assets class are as follows:

Asset Class	**Useful life**
Factory Building	30 years
Non-Factory Building	60 years
Plant & Equipments	15 years
Furniture & Fixtures	10 years
Vehicles	8 years
Air Conditioners	10 years
Laboratory equipments	10 years
Office Equipments	5 years
Computers	3 years
Electrical Fittings	10 years
Improvement in Leased Asset	5 years

The residual value is not more than 5% of the original cost of the asset. Depreciation on additions / deletions is calculated pro-rata from month of such additions / deletion as case the may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

2 Investment Properties

(i) Recognition and Measurement :

Investment Property comprise of Freehold Land and Buildings.

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

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of derecognition.

The cost of the Investment properties at April 01, 2016, the company's date of transition to Ind AS, was determined with reference to its carrying value at that date.

(ii) Depreciation

Depreciation on Investment Property is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

Useful life considered for calculation of depreciation (Specified in Schedule II) for various assets class are as follows:

Asset Class	Useful life
Non-Factory Building	30 years

The residual value is not more than 5% of the original cost of the asset. Depreciation on additions / deletions is calculated pro-rata from month of such additions / deletion as case the may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss.

3 Intangible Assets

(i) Recognition and measurement

Intangible assets are recognised when it is probable that future economic benefits that are attributable to concerned assets will flow to the Company and the cost of the assets can be measured reliably. Gain or loss arising from derecognition of an intangible asset is recognised in the Statement of Profit and Loss.

(ii) Technical know-how developed by the Company-

Expenditure incurred on know-how developed by the company, post research stage, is recognized as an intangible asset, if and only if the future economic benefits attributable are probable to flow to the Company and the costs can be measured reliably.

(iii) Amortisation

Software's are stated at cost of acquisition and are amortized on straight line basis over a period of 5 years irrespective of the date of acquisition.

The cost of technical know-how developed is amortized equally over its estimated life i.e. generally three years.

The cost of the Intangible Assets at April 01, 2016, the company's date of transition to Ind AS, was determined with reference to its carrying value at that date.

4 Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss"

5 Investments in Subsidiaries and Jointly Controlled Entities

Investments in subsidiaries and jointly controlled entities are carried at cost less accumulated impairment losses, if any as per Ind As 27. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, and jointly controlled entities the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

6 Inventories

(i) Raw Materials, Traded Goods, Stores & spares, Fuel, Packing and Packaging Materials (Including in Transit) are valued at cost or net realizable value whichever is lower. The cost includes the purchase price, freight inwards and other expenditure directly attributable to the acquisition and is net of trade discounts and rebates as well as Tax benefit available, if any.

(ii) Finished goods (including in Transit) are valued at cost or net realizable value whichever is lower. Cost includes appropriate allocation of overheads based on normal operating capacity

(iii) Cost is arrived at on First-in-First-out basis in case of Traded goods and on moving Weighted average basis in case of other items of inventories.

7 Cash & Cash Equivalents

Cash and cash equivalents includes cash on hand , balances with banks in current accounts, and cheques/drafts on hand.

8 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

(i) decision has been made to sell;

(ii) the assets are available for immediate sale in its present condition;

(iii) the assets are being actively marketed and

(iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

9 Financial Assets :

(i) Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

(ii) Subsequent measurement

Financial assets are subsequently classified and measured at

(i) Amortised Cost

(ii) fair Value through profit & Loss (FVTPL)

(iii) fair Value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(iii) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(iv) Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortised cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(b) **Measured at fair value through other comprehensive income:**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'Other Income' in the Statement of Profit and Loss.

(c) **Measured at fair value through profit or loss:**

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss.

(v) **Equity Instruments and Mutual Fund**

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

(vi) **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(vii) **Impairment of Financial Asset**

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

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

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

10 **Financial Liabilities :**

(i) **Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

(ii) **Subsequent measurement**

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

(iii) **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(iv) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

11 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

12 Derivative financial instruments

The Company uses derivative financial instruments such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

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

13 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

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

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase orders (net of advance) issued to parties for acquisition of assets. Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date."

14 Revenue Recognition

Effective April 1 2018, the company adopted Ind AS 115 "Revenue from Contracts with Customers." The effect on adoption of IND AS 115 is insignificant.

a. Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or Specific location of the customer or when goods are handed over to freight carrier, as per the terms of the contract. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

   Revenue from services is recognised upon completion of services.

   Revenue is measured based on the consideration to which the Company expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method, and revenue is recognised to the extent that it is highly probable that a significant reversal will not occur. Revenue excludes any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax.

b. Insurance Claims are accounted when the ultimate outcome of the same is certain and amount ascertained. Till the time of uncertainty about outcome and amount of claim, their recognition is postponed.

c. Dividends are recognised in the statement of Profit and Loss only when the right to receive payment is established:, It is probable that economic benefit associated with the Dividend will flow to the company and the amount of Dividend can be measured reliably.

d. For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

e. Income on assets given on operating lease is recognised on a straight line basis over the lease term in the Statement of Profit and Loss.

f. Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

15 Employee Benefits

(i) Short Term Benefits

All employee benefits including leave encashment (short term compensated absences) and bonus/ex-gratia (incentives) payable wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to the Statement of Profit and Loss of the year.

(ii) Post Employment Benefits

(a) Defined Contribution Plans

Retirement/Employee benefits in the form of Provident Fund, Employees State Insurance and labour welfare fund are considered as defined contribution plan and contributions to the respective funds administered by the Government are charged to the Statement of profit and loss of the year when the contribution to the respective funds are due

(b) Defined Benefit Plans

Retirement benefits in the form of gratuity is considered as defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made as at the date of the Balance Sheet. Gratuity liability is non-funded. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

(c) Other Long-Term Employee Benefits

As per the present policy of the Group, there are no other long term benefits to which its employees are entitled.

(d) Terminal Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred

16 Leases :

At the inception of a contract, the Company assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Company assesses whether:

The contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a Lessee

Right-of-use Asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Short-term lease and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of less than 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Company's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

17 Research and Development Expenditure

(i) Revenue expenditure on Research & Development is charged to the Statement of Profit and Loss of 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 intangible assets and accounted in the manner specified in Clause 3 (ii) above.

(ii) Capital expenditure incurred during the year on Research & Development is included under additions to property, plant and equipment's.

18 Exceptional Items

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

19 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit or loss in the financial statements.

The Accounting Policies adopted for segment reporting are in line with the Accounting Policies of the Company. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business.

Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses.

20 Borrowing Costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs also include exchange differences to the extent that are regarded as an adjustment to borrowing costs.

21 Foreign Exchange Transactions

(i) The financial statements of the Company are presented in Indian Rupee (INR), which is Company's functional and presentation currency

(ii) Foreign currency transactions are translated into the functional currency using exchange rate prevailing on the date of transaction. Monetary assets and liabilities are translated at rate of exchange prevailing at the reporting date. The difference arising on settlement or translation on account of fluctuation in the rate of exchange is dealt within the Statement of Profit and Loss.

(iii) Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, as finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

(iv) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

22 Taxes on Income

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(ii) Deferred Tax

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

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

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

23 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

24 Expected Credit losses and Impairment losses on investment

The Company reviews its carrying value of investments carried at amortised cost annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (a) Property, Plant and Equipment

(₹ in Million)

	Free Hold Land	Lease Hold Land	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Air Conditioners	Laboratory & office equipments	Computers	Electrical Fittings	Improvement in Leased Asset	Total
Gross Carrying Amount												
As at April 1, 2021	**60.32**	**203.75**	**383.34**	**329.30**	**17.30**	**75.10**	**15.72**	**83.37**	**13.09**	**51.56**	**70.22**	**1,303.08**
Additions	-	-	4.48	10.67	1.99	30.36	0.10	21.47	1.81	11.40	-	82.28
Disposal and adjustments	-	-	-	-	-	11.58	-	-	-	-	-	11.58
As at March 31, 2022	**60.32**	**203.75**	**387.83**	**339.96**	**19.29**	**93.88**	**15.82**	**104.84**	**14.89**	**62.96**	**70.22**	**1,373.78**
Additions	-	-	-	45.78	1.22	133.97	0.32	3.66	2.46	19.86	-	207.28
Disposal and adjustments	-	-	-	-	-	16.57	0.03	2.20	0.03	-	-	18.83
As at March 31, 2023	**60.32**	**203.75**	**387.83**	**385.74**	**20.51**	**211.28**	**16.11**	**106.30**	**17.33**	**82.82**	**70.22**	**1,562.23**
Depreciation												
As at April 1, 2021	**-**	**14.17**	**60.86**	**101.70**	**9.11**	**40.44**	**7.30**	**38.37**	**8.03**	**23.07**	**69.89**	**372.95**
Charge for the year		2.83	12.47	24.35	1.86	9.10	1.63	8.78	2.15	5.26	0.34	68.78
Disposal and adjustments	-	-	-	-	-	8.31	-	-	-	-	-	8.31
As at March 31, 2022	**-**	**17.00**	**73.34**	**126.05**	**10.97**	**41.23**	**8.93**	**47.15**	**10.19**	**28.34**	**70.22**	**433.42**
Charge for the year	-	2.83	12.57	25.44	1.85	10.78	1.58	9.56	2.23	6.53	-	73.37
Disposal and adjustments	-	-	-	-	-	15.69	0.02	1.74	0.01	-	-	17.46
As at March 31, 2023	**-**	**19.83**	**85.91**	**151.50**	**12.82**	**36.32**	**10.49**	**54.96**	**12.41**	**34.86**	**70.22**	**489.33**
Net Carrying Amount												
As at March 31, 2022	**60.32**	**186.75**	**314.49**	**213.91**	**8.32**	**52.65**	**6.89**	**57.69**	**4.71**	**34.63**	**-**	**940.36**
As at March 31, 2023	**60.32**	**183.92**	**301.92**	**234.25**	**7.69**	**174.96**	**5.62**	**51.34**	**4.92**	**47.96**	**-**	**1,072.89**

3 (b) Capital Work in Progress :

(₹ in Million)

	Buildings	Plant and Equipments	Laboratory equipments	Oil Storage Tanks	softwares	Total
Gross Carrying Amount						
As at April 1, 2021	**136.22**	**72.81**	**-**	**6.69**	**-**	**215.72**
Additions	178.07	30.98	-	13.44	-	222.49
Transferred to Assets	-	3.40	-	-	-	3.40
As at March 31, 2022	**314.29**	**100.39**	**-**	**20.13**	**-**	**434.81**
Additions	215.92	72.11	-	41.79	-	329.82
Transferred to Assets	0.69	28.07	-	10.58	-	39.33
As at March 31, 2023	**529.52**	**144.43**	**-**	**51.35**	**-**	**725.30**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The capital work-in-progress ageing schedule for the years is as follows

(₹ in Million)

	As at March 31, 2023					As at March 31, 2022				
	Amount of CWIP for the period of					Amount of CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	316.49	222.13	106.43	80.25	725.30	233.16	100.47	96.01	5.18	434.81
Projects temporarily suspended			-					-		
Total capital work in progress	**316.49**	**222.13**	**106.43**	**80.25**	**725.30**	**233.16**	**100.47**	**96.01**	**5.18**	**434.81**

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion Schedule:

	To be completed in					To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total capital work in progress	-	-	-	-	-	-	-	-	-	-

Notes

a) Refer Note No. 33(i) for disclosure of contractual commitments for the acquisition of Property, Plant and Equipments.

b) Refer Note No. 36 for expenditure on Research and development.

c) Refer Note 14 & 18 on Long term Borrowing and short term Borrowings for amounts of restrictions on the title and PPE pledged as securities.

d) Refer Note No.13(2) on Other Equity for Leasehold land.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (c) Investment in Properties

(₹ in Million)

	Freehold Land	Building	Total
Gross Carrying Amount			
Deemed Cost			
As at April 1, 2021	**5.48**	**1.89**	**7.37**
Additions	-	1.09	1.09
Disposal and adjustments	-	-	-
As at March 31, 2022	**5.48**	**2.98**	**8.46**
Additions	-	-	-
Disposal and adjustments	-	-	-
As at March 31, 2023	**5.48**	**2.98**	**8.46**
Depreciation			
As at April 1, 2021	**-**	**-**	**-**
Charge for the year		0.04	0.04
Disposal and adjustments			
As at March 31, 2022	**-**	**0.04**	**0.04**
Charge for the year		0.05	0.05
Disposal and adjustments			
As at March 31, 2023	**-**	**0.10**	**0.10**
Net Carrying Amount			
As at March 31, 2022	5.48	2.94	8.42
As at March 31, 2023	**5.48**	**2.89**	**8.36**

Notes

a) **Fair value**

	Freehold Land	Building	Total
As at March 31, 2022	6.03	18.04	24.07
As at March 31, 2023	**6.03**	**18.04**	**24.07**

(₹ in Million)

b) **Information regarding income and expenditure of Investment Property**

	2022-23	2021-22
Rental income derived from investment properties	0.03	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(0.08)	(0.07)
Profit arising from investment properties before depreciation and indirect expenses expenses	**(0.05)**	**(0.07)**
Less - Depreciation	(0.05)	(0.04)
Profit/(loss) arising from investment properties before indirect expenses	**(0.10)**	**(0.11)**

c) The Company's investment properties consist of 3 properties in India as on March, 31 2023. The company has purchased 1 property during the previous year. The management has determined that the investment property consists of two class of assets - Free hold Land and building - based on the nature, characteristics and risks of each property.

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

The fair valuation is based on current prices in the active market for similar properties. The main input used are quantum, area, location, demand, age of building and trend of fair market rent in the location of the property.

The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

d) Refer Note 14 & 18 on Long term Borrowing and short term Borrowings for amounts of restrictions on the title and Investment properties pledged as securities.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (d) Right of use assets (₹ in Million)

	Lease hold land	Building	Right of use assets	Total
Gross Carrying Amount				
As at April 1, 2021	**109.28**	**78.39**	**187.68**	**187.68**
Additions	-	-	-	-
Disposal and adjustments	1.12	-	1.12	1.12
As at March 31, 2022	**108.17**	**78.39**	**186.56**	**186.56**
Additions	166.03	-	166.03	166.03
Disposal and adjustments	33.88	-	33.88	33.88
As at March 31, 2023	**240.32**	**78.39**	**318.71**	**318.71**
Amortization				
As at April 1, 2021	**48.22**	**36.89**	**85.11**	**85.11**
Charge for the year	27.99	18.45	46.44	46.44
Disposal and adjustments	1.12	-	1.12	1.12
As at March 31, 2022	**75.10**	**55.34**	**130.43**	**130.43**
Charge for the year	32.93	18.45	51.38	51.38
Disposal and adjustments	33.88	-	33.88	33.88
As at March 31, 2023	**74.15**	**73.78**	**147.93**	**147.93**
Net Carrying Amount				
As at March 31, 2022	33.07	23.06	56.13	56.13
As at March 31, 2023	**166.17**	**4.61**	**170.78**	**170.78**

Notes

a) The Company has leasing arrangements for its office premises -head office and certain plots . Non-cancellable period for those lease arrangements vary. The Company pays lease charges as fixed amount as per the respective lease agreements. In respect of Ind AS 116 - Leases, the Company has adopted modified retrospective method under which the cumulative effect of initial application is recognized in retained earnings at 1st April 2019. Right-of-use asset is measured, on a lease by lease basis, at carrying amount assuming the standard is applied since the commencement date. Discounting to arrive the value of asset is done based on the incremental borrowing rate at the date of initial application.

The Company has leasing arrangements for its various commercial premises (other than mentioned above). Non-cancellable period for those leasing arrangements are less than 12 months and the Company elected to apply the recognition exemption for short term and leases for which the underlying assets is of low value. The lease amount is charged as rent.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (e) Intangible assets (₹ in Million)

	Computer Software	Total
Gross Carrying Amount		
As at April 1, 2021	**16.88**	16.88
Additions	-	-
Disposal and adjustments	-	-
As at March 31, 2022	**16.88**	16.88
Additions	0.11	0.11
Disposal and adjustments	-	-
As at March 31, 2023	**16.99**	16.99
Amortization		
As at April 1, 2021	**7.70**	7.70
Charge for the year	2.14	2.14
Disposal and adjustments		
As at March 31, 2022	**9.83**	9.83
Charge for the year	2.16	2.16
Disposal and adjustments		
As at March 31, 2023	**11.99**	11.99
Net Carrying Amount		
As at March 31, 2022	7.04	7.04
As at March 31, 2023	**5.00**	5.00

Notes

a) Refer Note No. 36 for expenditure on Research and development.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares / Units	(₹ in Million)	No. of Shares / Units	(₹ in Million)
FINANCIAL ASSETS				
4 INVESTMENTS				
(A) Investment in equity instruments (fully paid-up)				
(i) Subsidiary companies measured at cost				
Unquoted				
(a) In foreign subsidiary companies - Partly owned				
In Texol Lubritech FZC of Face Value of Arab Emirates Dirham 1000 each (Refer Note 50)	501	9.44	501	9.44
(b) In indian subsidiary - wholly owned				
In Gandhar Shipping & Logistics Pvt. Limited of Face Value of ₹ 10 each	10,00,000	10.00	10,00,000	10.00
Total (A)		**19.44**		**19.44**
(B) Investments in Government or Trust securities measured at amortised cost				
Unquoted				
National Saving Certificates-VIII Issue (Lodged With Sales Tax Authorities)		0.04		0.04
Total (B)		**0.04**		**0.04**
(C) Investment in Mutual Funds (At FVTPL)				
Unquoted				
Units of ₹ 10 each of Baroda Large & Midcap Fund	99,985	1.60	99,985	1.65
Total (c)		**1.60**		**1.65**
Total (A + B +C)		**21.08**		**21.13**
Aggregate Amount of Quoted Investments		-		-
Aggregate Amount of unquoted investments		21.08		21.13
Aggregate Amount of Impairment in the Value of Investments		-		-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

5 LOANS

(₹ in Million)

	Non Current As at		Current As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Other Loans				
-To Others	-	-	40.00	-
Loans to Employees	1.91	0.98	1.45	1.75
Total (B)	**1.91**	**0.98**	**41.45**	**1.75**
	1.91	0.98	41.45	1.75
Break-up				
Loans considered good - Secured	-	-	-	-
Loans considered good - Unsecured	1.91	0.98	41.45	1.75
Loans which have significant increase in credit risk	-	-	-	-
Loans - credit impaired	-	-	-	-
Total	**1.91**	**0.98**	**41.45**	**1.75**
Less: Allowance for doubtful Loans	-	-	-	-
Total Loans	**1.91**	**0.98**	**41.45**	**1.75**

Refer Note 41 for information about credit risk and market risk for loans.

6 OTHER FINANCIAL ASSETS

(₹ in Million)

	Non Current As at		Current As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
i) Security Deposits				
-To related Parties [Refer note 35(B)(4)(b)]	49.61	44.29	-	-
-To Others	8.56	7.29	122.00	16.64
	58.18	**51.58**	**122.00**	**16.64**
ii) Foreign Exchange Contract Receivable	-	-	0.00	4.02
iii) Other Receivables				
- from a related Party[(Refer note 35(B)(4)(d)]	-	-	0.31	-
- from others	-	-	27.14	33.09
	-	**-**	**27.45**	**33.09**
iv) Term Deposits Accounts (with maturity more than 12 months) Refer note (a) below	565.47	152.46	-	-
v) Interest accrued on fixed deposits	-	-	28.01	47.83
vi) Interest accrued on Investments	-	-	0.03	0.03
	623.64	**204.04**	**177.50**	**101.61**

a) Term Deposits Accounts held as margin for Letter of Credit/ Suppliers Credit/SBLC/Bank Guarantees issued by banks.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

7 OTHER ASSETS

(₹ in Million)

	Non Current As at		Current As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(Unsecured, considered good)				
(A) Capital advances	**33.88**	**21.12**	**-**	**-**
Total (A)	**33.88**	**21.12**	**-**	**-**
(B) Other Advances recoverable in cash or kind or for value to be received				
i) Balances with the Government authorities				
Balances with the statutory authorities	-	-	568.09	749.82
Deposits with government Authorities	-	-	27.05	27.71
ii) Advances to supplier				
- Considered Good	-	-	317.26	150.06
- Considered Doubtful	-	-	-	-
	-	-	317.26	150.06
- Provision for Doubtful Advances	-	-	-	-
	-	-	317.26	150.06
iii) Prepaid Expenses	0.79	1.35	37.88	30.74
iv) Advances to Employees	-	-	0.01	-
v) IPO Expenses (Refer Note 53)	-	-	55.14	-
Total (B)	**0.79**	**1.35**	**1,005.43**	**958.33**
Total (A + B)	**34.67**	**22.47**	**1,005.43**	**958.33**

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
8 INVENTORIES		
Raw Materials	2,319.86	1,981.75
Finished Goods	345.70	332.09
Stock-in-trade	37.48	226.66
Stores & Spares	1.53	1.39
Packing & Packaging Materials	75.40	37.86
Fuel	0.65	1.21
	2,780.62	**2,580.96**
Notes		
a) Refer Note 18 for inventories hypothecated as security for current borrowings		
b) Finished Goods includes Stock in transit	72.80	74.96
c) Stock in trade includes Stock in transit	-	4.78

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
9	**TRADE RECEIVABLES**		
	Considered Good - Secured	-	-
	Considered Good - Unsecured	4,629.90	4,192.56
	Trade Receivables which have significant increase in Credit Risk	-	-
	Trade Receivables - credit impaired	30.38	13.14
		4,660.28	4,205.70
	Less; Provision for Bad and Doubtful Debts	30.38	13.14
		4,629.90	4,192.56

Notes

Refer note 35 (B)(4) (c)] for amounts from related parties

The company's exposure to credit and currency risk related to trade receivables are disclosed in note 41.

(₹ in Million)

Trade Receivable Ageing Schedule	Outstanding for following periods from due date of payment		As at March 31, 2023			
Particulars	**Less than 6 months**	**6 months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	4,355.50	144.28	96.35	31.27	2.50	4,629.90
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	(0.00)	0.25	3.58	12.24	14.31	30.38
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	**4,355.50**	**144.53**	**99.93**	**43.51**	**16.81**	**4,660.28**

Trade Receivable Ageing Schedule	Outstanding for following periods from due date of payment		As at March 31, 2022			
Particulars	**Less than 6 months**	**6 months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	4,021.79	105.15	49.59	15.88	0.15	4,192.56
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.15	1.67	8.36	2.96	13.14
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	**4,021.79**	**105.30**	**51.26**	**24.24**	**3.11**	**4,205.70**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
10	**CASH AND CASH EQUIVALENTS**		
	Cash and cash equivalents		
	Balances with banks:		
	- In Current Account	4.19	244.32
	- In Export Earners Foreign Currency Account	2.84	67.12
	- In Cash Credit Account*	15.59	65.66
	Cash on hand	2.45	3.14
	Total	**25.07**	**380.24**
	*Refer Note 18 -current borrowings for security for cash credit account		
11	**BANK BALANCES OTHER THAN DISCLOSED IN NOTE 10 ABOVE**		
	Balances with banks:		
	Term Deposits Accounts (with maturity up to 12 months) [Refer note (a)]below	383.31	1,005.55
		383.31	**1,005.55**

a Term Deposits Accounts held as margin for Letter of Credit/ Suppliers Credit/SBLC/ Bank Guarantees issued by banks, Lodged with customers for security deposits

b Margin deposit account represents margin deposit for bills discounted with bank.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

	As at March 31, 2023		As at March 31, 2022	
	Nos.	(₹ in Million)	Nos.	(₹ in Million)
12 EQUITY SHARE CAPITAL				
Authorised:				
Equity Shares of ₹2 Each (Refer note 12('e))	15,00,00,000	300.00	15,00,00,000	300.00
Total	**15,00,00,000**	**300.00**	**15,00,00,000**	**300.00**
Issued, Subscribed and Fully Paid Up:				
Equity Shares of ₹2 Each (Refer note 12('e))	8,00,00,000	160.00	8,00,00,000	160.00
Total	**8,00,00,000**	**160.00**	**8,00,00,000**	**160.00**
Notes:				
a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:				
Equity Shares				
At the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Issued during the year	-	-	-	-
	8,00,00,000	160.00	1,60,00,000	160.00
Subdivision of 1 equity share of ₹10 into 5 equity shares of ₹ 2 each (Refer note 12('e))	-	-	8,00,00,000	-
Outstanding at the end of the year	8,00,00,000	160.00	8,00,00,000	160.00

b) **Terms/rights attached to equity shares**

i) **Equity shares:**

The Company has only one class of equity shares having a par value of INR 2 each per share (P.Y. INR 10 each per share). Each holder of equity shares is entitled to one vote per share. 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.

ii) **Dividend:**

The final dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. However, in case of interim dividend the profits are distributed based on approval of Board of Directors.

Amount of per share dividend recognized as distribution to equity shareholders:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Equity Shares of ₹2 Each**	-	5.50
Total	-	5.50

**Interim Dividend

The Board of Directors at its meeting held on May 24, 2023 has recommended a final dividend of 25% i.e. ₹ 0.50 paise per equity share of face value of ₹ 2 each amounting to ₹ 40.00 million which is subject to approval of shareholders.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

c) **Details of shareholders holding more than 5% of Equity shares in the company**

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Nos.	% of Share	Nos.	% of Share
a) Mr. Ramesh B Parekh	3,01,50,000	37.69%	3,01,50,000	37.69%
b) Mrs. Gulab J Parekh	1,08,00,000	13.50%	1,08,00,000	13.50%
c) Mr. Kailash B. Parekh	93,00,000	11.63%	93,00,000	11.63%

d) **Details of shareholdings by the Promoter's:**

Sr. No.	Name of Shareholder	As at March 31, 2023		As at March 31, 2022		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Ramesh B Parekh	2,25,00,000	28.13%	2,25,00,000	28.13%	0.00%
2	Ramesh B Parekh jointly with Sunita Ramesh Parekh	76,50,000	9.56%	76,50,000	9.56%	0.00%
3	Samir R Parekh jointly with Sharmishta S. Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%
4	Aslesh R Parekh jointly with Dimple A. Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%

Promoter group

Sr. No.	Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Sunita R. Parekh Jointly with Ramesh Parekh	27,00,000	3.38%	27,00,000	3.38%	0.00%
2	Sharmishtha S. Parekh Jointly with Samir Parekh	7,50,000	0.94%	7,50,000	0.94%	0.00%
3	Saurabh Parekh Jointly with Nishita Parekh	20,50,000	2.56%	20,50,000	2.56%	0.00%
4	Dimple Parekh Jointly with Aslesh Parekh	5,00,000	0.63%	5,00,000	0.63%	0.00%
5	Nishita Saurabh Parekh Jointly with Saurabh R. Parekh	5,00,000	0.63%	5,00,000	0.63%	0.00%
6	Divya B. Shah Jointly with Ramesh Parekh	13,00,000	1.63%	13,00,000	1.63%	0.00%
7	Divya B. Shah Jointly with Sunita Parekh	2,50,000	0.31%	2,50,000	0.31%	0.00%
8	Mrs. Gulab J. Parekh Jointly with Mr. Rajiv Jitendra Parekh	1,08,00,000	13.50%	1,08,00,000	13.50%	0.00%
9	Mr. Rajiv Jitendra Parekh Jointly with Mrs. Alka Rajiv Parekh	21,25,000	2.66%	21,25,000	2.66%	0.00%
10	Mrs. Alka Rajiv Parekh Jointly with Mr. Rajiv Parekh	7,50,000	0.94%	7,50,000	0.94%	0.00%
11	Mr. Kailash B. Parekh Jointly with Mrs. Padmini Parekh	93,00,000	11.63%	93,00,000	11.63%	0.00%
12	Mrs. Pooja Shah Jointly with Mr. Kailash B. Parekh	13,00,000	1.63%	13,00,000	1.63%	0.00%
13	Mrs. Pooja Shah Jointly with Mrs. Padmini Kailash Parekh	2,50,000	0.31%	2,50,000	0.31%	0.00%
14	Mr. Kunal K. Parekh Jointly with Mrs. Payal Kunal Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%
15	Mrs. Padmini K. Parekh Jointly with Mr. Kailash B Parekh	15,00,000	1.88%	15,00,000	1.88%	0.00%

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

d) **Details of shareholdings by the Promoter's:**

Sr. No.	Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Ramesh B Parekh	2,25,00,000	28.13%	45,00,000	28.13%	0.00%
2	Ramesh B Parekh jointly with Sunita Ramesh Parekh	76,50,000	9.56%	15,30,000	9.56%	0.00%
3	Samir R Parekh jointly with Sharmishta S. Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%
4	Aslesh R Parekh jointly with Dimple A. Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%

Promoter group

Sr. No.	Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Sunita R. Parekh Jointly with Ramesh Parekh	27,00,000	3.38%	5,40,000	3.38%	0.00%
2	Sharmishtha S. Parekh Jointly with Samir Parekh	7,50,000	0.94%	1,50,000	0.94%	0.00%
3	Saurabh Parekh Jointly with Nishita Parekh	20,50,000	2.56%	4,10,000	2.56%	0.00%
4	Dimple Parekh Jointly with Aslesh Parekh	5,00,000	0.63%	1,00,000	0.63%	0.00%
5	Nishita Saurabh Parekh Jointly with Saurabh R. Parekh	5,00,000	0.63%	1,00,000	0.63%	0.00%
6	Divya B. Shah Jointly with Ramesh Parekh	13,00,000	1.63%	2,60,000	1.63%	0.00%
7	Divya B. Shah Jointly with Sunita Parekh	2,50,000	0.31%	50,000	0.31%	0.00%
8	Mrs. Gulab J. Parekh Jointly with Mr. Rajiv Jitendra Parekh	1,08,00,000	13.50%	21,60,000	13.50%	0.00%
9	Mr. Rajiv Jitendra Parekh Jointly with Mrs. Alka Rajiv Parekh	21,25,000	2.66%	4,25,000	2.66%	0.00%
10	Mrs. Alka Rajiv Parekh Jointly with Mr. Rajiv Parekh	7,50,000	0.94%	1,50,000	0.94%	0.00%
11	Mr. Kailash B. Parekh Jointly with Mrs. Padmini Parekh	93,00,000	11.63%	18,60,000	11.63%	0.00%
12	Mrs. Pooja Shah Jointly with Mr. Kailash B. Parekh	13,00,000	1.63%	2,60,000	1.63%	0.00%
13	Mrs. Pooja Shah Jointly with Mrs. Padmini Kailash Parekh	2,50,000	0.31%	50,000	0.31%	0.00%
14	Mr. Kunal K. Parekh Jointly with Mrs. Payal Kunal Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%
15	Mrs. Padmini K. Parekh Jointly with Mr. Kailash B Parekh	15,00,000	1.88%	3,00,000	1.88%	0.00%

e) During the previous year the Company has subdivided 1 equity share having face value of ₹ 10 each in to 5 equity shares having face value of ₹ 2 each vide Board resolution dated November 11th 2021. Consequently the number of shares as at March 31, 2021 is not comparable.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
13 OTHER EQUITY		
(A) Securities Premium		
Balance as at the beginning of the year	460.00	460.00
Add: Premium on issue of Shares during the year	-	-
Balance as at the end of the year	**460.00**	**460.00**
(B) General Reserve		
Balance as at the beginning of the year	1,118.50	1,118.50
Add : Transfer from Surplus balance in the Statement of Profit and Loss	-	-
Balance as at the end of the year	**1,118.50**	**1,118.50**
(C) Retained earnings		
Balance as at the beginning of the year	3,601.29	2,091.24
Add :Profit for the year	1,695.27	1,966.05
Amount available for Appropriation	5,296.56	4,057.29
Less : Appropriations		
Final Dividend on Equity Shares	-	16.00
Interim Dividend on Equity Shares (Refer Note 44)	-	440.00
Total of appropriations	**-**	**456.00**
Balance as at the end of the year	5,296.56	3,601.29
(D) Items of Other Comprehensive Income		
Remeasurements of the net defined benefit Plans		
Balance as at the beginning of the year	0.90	0.29
Other Comprehensive Income for the year	1.44	0.61
Balance as at the end of the year	2.34	0.90
Total (A + B + C +D)	**6,877.40**	**5,180.69**

Notes :

1 Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium. It can be utilized in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

2 General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013. It includes ₹ 200.81 Million transferred from Revaluation Reserve on first time adoption of Ind-AS

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

(₹ in Million)

4 Other Comprehensive Income accumulated in Other Equity, net of tax

	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	0.90	0.29
Remeasurement Gain or Loss on Defined Benefit Plans	1.93	0.81
Income Tax effect	(0.49)	(0.20)
Balance as at the end of the year	**2.34**	**0.90**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

14 BORROWINGS

(₹ in Million)

	Non-current As at		Current As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Secured				
Term Loans				
- From Banks	44.06	50.68	106.53	36.08
- From Financial Institutions	-	1.60	-	-
	44.06	**52.28**	**106.53**	**36.08**

Notes

a) Term loans from Banks comprises of:

(₹ in Million)

i) Name of Bank	Outstanding balances As at		Rate of Interest (% P.a.)	Repayment Terms
	March 31, 2023	March 31, 2022		
HDFC BANK LTD	122.84	72.03	10.00%	Balance repayable In 16 Equated Monthly Instalments of ₹ 85.86 Million ending on July, 2024. In case of prepayment, prepayment charges as applicable will be charged.
Total	**122.84**	**72.03**		

Securities Offered:

The said term loans are secured by exclusive first pari passu charge on fixed assets funded and collaterally secured by :-

i) Equitable mortgage of Land & Building of the Company,
ii) Equitable mortgage of certain premises belonging to the directors and their relatives, and
iii) Personal guarantee of certain directors and their relatives and corporate guarantee of certain concerns belonging to them.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

ii) **Vehicle Loans**

Vehicle Loans repayable by equated monthly instalment and same are secured by Hypothecation of Motor Vehicles.

The details of Vehicle loans are as follows:-

(₹ in Million)

Name of Bank	Outstanding balances As at		Repayable by	Equated Monthly Instalment	Rate of interest
	March 31, 2023	March 31, 2022			
ICICI BANK LIMITED	1.00	2.01	Feb, 2024	0.09	7.65%
ICICI BANK LIMITED	4.46	7.33	August, 2024	0.28	7.50%
HDFC BANK LIMITED	3.66	5.39	Feb, 2025	0.17	6.95%
AXIS BANK LIMITED	18.63	-	April, 2026	0.57	8.55%
Total	**27.75**	**14.73**			

b) **Term loans from Financial Institutions:**

(₹ in Million)

Name of Financial Institution	Outstanding balances As at		Rate of Interest (% P.a.)	Repayment Terms / Security Offered
	March 31, 2023	March 31, 2022		
LIC LOAN (KEYMAN POLICY)	-	1.60	9.00%	Repayment Terms: The said loans are repaid Security Offered: Pledge of Key man Insurance Policies
Total	**-**	**1.60**		

15 LEASE LIABILITIES

(₹ in Million)

	Long - Term As at		Short - Term As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Lease Liabilities	167.00	28.33	25.13	36.46
Total	**167.00**	**28.33**	**25.13**	**36.46**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

16 PROVISIONS

(₹ in Million)

	Long - Term As at		Short - Term As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits				
Provision for gratuity	26.14	23.77	11.87	10.35
Provision for leave benefits	-	-	0.41	0.38
Total	**26.14**	**23.77**	**12.28**	**10.73**

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
17	**DEFERRED TAX ASSETS (NET)**		
(A)	**Deferred Tax Liability**		
	Difference between book and tax depreciation	28.23	26.45
	Allowable on payment basis (Net)	3.54	3.54
	Investment	0.14	0.15
	Total (A)	**31.90**	**30.13**
(B)	**Deferred Tax Assets**		
	Provisions	17.21	11.90
	Indexation benefit on Land	15.66	16.39
	Total (B)	**32.87**	**28.29**
	Deferred Tax (Assets) / Liability (Net) (A -B)	**(0.97)**	**1.84**
18	**CURRENT FINANCIAL LIABILITIES - BORROWINGS**		
(A)	**Secured**		
	Loans Repayable on Demand		
	From Banks - Working Capital		
	- Cash Credit facility	9.72	203.44
	- Packing Credit facility	-	138.23
	Total (A)	**9.72**	**341.67**
(B)	**Current Maturities of Long-Term Borrowings (Refer Note No.14)**	**106.53**	**36.08**
		106.53	**36.08**
	Total (A+B)	**116.25**	**377.75**

Notes:-

a) Working capital loans from banks are secured by first pari passu charge on all fixed assets (excluding specific fixed assets financed by term loans) and current assets of the company and are also collaterally secured by :-

i) Equitable mortgage of Land & Building of the Company,

ii) Equitable mortgage of certain premises belonging to the directors and their relatives, and

iii) Personal guarantee of certain directors and their relatives and corporate guarantee of certain concern belonging to them.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
b) The company had submitted the quarterly statements as on March 31 to the bank and hence the same has been disclosed here with		
As per books of accounts		
Inventories	2,780.62	2,580.96
Trade receivables	4,629.90	4,192.56
	7,410.52	6,773.52
As per statement of current assets		
Inventories	2,639.33	2,223.80
Trade receivables	4,427.85	4,151.30
	7,067.18	6,375.10
Excess/ Shortage	-	-
Other Difference	343.34	398.43

The difference is on account of entries passed in the books of accounts subsequent to the submission of Stock and debtors statement. trade receivable is mainly on account of advance from customers netted with in Bank stock statement/excluded receivable from related parties. Stock in mainly on account of stock in transit recorded subsequently.

19 TRADE PAYABLES

	As at March 31, 2023	As at March 31, 2022
Trade Payables (Including acceptances)		
- Due to Micro and Small Enterprises	30.22	25.92
- Due to Others	3,756.97	4,678.40
	3,787.19	**4,704.32**
Notes:		
A The disclosure as per The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act).		
Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
(a) (i) Principal amount	30.20	25.85
(ii) Interest due on the above.	0.02	0.07
(b) Total interest paid on all delayed payments during the year under the provision of the Act	-	-
(c) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act	-	-
(d) Interest accrued but not due	-	-
(e) Total interest due but not paid	0.02	0.07

(The above information regarding micro and small enterprises has been determined on the basis of information available with the Company).

B Trade Payables due for payments:

(₹ in Million)

Trade Payables Ageing Schedule	As at March 31, 2023 Outstanding from due date of payment				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	30.22	-	-	-	30.22
(ii) Others	3,752.81	1.66	0.42	2.08	3,756.97
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Trade Payables Ageing Schedule		As at March 31, 2022 Outstanding from due date of payment				
Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	25.92	-	-	-	25.92
(ii)	Others	4,675.29	0.80	0.97	1.34	4,678.40
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
20	**OTHER FINANCIAL LIABILITIES**		
	Interest accrued		
	- To others	20.89	4.34
	- Security Deposits from dealers	7.87	12.57
	Others		
	- Payable for Expenses		
	- To related Parties ([Refer note 35(B)(4)(f)]	-	22.59
	- To others	84.26	105.28
	- Foreign Exchange Contract Payable	10.37	-
	- Declared & Unclaimed Dividend	0.13	0.11
	- Other Payables		
	- To others	27.17	33.54
		150.69	**178.44**
21	**OTHER CURRENT LIABILITIES**		
	Income received in advance	0.10	-
	Others		
	Contract Liabilities (Advance Payment from Customers)	230.01	65.92
	Statutory Liabilities	92.46	41.99
		322.57	**107.91**
22	**CURRENT TAX LIABILITIES**		
	Income Tax (net of taxes paid)	19.17	53.86
		19.17	***53.86***

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

			For the year ended March 31, 2023	For the year ended March 31, 2022
23	**REVENUE FROM OPERATIONS**			
	(A)	**Sale of products**		
		- Petroleum Products/Speciality Oils	29,174.12	28,518.82
		- Non-coking Coal	-	637.82
		- Others	-	-
			29,174.12	**29,156.64**
		Finished Goods	26,603.15	22,376.47
		Stock-in-trade	2,570.97	6,780.17
			29,174.12	**29,156.64**
	(B)	**Sale of services**	**2.24**	**19.48**
	(C)	**Other operating income**	**46.25**	**69.18**
		Revenue from operations (A + B + C)	29,222.61	29,245.30
		Notes:		
		a) Details of Services Rendered		
		- Job work charges	2.24	1.84
		- Cargo Handling Charges	-	17.64
			2.24	19.48
		b) Other Operating Income		
		- Exports Incentives	0.69	0.91
		- Scrap Sales	4.37	4.40
		- Commission	5.47	7.31
		- Miscellaneous Income	35.72	56.56
			46.25	69.18
24	**OTHER INCOME**			
	Interest on			
	- Bank Deposits		74.93	60.33
	- Others		9.49	6.09
	Dividend Income from a subsidiary company (Refer Note 35(B)(2)(f) & 48)		16.63	447.36
	Gain on sale of shares - subsidiary company (Refer Note 35(B)(3)© & 47)		-	53.82
	Net gain on sale of Investments		-	0.00
	Gain on fair valuation of Mutual Fund		-	0.37
	Other Non Operating Income		138.47	83.26
			239.52	**651.23**
25	**COST OF MATERIALS CONSUMED**			
	(A)	**COST OF RAW MATERIALS CONSUMED**	**22,152.97**	**18,581.57**
			22,152.97	18,581.57
	(B)	**PACKING MATERIAL CONSUMED**		
		Cost of packing materials consumed	653.34	608.79
		TOTAL MATERIALS CONSUMED (A + B)	**22,806.31**	**19,190.36**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		For the year ended March 31, 2023	For the year ended March 31, 2022
26	**PURCHASE OF STOCK-IN-TRADE**		
	Petroleum Products/Speciality Oils	2,146.36	5,685.38
	Non-Coking Coal	-	304.33
	Others	-	2.28
		2,146.36	5,991.99
27	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**		
	(A) Inventories at the end of the year		
	Finished Goods	345.70	332.09
	Stock-in-trade	37.48	226.66
		383.18	**558.74**
	(B) Inventories at the beginning of the year		
	Finished Goods	332.09	286.50
	Stock-in-trade	226.66	367.67
		558.75	**654.16**
	(Increase)/decrease in Stock (B - A)	175.57	95.42
28	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, Wages, Bonus & Other Benefits	358.38	256.01
	Contribution to Provident & other Fund	8.30	6.60
	Gratuity	7.18	5.84
	Staff Welfare Expenses	11.42	8.72
		385.28	**277.17**
29	**FINANCE COSTS**		
	Interest Expense	243.04	79.30
	Other Borrowing Costs	134.59	156.91
		377.63	**236.21**
30	**DEPRECIATION AND AMORTIZATION EXPENSE**		
	Depreciation of Property, Plant and Equipment	73.42	68.83
	Depreciation of right-of-use assets	51.38	46.44
	Amortization of Intangible assets	2.16	2.14
		126.96	**117.41**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		For the year ended March 31, 2023	For the year ended March 31, 2022
31	**OTHER EXPENSES**		
	Consumption of Stores and Spares	33.78	19.79
	Power and Fuel	31.19	26.05
	Electricity Charges	2.37	2.28
	Labour Charges	65.13	56.37
	Water Charges	0.48	0.52
	Security Charges	7.96	8.16
	Repairs and Maintenance		
	- To Plant & Machinery	6.77	5.65
	- To Building	6.98	3.39
	- To Others	20.73	17.16
	Laboratory Expenses	0.22	1.52
	Research & Development expenditure	36.89	33.18
	Insurance (net of Recovery)	36.17	36.60
	Packaging Material/Charges	30.68	44.01
	Freight and Transportation (net of Recovery)	403.89	461.53
	Supervision & Testing Expenses	4.44	7.34
	Vehicle Expenses	5.41	5.42
	Commission	112.01	189.49
	Legal and Professional Fees	16.66	19.44
	Payment to Auditor (Excluding taxes)		
	As Auditor:-		
	- Audit fees	2.20	2.00
	- Tax Audit fees	0.55	0.50
	In other capacity-		
	- Taxation matters	-	1.20
	- Other services	0.00	0.40
	Postage, Courier and Telephones	6.38	5.83
	Printing and Stationary	4.34	3.31
	Donation	0.19	0.50
	Expenditure on Corporate Social Responsibility	14.03	6.40
	Advertisement and Sales Promotion	41.86	35.57
	Travelling and Conveyance	55.51	28.11
	Miscellaneous Expenses	26.83	59.21
	Storage Charges	65.98	149.11
	Bad Debts Written off	-	44.61
	Less: Provision for Doubtful Debts Written Back	-	(45.87)
	Advances Written off	0.40	8.03
	Provision for Doubtful Debts	17.24	47.82
	Foreign Exchange Rate Fluctuation Loss/(Gain)(net)	68.79	96.91
	Fees and Stamps	10.09	7.25
	Rent	3.16	4.21
	Rates and Taxes	23.19	8.25
	Loss on Fair Valuation of Investments	0.05	-
	Loss (Profit) on Sale of Fixed Assets (Net)	0.59	0.92
	Bank charges	7.92	8.74
		1,171.04	**1,410.93**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note : 32 Contingent liabilities

Claim against the company not acknowledged as debts

(₹ in Million)

S. No.		Particulars	As at March 31, 2023	As at March 31, 2022
a	1	Outstanding Letters of Credit	1,658.09	2,372.24
	2	Guarantees issued by Bank	532.08	364.68
	3	Duty Saved on Export obligation against advance authorization licenses issued by Director General of Foreign Trade.	22.73	84.13
	4	Demand raised by Central Excise Authorities contested by Company. (Net of payment)	0.99	0.99
	5	Demand raised by Sales Tax Authorities contested by Company. (Net of payment)	29.90	44.10
	6	Demand raised by Custom Authorities contested by Company (Net of payment)	407.82	407.82
	7	Demand raised by Income Tax Authorities contested by Company (Net of payment)	-	-
b)		Corporate Guarantees		
		Corporate Guarantee given by Company to Bank for loan given to Texol Lubritech FZC.	1,014.72	938.16
		Total	**3,666.33**	**4,212.13**

Note

1 The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

2 It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

3 Details of Guarantee given covered under Section 186 (4) of the Companies Act, 2013:

4 Guarantee given by Company to a Bank for loan given to Texol Lubritech FZC. The loan is obtained by Subsidiary/Joint Venture for business purpose.

Note 33 Commitments

(i) Capital Commitments

(₹ in Million)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances)	25.17	106.32
	25.17	**106.32**

Note 34 Employee Benefits

(i) Defined Contribution Plan

The Company has recognized the following amounts in the Statement of Profit and Loss towards its liability to Defined Contribution Plans:-

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Provident Fund	8.71	6.91
2	Employee State Insurance Fund	0.14	0.18
3	Labour Welfare Fund	0.00	0.00
	Total	**8.85**	**7.09**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(ii) Defined Benefit Plan

The details of the Company's post retirement benefit plan for gratuity (unfunded) for its employees in conformity with the principles set out in Indian Accounting Standard – 19 which has been determined by an Actuary appointed for the purpose and relied upon by the Auditors are given below :

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
I	**Changes in present value of obligations**		
	Present Value of Obligations at beginning of the year	34.13	33.15
	Interest cost	2.29	1.93
	Current Service Cost	4.82	5.01
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Benefits Paid	(1.29)	(5.15)
	Contribution by plan participants	-	-
	Business Combinations	-	-
	Curtailments	-	-
	Settlements	-	-
	Actuarial (gain)/loss on obligations	(1.93)	(0.81)
	Present Value of Obligations at end of period	**38.01**	**34.13**
II	**Interest Expenses**		
	Interest Cost	2.29	1.93
III	**Fair Value of Plan Assets**		
	Fair Value of Plan Assets at beginning	-	-
	Interest Income	-	-
IV	**Net Liability**		
	Present Value of Obligations at beginning of period	34.13	33.15
	Fair Value of Plan Assets at beginning Report	-	-
	Net Liability	34.13	33.15
V	**Net Interest**		
	Interest Expenses	2.29	1.93
	Interest Income	-	-
	Net Interest	2.29	1.93
VI	**Actual return on plan assets**		
	Less Interest income included above	-	-
	Return on plan assets excluding interest income	-	-
VII	**Actuarial Gain/(Loss) on obligation**		
	Due to Demographic Assumption*	-	-
	Due to Financial Assumption	(0.97)	(1.13)
	Due to Experience	(0.96)	0.31
	Total Actuarial (Gain)/Loss	(1.93)	(0.81)

*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit the effect will be shown as an experience

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
VIII	**Fair Value of Plan Assets**		
	Opening Fair value of plan asset	-	-
	Adjustment to opening Fair Value of plan asset	-	-
	Return on Plan Assets Excl. interest income	-	-
	Interest Income	-	-
	Contributions by Employer	1.29	5.15
	Contributions by Employee	-	-
	Benefits Paid	(1.29)	(5.15)
	Fair Value of Plan Assets at end		
IX	**Past service cost recognised**		
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Average remaining future service till vesting of the benefits	-	-
	Recognised Past service cost-non vested benefits	-	-
	Recognised Past service cost-vested benefits	-	-
	Unrecognised Past service cost-non vested benefits	-	-
X	**Amounts to be recognised in the balance sheet and statement of profit & Loss account**		
	PVO at end of period	38.01	34.13
	Fair value of Plan assets at end of period	-	-
	Funded status	(38.01)	(34.13)
	Net Assets/(Liability) recognised in the balance sheet	(38.01)	(34.13)
XI	**Expense recognized in the Statement of P & L a/c**		
	Current Service Cost	4.82	5.01
	Net Interest	2.29	1.93
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Curtailment Effect	-	-
	Settlement Effect	-	-
	Expense recognized in the Statement of Profit and Loss under "Employee benefits expense"	7.11	6.94
XII	**Other Comprehensive Income**		
	Actuarial (Gain)/Loss recognised for the period	(1.93)	(0.81)
	Asset limit effect	-	-
	Return on plant Assets Excl. Net Interest	-	-
	Unrecognised Actuarial (Gain)/Loss from previous period	-	-
	Total Actuarial (Gain)/Loss recognised in (OCI)	**(1.93)**	**(0.81)**
XIII	**Movements in the Liability recognised in Balance Sheet**		
	Opening Net Liability	34.13	33.15
	Adjustments to opening balance	-	-
	Expenses as above	7.11	6.94
	Contribution paid	(1.29)	(5.15)
	Other Comprehensive Income(OCI)	(1.93)	(0.81)
	Closing Net Liability	38.01	34.13

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
XIV	**Schedule III of the Companies Act,2013**		
	Current Liability	11.87	10.35
	Non-Current Liability	26.14	23.77
XV	**Projected Service Cost**	**4.74**	**4.82**
XVI	**Asset Information**		
	Not Applicable as the plan is unfunded		
XVII	**Assumptions as at**	**31-03-23**	**31-03-22**
	Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
	Interest/Discount Rate	7.29%	6.85%
	Rate of increase in compensation	5.00%	5.00%
	Annual increase in healthcare costs		
	Future Changes in Maximum state healthcare benefits		
	Expected average remaining service	9.93	9.89
	Retirement Age	58 Years	58 Years
	Employee Attrition Rate	Age: 0 to 58 : 5%	Age: 0 to 58 : 5%

XVIII Sensitivity Analysis

	DR: Discount Rate		ER:Salary Escalation Rate	
	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
PVO	36.01	40.30	39.93	36.29

XIX Expected Payout

Year	Expected Outgo First	Expected Outgo Second	Expected Outgo Third	Expected Outgo Fourth	Expected Outgo Fifth	Expected Outgo Six to Ten Years
PVO Payouts	11.87	3.68	2.98	2.03	1.91	12.16

XX Asset Liability Comparisons

Year	31-03-19	31-03-20	31-03-21	31-03-22	31-03-23
PVO at end of period	24.19	29.35	33.15	34.13	38.01
Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(24.19)	(29.35)	(33.15)	(34.13)	(38.01)
Experience adjustments on plan assets	-	-	-	-	-

Weighted average remaining duration of defined benefits Obligation 6.33

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

XXI Narrations

1 Analysis of Defined Benefit obligation

The numbers of members under the scheme have increased by 12.50%. Similarly, the total salary increased by 9.74% during the accounting period. The resultant liability at the end of the period over the beginning of the period has increased by 11.39 %

2 Expected rate of return basis

Scheme is not funded EORA is not Applicable

3 Description of Plan Assets and Reimbursement Conditions

Not Applicable

4 Investment / Interest Risk

Since the scheme is unfunded the company is not exposed to Investment / interest Risk

5 Longevity Risk

The Company is not exposed to risk of the employess living longer as the benefit under scheme ceases on the employee separating from the employer for any reason.

6 Risk of Salary Increase

The company is exposed to higher liability if the future salaries rise more than assumption of salary escalation.

7 Discount Rate

The discount rate has increased from 6.85% to 7.29% and hence there is a decrease in liability leading to actuarial gain due to change in discount rate.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 35 Related Party disclosures

A. List of related parties: (where transactions have taken place)

Sr No	Name of Related Party	Nature of relationship
1	**Subsidiaries**	
	- Gandhar Shipping & Logistics Private Limited	Wholly Owned Subsidiary
	- Gandhar Oil & Energy -DMCC	Wholly Owned Subsidiary till 30/03/2022
	- Texol Lubritech - FZC	Subsidiary w.e.f.30/03/2022 Joint Venture till 29/03/2022
	- Texol Lubricants Manufacturing LLC	Stepdown subsidiary (incorprated on 23/02/2022)
2	**Associates**	
	- Texol Oils - FZC	**Associates (Incorporated on 10/01/2023**
3	**Key-management personnel / Individual Having substantial interest**	
	Ramesh Parekh	Chairman and Managing Director w.e.f. September 21, 2020
	Samir Parekh	Joint Managing Director w.e.f. October 01, 2021. Whole Time Director up to September 30, 2021
	Aslesh Parekh	Joint Managing Director w.e.f. October 01, 2021. Whole Time Director up to September 30, 2021
	Raj Kishor Singh	Independent Non-executive Director (w.e.f. June 28, 2019)
	Amrita Nautiyal	Independent Non-executive Director (w.e.f. August 17, 2020)
	Deena Asit Mehta	Independent Non-executive Director (w.e.f. June 22, 2022)
	Indrajit Bhattacharyya	Chief Financial Officer
	Jayshree Soni	Company Secretary
4	**Relative of Key Management Personnel**	
	Saurabh Parekh	
	Sunita Parekh	
	Sharmistha Parekh	
	Dimple Parekh	
	Nishita Parekh	
5	**Enterprises owned / controlled by key management personnel or directors or their relatives or person having significant interest**	
	Parekh Bulk Carriers	
	Parekh Petroleum Products	
	Gandhar Coals & Mines Private Limited (Gandhar Coals & Mines converted to company w.e.f. August 31, 2018)	
	Gandhar Infrastructure Project Private Limited (Strike off w.e.f January 12, 2022)	
	Nature Pure Wellness Private Ltd.	
	Gandhar Films and Studio Private Limited	
	Gandhar Oil & Energy DMCC	
	Ghanish Energy FZE	
6	**Others**	
	Kamlaben Babulal Charitable Trust	

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

35 B. Transaction With Related Parties

(₹ in Million)

SR NO Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture		Others	
	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
1 EXPENDITURE										
(a) Salaries & Other Benefits*										
(i) Short term employee benefits										
Samir Parekh	51.18	28.21	-	-	-	-	-	-	-	-
Aslesh Parekh	51.18	28.21	-	-	-	-	-	-	-	-
Ramesh Parekh	53.75	12.50	-	-	-	-	-	-	-	-
Sharmistha Parekh	-	-	3.00	2.83	-	-	-	-	-	-
Dimple Parekh	-	-	3.00	2.83	-	-	-	-	-	-
Saurabh Parekh	-	-	-	5.46	-	-	-	-	-	-
Nishita Parekh	-	-	3.00	2.83	-	-	-	-	-	-
Indrajit Bhattacharyya	3.45	3.20	-	-	-	-	-	-	-	-
Jayshree Soni	2.22	2.06	-	-	-	-	-	-	-	-
Total	**161.78**	**74.18**	**9.00**	**13.93**	**-**	**-**	**-**	**-**	**-**	**-**
(ii) Post employment benefits										
Samir Parekh	0.70	0.59	-	-	-	-	-	-	-	-
Aslesh Parekh	0.02	0.02	-	-	-	-	-	-	-	-
Sharmistha Parekh	-	-	0.17	0.15	-	-	-	-	-	-
Dimple Parekh	-	-	0.02	0.02	-	-	-	-	-	-
Saurabh Parekh	-	-	-	0.02	-	-	-	-	-	-
Nishita Parekh	-	-	0.02	0.02	-	-	-	-	-	-
Total	**0.72**	**0.61**	**0.21**	**0.22**	**-**	**-**	**-**	**-**	**-**	**-**
(b) Director Sitting Fees										
Ramesh Parekh	-	-	-	-	-	-	-	-	-	-
Deena Asit Mehta	0.38	-	-	-	-	-	-	-	-	-
Raj Kishore Singh	0.38	0.33	-	-	-	-	-	-	-	-
Amrita Dineshchandra Nautiyal	0.38	0.33	-	-	-	-	-	-	-	-
Total	**1.13**	**0.65**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(c) Audit Committee Sitting Fees										
Deena Asit Mehta	0.14	-	-	-	-	-	-	-	-	-
Raj Kishore Singh	0.18	0.13	-	-	-	-	-	-	-	-
Amrita Dineshchandra Nautiyal	0.18	0.18	-	-	-	-	-	-	-	-
Total	**0.49**	**0.31**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

35 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture		Others	
		For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
(d)	**Nomination and Remuneration/ CSR Committee Sitting Fees**										
	Deena Asit Mehta	0.07	-	-	-	-	-	-	-	-	-
	Raj Kishore Singh	0.11	0.05								
	Amrita Dineshchandra Nautiyal	0.18	0.06	-	-	-	-	-	-	-	-
	Total	**0.35**	**0.11**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(e)	**Finance Costs**										
	Ramesh Parekh	6.47	10.95	-	-	-	-	-	-	-	-
	Samir Parekh	-	3.96	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	2.30	-	-	-	-	-	-	-	-
	Total	**6.47**	**17.21**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(f)	**Freight inward/outward**										
	Parekh Bulk Carrier	-	-	-	-	246.19	253.52	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**246.19**	**253.52**	**-**	**-**	**-**	**-**
(g)	**Rent**										
	Ramesh Parekh	38.58	36.14	-	-	-	-	-	-	-	-
	Samir Parekh	8.05	7.31	-	-	-	-	-	-	-	-
	Aslesh Parekh	8.05	7.31	-	-	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	0.30	-	-	-	-	-	-
	Sunita Parekh	-	-	11.87	11.71	-	-	-	-	-	-
	Total	**54.67**	**50.77**	**11.87**	**12.01**	**-**	**-**	**-**	**-**	**-**	**-**
(h)	**Purchases**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	140.59	-	-	-	-
	Gandhar Oil & Energy DMCC	-	-	-	-	-	-	-	218.78	-	-
	Texol Lubritech FZC	-	-	-	-	-	-	92.21	147.60	-	-
	Naturepure Wellness Private Limited	-	-	-	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**140.59**	**92.21**	**366.37**	**-**	**-**
(i)	**Expenditure on Corporate Social Responsibility**										
	Kamlaben Babulal Charitable Trust	-	-	-	-	-	-	-	-	5.00	5.50
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**5.00**	**5.50**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

35 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture		Others	
		For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
(j)	**Reimbursement of Expenses**										
	Gandhar Oil & Energy DMCC	-	-	-	-	-	-	-	-	-	-
	Texol Lubritech FZC	-	-	-	-	-	-	-	0.01	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.01**	**-**	**-**
(k)	**Clearing and forwarding charges**										
	Gandhar Shipping & Logistics Private Limited	-	-	-	-	-	-	-	1.34	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1.34**	**-**	**-**
(l)	**Commission**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	25.89	-	-	-	-
	Naturepure Wellness Private Limited	-	-	-	-	-	15.78	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**41.68**	**-**	**-**	**-**	**-**
(m)	**Dividend Paid**										
	Samir Parekh	-	10.97	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	10.97	-	-	-	-	-	-	-	-
	Ramesh Parekh	-	171.86	-	-	-	-	-	-	-	-
	Sharmistha Parekh	-	-	-	4.28	-	-	-	-	-	-
	Dimple Parekh	-	-	-	2.85	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	11.69	-	-	-	-	-	-
	Nishita Parekh	-	-	-	2.85	-	-	-	-	-	-
	Sunita Parekh	-	-	-	15.39	-	-	-	-	-	-
	Total	**-**	**193.80**	**-**	**37.05**	**-**	**-**	**-**	**-**	**-**	**-**
2	**INCOME**										
(a)	**Sale of Products**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	591.05	-	-	-	-
	Texol Lubritech FZC	-	-	-	-	-	-	156.60	697.71	-	-
	Ghanish Energy FZE	-	-	-	-	479.55	-	-	-	-	-
	Naturepure Wellness Private Limited	-	-	-	-	19.24	0.02	-	-	-	-
	Ramesh Parekh	-	-	-	-	-	-	-	-	-	-
	Samir Parekh	-	-	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	-	-	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**498.79**	**591.07**	**156.60**	**697.71**	**-**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

35 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture		Others	
		For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
(b)	**Sale of Services**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	13.29	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**13.29**	**-**	**-**	**-**	**-**
(c)	**Slump Sale - Coal Business**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	40.36	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**40.36**	**-**	**-**	**-**	**-**
(d)	**Freight & Insurance collected on Sales**										
	Texol Lubritech FZC	-	-	-	-	-	-	3.92	16.86	-	-
	Ghanish Energy FZE	-	-	-	-	4.89	-	-	-	-	
	Total	**-**	**-**	**-**	**-**	**4.89**	**-**	**3.92**	**16.86**	**-**	**-**
(e)	**Reimbursement of expenses**										
	Gandhar Oil & Energy DMCC	-	-	-	-	-	-	-	0.90	-	-
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	12.90	-	-	-	-	-
	Texol Oils FZC	-	-	-	-	-	-	0.31	-	-	-
	Total	**-**	**-**	**-**	**-**	**12.90**	**-**	**0.31**	**0.90**	**-**	**-**
(f)	**Dividend Income**										
	Gandhar Oil & Energy DMCC	-	-	-	-	-	-	-	447.36	-	-
	Texol Lubritech FZC	-	-	-	-	-	-	16.63	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**16.63**	**447.36**	**-**	**-**
(g)	**Commission Received**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	120.41	9.66	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**120.41**	**9.66**	**-**	**-**	**-**	**-**
(h)	Corporate Guarantee Commission Received										
	Texol Lubritech FZC							5.08			
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**5.08**	**-**	**-**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

35 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture		Others	
		For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
3	OTHERS										
a)	**Short-term borrowings obtained**										
	Samir Parekh	-	67.00	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	87.80	-	-	-	-	-	-	-	-
	Ramesh Parekh	914.50	692.50	-	-	-	-	-	-	-	-
	Total	**914.50**	**847.30**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
b)	**Short-term borrowings repaid**										
	Samir Parekh	-	117.18	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	102.18	-	-	-	-	-	-	-	-
	Ramesh Parekh	914.50	776.30	-	-	-	-	-	-	-	-
	Total	**914.50**	**995.67**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
c)	**Disposal of Non Current Investments Made**										
	Gandhar Oil & Energy DMCC	-	-	-	-	-	-	-	55.61	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**55.61**	**-**	**-**
d)	Non Current Investments Made										
	Texol Lubritech FZC	-	-	-	-	-	-	-	0.72	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.72**	**-**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

36 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture/ Associates	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
4	**OUTSTANDINGS**								
a)	**Non-Current Investments**								
	Gandhar Shipping & Logistics Pvt Ltd	-	-	-	-	-	-	10.00	10.00
	Texol Lubritech-FZC	-	-	-	-	-	-	9.44	9.44
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**19.44**	**19.44**
b)	**Security Deposit for Premises**								
	Ramesh Parekh	40.00	40.00	-	-	-	-	-	-
	Samir Parekh	6.00	6.00	-	-	-	-	-	-
	Aslesh Parekh	6.00	6.00	-	-	-	-	-	-
	Total	**52.00**	**52.00**	**-**	**-**	**-**	**-**	**-**	**-**
c)	**Trade Receivables**								
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	52.57	-	-
	Texol Lubritech- FZC	-	-	-	-	-	-	5.08	211.48
	Naturepure Wellness Private Limited	-	-	-	-	3.68	-	-	-
	Total	**-**	**-**	**-**	**-**	**3.68**	**52.57**	**5.08**	**211.48**
d)	**Other receivables/Advance to supplier**								
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	0.20	-	-
	Texol Oils FZC	-	-	-	-	-	-	0.31	-
	Total	**-**	**-**	**-**	**-**	**-**	**0.20**	**0.31**	**-**
e)	**Trade Payables**								
	Parekh Bulk Carrier	-	-	-	-	51.41	72.71	-	-
	Texol Lubritech- FZC	-	-	-	-	-	-	-	1.94
	Nature Pure Wellness Private Limited	-	-	-	-	-	17.84	-	-
	Total	**-**	**-**	**-**	**-**	**51.41**	**90.54**	**-**	**1.94**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

36 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Subsidiaries / Joint Venture/ Associates	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
f)	**Payable for Expenses:**								
	Salary Payable (gross)								
	Samir Parekh	-	10.82	-	-	-	-	-	-
	Aslesh Parekh	-	10.81	-	-	-	-	-	-
	Ramesh Parekh	-	0.33	-	-	-	-	-	-
	Sharmistha Parekh	-	-	-	0.14	-	-	-	-
	Dimple Parekh	-	-	-	0.14	-	-	-	-
	Nishita Parekh	-	-	-	0.14	-	-	-	-
	Indrajit Bhattacharyya	-	0.13	-	-	-	-	-	-
	Jayshree Soni	-	0.08	-	-	-	-	-	-
	Total	**-**	**22.18**	**-**	**0.41**	**-**	**-**	**-**	**-**
g)	**Guarantee/SBLC/Corporate Guarantee Given**								
	Texol Lubritech FZC	-	-	-	-	-	-	1,014.72	938.16
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**1,014.72**	**938.16**

*As the liabilities for defined benefit plans are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

"** Certain directors and their relatives and certain concerns belonging to them have given personal guarantee and corporate guarantee respectively for credit facilities availed by the company as stated in Note no. 14 and 18.

C) The company has provided loan or Guarantee to its subsidiaries for the business purpose.

D) Related parties are identified by the management and relied upon by the auditors.

E) Terms and conditions of transactions with related parties.

All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

The Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

36 Research & Development Expenditure

(₹ in Million)

Sr. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
	Revenue Expenditure		
a)	Salary, Wages & other benefits	33.22	30.71
b)	Laboratory Expense	1.28	1.06
c)	Other Exp.	0.35	0.22
d)	Travelling & Conveyance Expenses	1.06	0.52
e)	Telephone Expense	0.00	0.00
f)	Testing Expenses	0.08	0.03
g)	Repairs & Maintenance	0.90	0.63
	Total	**36.89**	**33.18**
	Capital Expenditure		
a)	Laboratory Equipment	1.22	11.43
b)	Office/Other Equipment/Electrical Installation	-	0.23
c)	Furniture & Fixture	1.01	-
	Total	**2.23**	**11.66**
	Total	**39.12**	**44.84**

37 Segmental Reporting

A) Primary Segment reporting (by business segment):

i. The company has sold its coal business on Slump Sale basis on March 30, 2022. Therefore segment reporting is not applicable. The company had identified Business Segment as the Primary Segment till March 30, 2022. Segments had been identified taking into account the nature of the products, differing risks and returns, organizational structure and internal reporting system.

ii Composition of the business segment till March 30, 2022

Name of the Segment	Comprises of
Petroleum Products	Manufacturing and Trading of Petroleum Products and Specialty Oils
Non-coking Coal	Trading of Non-coking Coal*
Others	Consignment and Del-credere Agency and other trading items.

iii) Information about Primary Segment are as follows :- *The company has sold its coal business on Slump Sale basis on March 30, 2022 therefore it is not a reportable segment on March 31, 2023

iv) Segment Revenue, Segment Results, Segments Assets and Segment Liabilities includes the respective amounts identifiable to each of the Segments and also amounts allocated on a reasonable (estimated) basis, if any.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

B) Secondary Segment reporting (by Geographical demarcation): (₹ in Million)

(i) The Secondary Segment is based on geographical market i.e. Domestic Market and Overseas Markets.

(ii) Information about Secondary Segments are as follows

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Segment Revenue		
Domestic Market	18,641.28	21,125.87
Oversees Market	10,581.33	8,119.43
Total	**29,222.61**	**29,245.30**
Segment Assets		
Domestic Market	9,996.04	9,205.21
Oversees Market	1,711.84	1,711.18
Total	**11,707.88**	**10,916.38**

(iii) The Geographical Segments consists of
- Sales in domestic market represent sales to customers located in India.
- Sales in overseas market represent sales to customers located outside India.

(iv) The Company has common fixed assets for producing goods/providing services to domestic as well as overseas markets. Hence, separate figures for fixed assets/ addition to fixed assets have not been furnished.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

38 IND AS 116 - Leases

(₹ in Million)

Particulars	2022-23	2021-22
Right to use Assets		
Balance at the beginning of the reporting period/year	56.13	102.57
Recoginised at April 1, 2019 (transition)*	-	-
Additions during the period/year	166.03	-
Deletion during the period/year	-	-
Amortisation for the year	51.38	46.44
Carrying value at the end of the period/year	**170.78**	**56.13**
Maturity Analysis of lease liabilities		
Less than 1 year	25.13	36.46
1 to 5 years	75.42	28.33
More than 5 years	91.58	-
Total lease liabilities at the period/year end	**192.13**	**64.79**
Recognised into statement of Financial Position		
Non Current	167.00	28.33
Current	25.13	36.46
Amount recognised into Profit & Loss account		
Amortisation of Right to use assets	51.38	46.44
Interest expenses on Lease liabilities	27.70	10.68
Expenses relating to Short term leases & low value assets leases	3.16	4.21
Total	**82.24**	**61.33**
Principal payment on lease liabilities	38.69	51.53
Amount recognised into Cash flows		
Total cash outflows of lease payments (including short term leases & low value assets leases)	69.55	66.42

*Effective April 1, 2019, the company adopted IND AS 116 - Leases. Company applied IND AS 116 using modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at April 1, 2019.

Refer Note2(16) for accounting policies adopted by Company for its leases.

The Company has applied paragraph 6 of IND AS 116; for accounting of Short term leases having lease period of less than 12 months and leases for which the underlying assets if of low value.

Lease payments associated with these leases are accounted either on straight line basis over the lease term or another systemic basis which is more representative of the lease payment pattern.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 39 Income Tax Expense

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i)	Tax Expense recognised in the Statement of Profit and Loss		
	Current Income Tax	581.00	614.00
	Deferred Income Tax Liability / (Asset), net		
	Origination and reversal of temporary differences	(3.29)	2.09
	Deferred Tax Expense	(3.29)	2.09
	Tax Expense For the Year	577.71	616.09
ii)	Amounts recognised in Other Comprehensive Income		
	Items that will not be reclassified to Profit or Loss		
	Remeasurement of defined benefit plan	1.93	0.81
		1.93	0.81
iii)	Reconciliation of effective tax rate		
	Profit Before Tax	2,272.98	2,582.14
	Tax rate	0.25	0.25
	Tax using the Company's domestic tax rate	572.06	649.87
	Tax effect of:		
	Non-deductible tax expenses / disallowances under Income Tax Act (Net)	9.32	0.72
	Effect of Income taxed at specific rate	-	(37.06)
	Others	(0.38)	0.46
		581.00	613.99

iv) Movement in deferred tax balances

(₹ in Million)

Particulars	Net Balance as on 01.04.2022	Recognised in P&L	Recognised in OCI	Net Balance as on 31.03.2023
Property, Plant and Equipment, Investment Properties	26.45	1.78		28.23
Allowable on payment basis (Net)	3.54	-		3.54
Investment in unquoted equity instruments(Mutual Funds)	0.15	(0.01)		0.14
Provisions	(11.90)	(5.80)	0.49	(17.21)
Indexation benefit on Land	(16.39)	0.74		(15.66)
Net tax liabilities	1.84	(3.29)	0.49	(0.97)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 40 Financial Instruments : Accounting classifications and fair value measurements

(I) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

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

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

As at March 31, 2023

(₹ in Million)

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value		
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial Assets										
Investments In										
Subsidiaries	4	19.44	-	19.44	-	-	19.44	-	-	-
Government Certificates	4	0.04	-	0.04	-	-	0.04	-	-	-
Mutual Funds	4	1.60	-	1.60	1.60			-	1.60	-
Loans to Employees	5	1.91	1.45	3.36	-	-	3.36	-	-	-
Loans - Others		-	40.00	40.00	-	-	40.00	-	-	-
Trade receivables	9	-	4,629.90	4,629.90	-	-	4,629.90	-	-	-
Cash and cash equivalents	10	-	25.07	25.07	-	-	25.07	-	-	-
Bank Balances	11	-	383.31	383.31	-	-	383.31	-	-	-
Derivative Assets	6	-	0.00	0.00	0.00		-	-	0.00	-
Others Financial Assets	6	623.64	177.50	801.14	-	-	801.14	-	-	-
Total		**646.63**	**5,257.24**	**5,903.87**	**1.60**	**-**	**5,902.27**	**-**	**1.60**	**-**
Financial Liabilities										
Long term Borrowings	14	44.06	-	44.06	-	-	44.06	-	-	-
Lease liabilities	15	167.00	25.13	192.13	-	-	192.13	-	-	-
Short term Borrowings	18	-	116.25	116.25	-	-	116.25	-	-	-
Trade payables	19	-	3,787.19	3,787.19	-	-	3,787.19	-	-	-
Derivative Liabilities	20	-	10.37	10.37	10.37	-	-	-	10.37	-
Other Financial Liabilities	20	-	140.32	140.32	-	-	140.32	-		-
Total		**211.06**	**4,079.25**	**4,290.31**	**10.37**	**-**	**4,279.94**	**-**	**10.37**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

As at March 31, 2022

(₹ in Million)

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value		
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial Assets										
Investments In										
Subsidiaries	4	19.44	-	19.44	-	-	19.44	-	-	-
Government Certificates	4	0.04	-	0.04	-	-	0.04	-	-	-
Mutual Funds	4	1.65	-	1.65	1.65	-	-	-	1.65	-
Loans to Employees	5	0.98	1.75	2.73	-	-	2.73	-	-	-
Trade receivables	9	-	4,192.56	4,192.56	-	-	4,192.56	-	-	-
Cash and cash equivalents	10	-	380.24	380.24	-	-	380.24	-	-	-
Bank Balances	11	-	1,005.55	1,005.55	-	-	1,005.55	-	-	-
Derivative Assets	6	-	4.02	4.02	4.02	-	-	-	4.02	-
Others Financial Assets	6	204.04	97.58	301.62	-	-	301.62	-		-
Total		**226.15**	**5,681.71**	**5,907.86**	**5.68**	**-**	**5,902.18**	**-**	**5.68**	**-**
Financial Liabilities										
Long term Borrowings	14	52.28	-	52.28	-	-	52.28	-	-	-
Lease liabilities	15	28.33	36.46	64.79	-	-	64.79	-	-	-
Short term Borrowings	18	-	377.75	377.75	-	-	377.75	-	-	-
Trade payables	19	-	4,704.32	4,704.32	-	-	4,704.32	-	-	-
Other Financial Liabilities										
(ii) Other Financial Liabilities	20	-	178.44	178.44	-	-	178.44	-	-	-
Total		**80.61**	**5,296.96**	**5,377.57**	**-**	**-**	**5,377.57**	**-**	**-**	**-**

Note

Based on Ind AS - 109, financial Assets in the form of long term interest free deposits to related party and investment government bonds have been accounted at fair value on initial recognition and subsequently measured at amortized cost using the effective interest rate method.

The financial assets -investments in subsidiaries and associates are measured at cost in accordance with Ind AS 101, Ind AS 27 and Ind AS 28

The fair value for financial instruments such as trade receivables, cash and cash equivalents, trade payables etc. have not been disclosed because the carrying values approximate the fair value.

(iii) Description of significant observable inputs to valuation:

The following table shows the valuation techniques used to determine fair value :

TYPE	Valuation Technique
Investment in Mutual fund (Un Quoted)	Based on NAV
Investment on Government bonds	Based on discounted cash flow analysis
Security Deposits from a related party	Based on discounted cash flow analysis
Derivatives instruments	Based on FEDAI rate adjusted for interpolated spread based on residual maturity

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 41 Financial Risk Management:

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The Company has identified financial risks and categorised them in three parts viz. (i) Credit Risk, (ii) Liquidity Risk and (iii) Market Risk.

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors are responsible for developing and monitoring the Company's risk management. The Company's risk management framework, are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit Risk

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables, other receivables, loans and investments. For other financial assets (including investments securities , cash and cash equivalents and derivatives), the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables, loans and advances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount."

Trade Receivables

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
	Gross Carrying Amount	
Trade receivables	4,660.28	4,205.70
Less: Loss allowance based on expected credit loss model	(30.38)	(13.14)
	4,629.90	**4,192.56**

Management believe that the unimpaired amounts which are past due are fully collectible

The movement in the allowance for impairment in respect of trade receivables is as follows

Particulars	(₹ in Million)
Balance as at March 31, 2022	13.14
Impairment loss recognised during the year	17.24
Amounts written back due to recovery	-
Amounts written back due to non -recovery	-
Balance as at March 31, 2023	**30.38**

Bad-debts	**2022-23**	2021-22
Bad-debts recognised in statement of Profit and Loss a/c	-	44.61

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Investments

The Company invests its surplus funds mainly in liquid schemes of mutual funds which carry no / low mark to market risks for short duration and therefore, does not expose the Company to credit risk. Such investments are made after reviewing the credit worthiness and market standing of such funds and therefore, does not expose the Company to credit risk. Such investments are monitored on a regular basis.

Loans and other financial assets

Loans and other financial assets includes other receivables, loans given and earnest money deposits/security deposits to customers, security deposits for premised taken on lease. This loans and deposits were made in continuation of business related activities and are made after review as per companies policy.

Cash and cash equivalents

The cash and cash equivalents are held with banks with good credit ratings. Also, the Company invests its surplus funds in bank fixed deposits and liquid schemes of mutual funds, which carry no / low mark to market risks for short duration and therefore, does not expose the Company to credit risk.

Derivatives

The Forward/option contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.The Company maintains sufficient cash and cash equivalents, and internally generated cash flows to finance their activities, including maintaining the flexibility of funding through the use of credit facilities from banks. Management monitors this regularly to keep its liquidity risk to an appropriate level."

a) Financing arrangements

The Company has an adequate fund and non-fund based limits lines with various banks. The Company's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans like buyer's credit loan, Packing credit Loans etc.

b) Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows

(₹ in Million)

As at March 31,2023	Total	Less than One year	1 to 5 years	More than five year
Long term borrowings	44.06	-	44.06	-
Short term borrowings				
(including Current maturities of long term borrowings)	116.25	116.25	-	-
Current maturities of long term borrowings	-	-	-	-
Lease Liabilities	192.13	25.13	75.42	91.58
Trade and other payables	3,787.19	3,787.19	-	-
Other financial liabilities	140.32	140.32	-	-
Derivative financial liabilities	10.37	10.37	-	-
Total	**4,290.31**	**4,079.25**	**119.48**	**91.58**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

As at March 31,2022	Total	Less than One year	1 to 5 years	More than five year
Long term borrowings	52.28	-	52.28	-
Short term borrowings (including Current maturities of long term borrowings)	377.75	377.75	-	-
Current maturities of long term borrowings	-	-	-	-
Lease Liabilities	64.79	36.46	28.33	-
Trade and other payables	4,704.32	4,704.32	-	-
Other financial liabilities	178.44	178.44	-	-
Derivative financial liabilities	-	-	-	-
Total	**5,377.57**	**5,296.96**	**80.61**	**-**

(iii) **Market Risk**

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of (a) Currency risk , (b) Interest rate risk and (c) Commodity risk.

a) **Currency risk**

The Company is exposed to currency risk mainly on account of its import payables, short term borrowings and export receivables in foreign currency. The major exposures of the Company are in U.S. dollars. The Company hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through options and forward foreign currency covers. The Company has a policy in place for hedging its foreign currency borrowings along with interest. The Company does not use derivative financial instruments for trading or speculative purposes.

Category	Instrument	Currency	Cross Currency
Hedges of recognised assets & Liabilities	Forward/Option contracts	USD	INR

Exposure to currency risk - The currency profile of financial assets and financial liabilities is below :

Particulars	As at March 31, 2023				As at March 31, 2022			
Financial assets	**INR**	**USD**	**EUR**	**AED**	**INR**	**USD**	**EUR**	**AED**
Trade and other receivables	1,583.70	16.00	2.93	0.23	1,524.87	19.60	0.46	-
Cash and Cash Equivalents	2.84	0.03	0.00	-	67.12	0.68	0.18	-
Less: Forward Contracts	(82.46)	(1.00)	-	-	(311.20)	(4.00)	-	-
Net exposure for assets - A	**1,504.08**	**15.03**	**2.93**	**0.23**	**1,280.79**	**16.28**	**0.64**	**-**
Financial liabilities								
Trade and other payables	3,130.41	38.10	0.00	0.00	4,252.79	55.82	-	-
Short term borrowings	-	-	-	-	138.23	1.82	-	-
Other current financial liabilities	19.93	0.24	-	-	3.84	0.05	-	-
Less: Forward Contracts	(1,682.69)	(20.45)	-	-	(2,691.22)	(35.48)	-	-
Net exposure for liabilities - B	**1,467.64**	**17.89**	**0.00**	**0.00**	**1,703.64**	**22.21**	**-**	**-**
Net exposure (A-B)	**36.44**	**(2.86)**	**2.93**	**0.22**	**(422.85)**	**(5.92)**	**0.64**	**-**

The following exchange rates have been applied at the end of the respective years

	As at March 31,2023	As at March 31,2022
USD 1	82.16	75.95
EUR 1	89.32	84.26

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against the foreign currencies at March 31 would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	For the year ended March 31, 2023		For the year ended March 31, 2022	
	strengthening	weakening	strengthening	weakening
USD Movement (%)	1.00%	1.00%	1.00%	1.00%
EUR Movement (%)	1.00%	1.00%	1.00%	1.00%
Impact on Profit or (loss) (₹ In Million)	0.27	(0.27)	(3.96)	3.96

b) Interest rate risk

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

The Management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the Management in structuring the Company's borrowings to achieve a reasonable, competitive, cost of funding.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest bearing financial instruments as reported to the Management of the Company is as follows:

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
Borrowings		
Fixed rate borrowings	27.75	16.34
Variable rate borrowings	132.56	413.69
Total	**160.31**	**430.02**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 25 basis points in interest rate would have resulted in variation in the interest expense for the Company by the amounts indicated in the table below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. The indicative 25 basis point (0.25%) movement is directional and does not reflect management forecast on interest rate movement.

This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	For the year ended March 31, 2023		For the year ended March 31, 2022	
	25 bp increase	25 bp decrease	25 bp increase	25 bp decrease
Floating rate borrowing	0.25%	0.25%	0.25%	0.25%
Impact on Profit or (loss) (₹ In Million)	(0.33)	0.33	(1.03)	1.03

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(iii) Commodity Risk

Raw Material Risk

a. **Petroleum Products Segment -** Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Company. Volatility in prices of crude oil and base oil is another major risk for this segment. The Company procures base oils from various suppliers scattered in different parts of the world. The Company tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

(i) Debt Equity Ratio

The Company monitors capital using debt equity ratio. The Company's debt to equity ratios are as follows:

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
Debt		
Long term borrowings	44.06	52.28
Short term borrowings (Including Current maturities of long term borrowings)	116.25	377.75
Add: Current maturities of long term borrowings	-	-
Total Borrowing	**160.31**	**430.02**
Total Equity	7,037.40	5,340.69
Debts to Equity Ratio	0.02	0.08

(ii) Dividends

		Year Ended March 31, 2023	March 31, 2022
Dividends paid during the year			
- Interim Dividend	Rate per Share	-	5.50
	Amount in (Rs in Million)	-	440.00
- Final Dividend	Rate per Share	-	1.00
	Amount in (Rs in Million)	-	16.00

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

42 Master netting or Similar agreements

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at Balance Sheet dates:

(₹ in Million)

Particular	Effect of offsetting on balance Sheet			Related amounts not offset		
	Gross Amount	Gross Amounts set off in the Balance sheet	Net Amounts presented in the Balance sheet	Amounts Subject o master netting arrangements	Financial instruments collateral	Net Amounts
As at March 31, 2023						
Financial Assets						
Derivatives Instruments	0.00	-	0.00	(0.00)	-	-
Financial Liabilities						
Derivatives Instruments	10.37	-	10.37	(0.00)	-	10.37

(₹ in Million)

Particular	Effect of offsetting on balance Sheet			Related amounts not offset		
	Gross Amount	Gross Amounts set off in the Balance sheet	Net Amounts presented in the Balance sheet	Amounts Subject o master netting arrangements	Financial instruments collateral	Net Amounts
As at March 31, 2022						
Financial Assets						
Derivatives Instruments	4.02	-	4.02	-	-	4.02
Financial Liabilities						
Derivatives Instruments	-	-	-	-	-	-

Offsetting arrangements

Derivatives

The Company enters into derivative contracts for hedging foreign exchange exposures. Agreements with derivative counterparties are based on an ISDA Master Agreement. Under the terms of these arrangements, only where certain credit events occur (such as default), the net position owing | receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements terminated. As the company does not presently have a legally enforceable right of set-off, these amounts have not been offset in the Balance Sheet.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

43 Earnings Per Share

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit available for Equity Shareholders (₹)	1,695.27	1,966.05
Weighted average number of Shares used in computing Basic and diluted earnings per share.	8,00,00,000	8,00,00,000
Nominal Value of Per Equity Shares (₹)	2.00	2.00
Basic and diluted Earnings Per Share (₹)	21.19	24.58

44 Dividend on Equity Shares

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Proposed Final Dividend ₹Nil per shares (PY ₹1 per share)	0.50	-
Final Dividend ₹1 per shares paid of ₹10 each	-	16.00
Interim Dividend ₹5.5 per shares paid of ₹2 each	-	440.00
Weighted average number of Shares	8,00,00,000	8,00,00,000
Nominal Value of Per Equity Shares (₹)	2.00	2.00

Proposed Dividend is subject to Shareholders' approval in the ensuing Annual General Meeting and has not been recognised as a liability as at Balance Sheet date.

The Board of Directors at its meeting held on May 24, 2023 has recommended a final dividend 25% i.e. ₹ 0.50 paise per equity share of face value of ₹ 2 each amounting to ₹ 40.00 million.

45 Corporate Social Responsibility (CSR) :

(₹ in Million)

Sr. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
(i)	Amount required to be spent by the Company during the year	19.55	6.26
(ii)	Amount of expenditure incurred	14.03	6.40
(iii)	Shortfall at the end of the year*	5.52	-
(iv)	Total of previous years shortfall	-	-
(v)	Reason for shortfall	Pertains to ongoing projects	NA
(vi)	Nature of CSR activities	Eradicating hunger, poverty and malnutrition, providing food and meal for senior citizen, promoting health care & providing medical relief, promoting education including special education and employment enhancing vocational skills, relief and rehabilitation for combating with COVID-19 pandemic related activities.	
(vii)	Contribution to a trust controlled by the group(1)	5.00	5.50

(1) The Kamlaben Babulal Charitable Trust formed in the year 2002 by the promoter of Gandhar Oil Refinery (India) Ltd is a related party. For the year ending March 31, 2023, the Company has made contributions to Kamlaben Babulal Charitable Trust to fulfil its corporate social responsibilities. The trust was established to grant aids and make donations to schools, colleges etc.

* The unspent amount has been transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

46 IND AS 115 - Revenue from Contracts with Customers

(i) Disaggregated revenue

The chief operational decision maker monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on Profit or Loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of nature of products / services.

The company uses the same operating segment information for reporting purposes in all its communication to various stakeholders i.e. annual report, investor presentations

For disclosures containing the disaggregated revenue - Refer note no 37 - Segment Reporting

(₹ in Million)

(ii) Contract balances	2022-23	2021-22
Contract assets		
Unbilled revenue		
As at April 1, 2022	-	-
Add: Addition during the year	-	-
	-	-
Less: Transferred to receivable	-	-
As at March 31, 2023	**-**	**-**
Contract liability		
Advances from customers		
As at April 1, 2022	65.92	62.44
Add: Addition during the year	215.22	63.45
	281.14	125.89
Less: Revenue recognised during the year	(51.13)	(59.97)
As at March 31, 2023	**230.01**	**65.92**

Refer note no 9 - for Trade receivables balances

(iii) Remaining performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period are having performance obligations, which are a part of the contracts that has an original expected duration of one year or less. Hence, the company has applied practical expedient as per Para 121 of the Ind As 115 in regards to remaining performance obligations.

47 Sale of Overseas Subsidiary Company - Gandhar Oil & Energy DMCC to Gandhar Coals and Mines Private Limited

During the previous year, the parent Company has sold its wholly owned overseas subsidiary Gandhar Oil & Energy (DMCC) to Gandhar Coals & Mines Private Limited vide Sale Purchase agreement dated March 30, 2022 by way of transfer of 2000 ordinary shares of AED 1000 each at a consideration of ₹ 55.61 million. For this purpose, the valuation of the shares of DMCC has been computed on a fair market value (FMV) basis on February 22, 2022 reported as under:

No.	Particulars	Amount
1	Value per share	$371.33
2	No of shares held by GORIL	2000
3	Total Valuation	$7,42,660
4	Conversion Rate	1$ =₹ 74.8804
5	Total INR Value	5,56,10,678
	₹ in million	55.61

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

48 Dividend Income

During the year ended March 31, 2023, the company has received dividend from a foreign subsidiary - Texol Lubritech FZC amounting to INR 16.63 million. Dividend received @AED 1500 per share on 501 shares of AED1 each.The Dividend Declared by Texol Lubritech FZC on November 2, 2022 AED 1.50 Million on 1000 Shares of AED 1 each 1000 each @AED 1500 per share and received by the company on 501 shares INR 16.63 million on November 17, 2022.

During the previous year ended March 31, 2022, the company has received dividend from a wholly owned foreign subsidiary - Gandhar Oil and Energy DMCC amounting to INR 447.36 million. Dividend received @usd 3000 per share on 2000 shares of AED1 each.The Dividend Declared by Gandhar Oil and Energy DMCC on September 15, 2021 USD 3.20 Million on 2000 Shares of AED 1 each 1000 each @USD 1600 per share and received by the company INR 237.17 million on November 8, 2021.The Dividend Declared by Gandhar Oil and Energy DMCC on October 4, 2021 USD 2.80 Million on 2000 Shares of AED 1 each 1000 each @ USD 1400 per share and received by the company INR 210.20 million on November 29, 2021.

49 Disclosure regarding loans given, investments made and guarantee given pursuant to section 186(4) of the Companies Act, 2013:-

a) Loan Given - Refer note no.5
b) Investments made - Refer note no.4
c) Guarantee given - Refer note no.32 (b) & 35 (C)

50 Texol Lubritech FZC - Subsidiary from Joint venture

During the previous year on March 30,,2022, the Company acquired one share of Texol Lubritech FZC, Sharjah, UAE, a joint Venture Company from ESPE Petrochemicals FZC, its joint venture partner. The effect of acquisition of one share from ESPE Petrochemicals FZC has resulted into Texol Lubritech FZC now being a partly owned subsidiary of the Company whereby the shareholding of the Company will increase from 50% to 50.10% at an additional consideration of ₹ 0.72 million.

51 Exceptional Items - Sale of Coal Business on Slump sale basis

During the previous year and/or effective from March 31, 2022, the Company has divested its 100% stake in its Coal business segment, to sell its coal business as a Going Concern on slump sale basis by entering into Business Transfer Agreement dated March 30, 2022 with Gandhar Coals & Mines Private Limited for a consideration of ₹ 40.36 million and recognized a gain of ₹ 5.10 million which has been disclosed as an exceptional item.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

52 RATIO AND ITS COMPONENTS

	Ratios	Unit	Basis	2022-23 Ratio	2021-22 Ratio	Variance (in %)
a)	Current ratio	Times	Current Assets/Current Liabilities	2.04	1.69	21.00%
b)	Debt- Equity Ratio	Times	Total Debt*/Total Shareholder Equity	0.02	0.08	-71.71%
c)	Debt Service Coverage Ratio**	Times	EBITDA/(Finance Cost +Principal)	5.42	6.23	-12.92%
d)	Return on Equity Ratio	Percentage	Profit After Tax / Average of last two years net worth	27.39%	42.88%	-15.49%
e)	Inventory Turnover Ratio***	Times	Cost of Goods Sold/Average Inventory	9.37	11.07	-15.32%
f)	Trade Receivable Turnover Ratio	Times	Credit Sales of Products and Services/ Average Trade Receivables	6.61	6.52	1.37%
g)	Trade Payable Turnover Ratio	Times	Credit Purchases/Average Trade Payables	5.88	5.13	14.51%
h)	Net Capital Turnover Ratio	Times	Revenue from operations/ Working capital (Current asset - current liabilities)	6.34	7.80	-18.68%
i)	Net Profit Ratio	Percentage	Net Profit After Tax/Total Income	5.75%	6.58%	-0.82%
j)	Return on Capital Employed	Percentage	Earnings before Interest and Tax/Capital Employed	37.91%	45.40%	-7.50%
k)	Return on Investment	Percentage	Net Profit After Tax/Cost of Investment	27.40%	42.88%	-15.48%

* Total Debt = Non-Current Borrowings + Current Borrowings
** EBITDA = Net Profit Before Tax + Depreciation and Amortisation + Finance cost - Other Income; Finance cost + Principal Repayment of Term Loan
*** Cost of Goods Sold = Cost of Materials Consumed + Purchases of Stock-in-Trade + Changes in Inventories; Average Inventory = (Opening Inventory + Closing Inventory)/2
Credit Sales of Products and Services = Sale of Products and Services - (% of Advances to Trade Receivables*Sale of Products and Services); Average Trade Receivables = (Opening Trade Receivables +Closing Trade Receivables)/2

Credit Purchases = Purchase of Raw Materials on credit included in Cost of Materials Consumed + Purchase of Stock-in-Trade + Other Purchases; Average Trade Payables = (Opening Trade Payables +Closing Trade Payables)/2

Net Worth = Total Equity

EBIT = Net Profit before Tax + Finance Cost - Other Income; Capital Employed = Average of (Total Equity + Total Non-Current Liabilities)

Note on reason for change of more than 25% in Ratios :

b) Debt- Equity Ratio — There is more than 25% decrease from March, 2022 to March, 2023 mainly due to company availed less working capital facilities

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

53 Share issue expense

During the year ended March 31, 2023 the Company has filed Draft Red Herring Prospectus with SEBI in connection with the proposed issue of Equity Shares of the Company by way of fresh issue and/ or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Company aggregating to ₹ 55.14 Mn in connection with filing of Draft Red Herring Prospectus have been shown under Other current assets. The same will be partly adjusted towards the securities premium account and partly recoverable from the existing shareholders (to the extent of shares offered for sale by existing shareholders, the expenses incurred by the Company for the proposed issue are recoverable from them) as per the provisions of the Companies Act, 2013. However, the actual number/proportion of shares to be offered for sale being not known to the Company as at March 31, 2023 the same has not been bifurcated and is included in Other current assets.

54 Texol Oils FZC - Associate Company

The Company has incorporated an associate company i.e. Texol Oils FZC on 10th January, 2023 for dealing in Grease & Lubricants Manufacturing, Grease and Lubricants Blending, Beauty and Personal Care Requisities Manufacturing, Refining and Blending of Petroleum Products, Petrochemicals & Lubricants Import/Export/Storage/Trading of Petroleum Products, Petrochemicals &, Lubricants and Import/Export/Storage/Trading of Petroleum Products, Petrochemicals, Lubricants & Grease, Trading Refined Oil Producrs and as more particularly described in, and subject to, the License issued by the Hamriyah Free Zone Authority.The said associate is yet to commence the business.

55 Other Statutory Disclosures

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company have not traded or invested in Crypto currency or Virtual Currency during reporting periods.

(iii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(iv) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) 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,

(vi) The Company does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.

(vii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(viii) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

(ix) Section 8 of the Companies Act, 2013 companies are required to disclose grants or donations received during the year. Since, the Company is not covered under Section 8 of the Companies Act, 2013, the said disclosure is not applicable.

(x) There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods

(xi) During the reporting periods, the Company does not have any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment granted to promoters, directors, KMPs and related parties as per the definition of Companies Act, 2013.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

(xii) The Company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(xiii) There are no charge or satisfaction yet to be registered with ROC beyond the statutory period by the company.

56 Events after reporting period

No significant adjusting event occurred between the balance sheet date and date of the approval of these financial statements by the Board of Directors of the company requiring adjustment or disclosure.

57 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

58 All amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirements of Schedule III, unless otherwise stated.

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

CONSOLIDATED FINANCIAL STATEMENTS

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT

To the Members of Gandhar Oil Refinery (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Gandhar Oil Refinery (India) Limited ("the Company"), and its subsidiaries except the subsidiaries mentioned in other matter paragraph (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

Basis for Opinion

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

Other Matter

We did not audit the financial statement of subsidiary, Texol Lubritech FZC whose consolidated financial statement reflects total assets ₹ 4,564.78 Million as at March 31, 2023 and Consolidated Revenue of ₹ 11,832.57 Million and consolidated net cash flow amounting ₹ 276.73 Million for the year ended on that date as included in the consolidated Ind AS financial statements.

The above consolidated financial statement is audited by other auditors whose report have been furnished to us by the management and our opinion on the consolidated Ind AS financial statement, in so far as it relates to the amount and disclosures included in respect of the aforesaid subsidiary, our report in terms of sub-section (3) and sub-section (11) of section 143(3) of the act in so far as it relates to the aforesaid subsidiary company is based solely on such report and financial statement of the other auditor.

Our opinion on the consolidated Ind AS financial statement, and our report on other legal and regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Further the above subsidiary located outside India whose financial statement and other financial information have been prepared accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditor under generally accepted auditing standards applicable in their respective countries. The holding company's management has converted the financial statement of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustment made by the holding company's management. Our opinion, in so far as it relates to the financial information of subsidiary located outside India, is based on the reports of other auditors and the conversion adjustment prepared by the management of holding Company and audited by us.

Other Information

The Holding Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we perform, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance.

Management and Board of Directors Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total 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. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumptions. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of 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 financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibility in this regards are further described in section titled “Other Matters” in this audit report.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditor, as noted in the “Other Matters” paragraph, we report, to the extent applicable that:

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

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India.

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 holding Company and subsidiary company incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditor's) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the "Other Matter" paragraph:

a) The consolidated financial statements disclose impact of pending litigations as on March 31, 2023 on the consolidated financial position of the Group. Refer Note - 34 to the consolidated financial statements.

b) 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.

c) There has been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

d) (i) The holding company's management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested by the Holding Company or its subsidiary companies incorporated in India to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;

(ii) The holding company's management has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities including foreign entities ("Funding Parties") with the understanding that the Holding Company or its subsidiary companies incorporated in India, shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (d) (i) and (ii) contain any material mis-statement.

e) The dividend declared or paid during the year by the holding company is in compliance with section 123 of the Act. The subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.

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

For Kailash Chand Jain & Co.
Chartered Accountants
Firm registration No. 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Date: May 24, 2023
Place: Mumbai
UDIN: 23134607BHABLG2351

"Annexure A" to the Independent Auditor's Report on the Consolidated Financial Statements of Gandhar Oil Refinery (India) Limited for the year ended March 31, 2023.
(Referred to in our report of even date)

According to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

Sr. No.	Name of the entity	CIN	Holding Company/Subsidiary/ Joint Venture/Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Gandhar Oil Refinery (India) Limited	U23200MH1992PLC068905	Holding Company	Clause ii(b)*

*This clause pertains to difference between the statements or return submitted by the company to bank of financial institutions as compared to books of accounts.

For Kailash Chand Jain & Co.
Chartered Accountants
Firm registration No. 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Date: May 24, 2023
Place: Mumbai
UDIN: 23134607BHABLG2351

"Annexure B" to the independent auditor's report on the Consolidated Financial Statement of Gandhar Oil Refinery (India) Limited

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Gandhar Oil Refinery (India) Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of GANDHAR OIL REFINERY (INDIA) LIMITED (hereinafter referred to as "Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are 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 ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

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 companies, which are companies incorporated in India, 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, 2023, 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.

Other Matter

Our aforesaid report under section 143(3)(I) of the act on adequacy and operating effectiveness of the internal control over financial reporting in so far as it relates to subsidiary company Incorporated outside India, based on the reports of the respective auditor.
Our opinion is not modified in respect of the above matter.

For Kailash Chand Jain & Co.
Chartered Accountants
Firm registration No. 112318W

Dipesh Mehta
Partner
Membership No.: 134607
Place: Mumbai
Date: May 24, 2023
UDIN: 23134607BHABLG2351

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

(₹ in Million)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1. Non - current assets			
a. Property, Plant and Equipment	3a	1,928.74	1,767.19
b. Capital Work-in-progress	3b	726.69	440.11
c. Investment Properties	3c	8.36	8.42
d. Right-of-use assets	3d	425.10	290.32
e. Intangible assets	3e	11.28	11.77
f. Goodwill on consolidation		3.30	3.30
g Investments accounted for using the equity method	4	-	-
h. Financial Assets			
(i) Investments	5	1.64	1.69
(ii) Loans	6	1.91	0.98
(iii) Other Financial Assets	7	623.64	204.04
i. Deferred tax Assets (Net)	19	0.96	-
j. Other Non-current Assets	8	34.67	22.47
Total non-current assets		**3,766.29**	**2,750.29**
2. Current assets			
a. Inventories	9	4,508.66	3,256.30
b. Financial Assets			
(i) Trade receivables	10	5,618.04	4,409.19
(ii) Cash and cash equivalents	11	468.46	596.79
(iii) Bank Balances other than (ii) above	12	613.95	1,231.10
(iv) Loans	6	87.47	1.79
(v) Others Financial Assets	7	188.48	110.87
c. Current Tax Assets (Net)	13	2.36	7.15
d. Other current assets	8	1,063.99	998.75
Total current assets		**12,551.41**	**10,611.94**
TOTAL ASSETS		**16,317.70**	**13,362.23**
EQUITY AND LIABILITIES			
EQUITY			
a. Equity Share Capital	14	160.00	160.00
b. Other Equity	15	7,274.05	5,424.77
Equity attributable to owners of the Company		7,434.05	5,584.77
Non-controlling interest		349.08	195.81
Total equity		7,783.13	5,780.58
LIABILITIES			
1. Non-Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	16	222.98	338.96
(ii) Lease Liabilities	17	463.26	278.85
b. Provisions	18	34.81	23.77
c. Deferred tax Liabilities (Net)	19	-	1.85
Total non-current liabilities		**721.05**	**643.43**
2. Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	20	1,472.27	1,242.64
(ii) Lease Liabilities	17	41.33	47.28
(iii) Trade payables	21		
- Total outstanding dues of Micro and Small Enterprises		30.22	25.92
- Total outstanding dues of creditors other than Micro and Small Enterprises		5,642.32	5,148.38
(iv) Other Financial Liabilities	22	175.08	222.04
b. Other current liabilities	23	420.85	187.37
c. Provisions	18	12.28	10.73
d. Current Tax Liabilities	24	19.17	53.86
Total current liabilities		**7,813.52**	**6,938.22**
Total liabilities		**8,534.57**	**7,581.65**
TOTAL EQUITY AND LIABILITIES		**16,317.70**	**13,362.23**
Corporate Information & Significant Accounting Policies	1&2		

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

(₹ in Million)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	25	40,805.74	35,462.98
Other Income	26	224.51	325.05
Total Income		**41,030.25**	**35,788.03**
EXPENSES			
Cost of Materials Consumed	27	33,259.87	23,822.64
Purchases of Stock-in-Trade	28	2,146.36	6,763.64
Changes in Inventories of Finished Goods, Work -in Progress and Stock-in-Trade	29	156.23	(24.72)
Employee benefits expense	30	523.85	366.09
Finance Costs	31	515.09	317.28
Depreciation and amortization expense	32	167.87	153.82
Other expenses	33	1,542.41	2,135.53
Total Expenses		**38,311.68**	**33,534.28**
Profit before exceptional items and tax		2,718.57	2,253.75
Exceptional items	54	-	(5.10)
Profit Before Tax		**2,718.57**	**2,258.85**
Tax Expense :			
- Current Tax		581.07	614.40
- Short / (Excess) provision for taxation for earlier years		1.51	1.17
- Deferred Tax		(3.30)	2.10
Total Tax Expense		**579.28**	**617.67**
Profit for the Year		**2,139.29**	**1,641.18**
Other Comprenehsive Income			
Items that will not be reclassified to Profit or Loss			
Remeasurement of defined benefit plan		1.93	0.81
Income Tax on Items that will not be reclassified to Profit or Loss		(0.49)	(0.20)
Items that will be reclassified to Profit or Loss			
Exchange differences in translating financial statement of foreign operations		(121.63)	(34.25)
Other Comprehensive Income, net of tax		(120.19)	(33.64)
Total Comprehensive Income for the year		**2,019.10**	**1,607.54**
Profit(Loss) is attributable to			
Owners of the Company		1,908.77	1,489.02
Non-controlling interests		230.52	152.16
		2,139.29	**1,641.18**
Other comprehensive income is attributable to:			
Owners of the Company		(59.49)	(9.92)
Non-controlling interests		(60.70)	(23.72)
		(120.19)	**(33.64)**
Total comprehensive income is attributable to:			
Owners of the Company		1,849.27	1,479.10
Non-controlling interests		169.83	128.44
		2,019.10	**1,607.54**
Earnings per Equity Share of face value of ₹ 10 each	45		
- Basic & Diluted (in ₹)		23.86	18.61

Corporate Information & Significant Accounting Policies 1&2

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

(₹ in Million)

	Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
A	**Cash flow from Operating activities**				
	Profit before exceptional items and tax		**2,718.57**		**2,253.75**
	Adjustment for :				
	Share of (profit)/loss of a joint venture	-		-	
	Exchange Rate difference on Foreign Currency translation	(121.63)		(34.25)	
	Finance Costs	515.09		317.28	
	Depreciation and amortization expense	167.87		153.82	
	Net (Gain) / loss on sale of Property, Plant and Equipment	0.69		0.88	
	Net (gain) / loss on sale of investments	-		(0.00)	
	Bad debts written off	-		72.23	
	Advances written off	0.40		10.53	
	Provision for Doubtful Debts (net of write back)	28.21		47.82	
	Provision for Doubtful debts written back	-		(45.87)	
	Acturial (gain) / loss of defined benefit plans	1.93		0.81	
	Net unrealised foreign exchange (gain)/loss	(61.26)		14.82	
	Fair value (gain)/loss on investments	0.05		(0.37)	
	Interest received	(91.11)		(74.47)	
			440.24		**463.23**
	Operating Profit before working capital changes		**3,158.81**		**2,716.98**
	Adjustment for :				
	Financial Assets	(1,314.66)		692.01	
	Non - Financial Assets	(77.83)		300.67	
	Inventories	(1,252.36)		(1,270.21)	
	Financial Liabilities	578.48		(69.59)	
	Non-Financial Liabilities	399.31		191.29	
			(1,667.06)		**(155.83)**
			1,491.75		**2,561.15**
	Less: Exceptional Items		-		5.10
	Cash generated from operations		1,491.75		2,566.25
	Income Tax (paid) / refund		(612.48)		(564.14)
	Net Cash generated From/ (used in) Operating Activities (A)		**879.27**		**2,002.11**
B	**Cash flows from Investing activities**				
	Sale/(Addition)of/to property, plant and equipment and investment properties		(556.56)		(1,156.29)
	Sale/(Addition)of/to Investments		(169.81)		(111.72)
	Interest received		91.11		74.47
	Loans (granted)/Returned		(86.61)		(0.30)
	Net Cash generated from/(used in) Investing Activities (B)		**(721.87)**		**(1,193.84)**
C	**Cash flows from Financing activities**				
	Finance Costs		(515.09)		(317.28)
	Proceeds / repayment from/(of) long-term borrowings		(10.63)		266.83
	Proceeds / repayment from/(of) Short-term borrowings		124.29		527.33
	Increase/(Decrease) in Other Financial Assets and Other Bank Balances.		197.55		(275.95)
	Dividend paid (including dividend tax)		-		(456.00)
	Principal payment of lease liabilities		(36.50)		(62.16)
	Finance Costs paid towards lease liabilities		(45.35)		(25.37)
	Net cash generated from/(used in) financing activities (C)		**(285.73)**		**(342.60)**
	Net increase /(decrease) in cash and cash equivalents (A + B + C)		**(128.33)**		**465.67**
	Cash and cash equivalents at the beginning of the year		596.79		131.12
	Cash and cash equivalents at the end of the year		**468.46**		**596.79**

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

(₹ in Million)

Particulars	As at March 31, 2023	As at March 31, 2022
Notes:		
(1) Components of Cash and Cash equivalents		
Cash on hand	15.68	7.77
Balances with banks		
- In current accounts	434.35	456.24
- In Cash Credit Account	15.59	65.66
- In Export Earners Foreign Currency Account	2.84	67.12
	468.46	**596.79**

(2) Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard: (Ind AS 7) - "Statement of Cash Flow".

(3) Cash and Cash equivalents Excludes Fixed Deposits with Banks which have been pledged.

(4) Change in Liability arising from financing activities

(₹ in Million)

	As at March 31, 2022	Cash flow	Foreign exchange movement	As at March 31, 2023
Borrowing - Non Current (Refer Note 16)	338.96	(115.98)	-	222.98
Borrowing - Current (Refer Note 20)	1,110.20	124.29	(0.00)	1,234.49
Current Maturities of Long-Term Borrowings	132.44	105.35	-	237.78
Total	**1,581.60**	**113.66**	**(0.00)**	**1,695.25**

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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

A

Equity Share Capital :	As at March 31, 2023		As at March 31, 2022	
	Nos.	(₹ in Million)	Nos.	(₹ in Million)
Balance at the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Changes in equity share capital during the year	8,00,00,000	160.00	1,60,00,000	160.00
Subdivision of 1 equity shares of ₹10 each into 5 equity shares of ₹2 each*	-	-	8,00,00,000	160.00
Balance at the end of the year	8,00,00,000	160.00	8,00,00,000	160.00

*During the previous year 2021-22 the Company has subdivided 1 equity share having face value of ₹ 10 each in to 5 equity shares having face value of ₹ 2 each vide Board resolution dated November 11th 2021.

(₹ in Million)

B

Other Equity:	Reserves and Surplus			Items of Other Comprehensive Income		Total
	Securities Premium	General Reserve	Retained Earnings	Foreign Currency Transiation Reserve	Remeasurements of the net defined benefit Plans	
Balance at April 1, 2021	460.00	1,118.50	2,847.03	40.75	0.29	4,466.58
Profit for the year			1,489.02			1,489.02
Other Comprehensive Income				(10.53)	0.61	(9.92)
Transfer to statement of Profit & Loss on Closure/becoming of Subsidiary			5.68			5.68
FCTR -Transfer to statement of Profit & Loss on Closure of a Subsidiary				(70.57)		(70.57)
Final Dividend on Equity Shares			(16.00)			(16.00)
Interim Dividend on Equity Shares			(440.00)			(440.00)
Balance at March 31, 2022	**460.00**	**1,118.50**	**3,885.72**	**(40.35)**	**0.90**	**5,424.77**
Profit for the year			1,908.77			1,908.77
Other Comprehensive Income				(60.94)	1.45	(59.48)
Balance at March 31, 2023	**460.00**	**1,118.50**	**5,794.49**	**(101.29)**	**2.35**	**7,274.05**

Note

The nature and purpose of each of the Reserves have been explained under Note 15 Other Equity

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

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Aslesh Parekh
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Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 1 : General Information :

(i) (a) Reference in these notes to the Parent Company means Gandhar Oil Refinery (India) Limited, reference to Subsidiary Companies means three subsidiaries of Gandhar Oil Refinery (India) Limited, i.e. Domestic subsidiary company namely Gandhar Shipping & Logistics Private Limited and two foreign subsidiary companies namely Gandhar oil and Energy- DMCC* and Texol Lubritech FZC**, reference to Joint ventures means - Texol Lubritech FZC and reference to Group means the Parent Company, the Subsidiary Companies and Joint ventures.

(b) **Corporate Information**

The Parent company was incorporated on October 7,1992 under Companies Act, 1956 as a private limited company . It was subsequently converted into a public limited company on August 22,2005. It is domiciled in India having registered office at 18th floor, DLH park, Goregaon (West), Mumbai -400062, Maharashtra, India.

It is principally engaged in three segments namely, manufacturing and trading of petroleum products / specialty oils, trading of non-coking coal and providing consignment / del-credere agency services for sale of polymers to local markets. It has its manufacturing facilities located at MIDC Taloja, Maharashtra and Silvassa (U.T.) along with branch offices and various depots across the country.

The Domestic subsidiary Company Gandhar Shipping and Logistics Private Limited is a private limited company and is engaged in providing logistics services. It has become wholly owned subsidiary of the parent company w.e.f. April 01, 2014

The Foreign Subsidiary Company Gandhar Oil & Energy DMCC is incorporated at Dubai on December 11, 2014 with the object of trading in Refined oil products, Crude oil, Industrial & liquefied Natural gas, Petrochemicals, Coal and firewood.

During the previous year, the parent Company has sold its wholly owned overseas subsidiary Gandhar Oil & Energy (DMCC) to Gandhar Coals & Mines Private Limited vide Sale Purchase agreement dated March 30, 2022 by way of transfer of 2000 ordinary shares of AED 1000 each at a consideration of ₹ 55.61 million.

The Foreign Company -Texol Lubritech FZC, a company incorporated in Sharjah, UAE as a joint venture between holding company - Gandhar Oil Refinery (India) Limited and ESPE Petrochemicals FZE Pursuant to the joint venture agreement dated June 22, 2017.

**During the previous year on March 30, 2022, the Parent company acquired one share of Texol Lubritech FZC, Sharjah, UAE, a joint Venture Company from ESPE Petrochemicals FZE, its joint venture partner. The effect of acquisition of one share from ESPE Petrochemicals FZE has resulted into Texol Lubritech FZC now being a partly owned subsidiary of the Parent company whereby the shareholding of the Company will increase from 50% to 50.10%.Texol Lubritech FZC is engaged in manufacturing and Trading of speciality oils and lubricants including liquid paraffin, industrial oil and greases, transformer oils, petroleum jelly, automotive lubricants, rubber processing oils and other petrochemical products.

Authorisation of financial statements

The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors passed on May 24, 2023.

(ii) Basis of Preparation

This note provide a list of the significant accounting policies adopted in the preparation and presentation of these consolidated financial statements.

Compliance with Ind AS:

The consolidated financial statements have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013, read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment Rules issued thereafter.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Classification of assets and liabilities:

All assets and liabilities have been classified as current or non-current based on the Group's normal operating cycle and other criteria set out in Division II to Schedule III to the Companies Act, 2013.Deferred tax assets and liabilities are classified as non-current on net basis.

For the above purposes, the Group has determined the operating cycle as twelve months based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Basis of Measurement

The financial statements have been prepared on accrual and going concern basis under the historical cost convention except:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(a) certain financial instruments (including derivative instruments) and

(b) defined benefit plans

which are measured at fair value at the end of each reporting period, as explained in the accounting policies below

Functional and presentation currency

The financial statements are presented in Indian rupees, which is the Parents functional currency. All amounts have been rounded to the nearest millions as per requirement of Schedule III, unless otherwise stated.

Critical estimates and judgements

Preparations of the financial statements require use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates or judgements are:

i) Estimation of useful life of tangible assets : Note 2(1)

ii) Estimation of defined benefit obligations: Note 36

iii) Fair value measurements: Note 42 (ii)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have financial impact on the group and that are believed to be reasonable under the circumstances.

Measurement of fair Values

The Group measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing 'services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

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

a) in the principal market for the asset or liability or

b) in the absence of a principal market, in the most advantageous market for the asset or liability.

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.

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

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

Basis of Consolidation

Subsidiaries

Subsidiaries are all entities (including special purpose entities) that are controlled by the Company. Control exists when the Group is exposed to, or has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-grouptransactions and the unrealised profits/ losses, unless cost/revenue cannot be recovered.

In case of Foreign Subsidiaries, Translation of financial statements into Indian Rupees is carried as follows:-

Ø Current assets have been translated in accounts at exchange rate ruling at the year end.

Ø All liabilities have been translated in accounts at exchange rate ruling at the year end.

Ø Income and expenses have been translated in accounts at average rate for the period.

Ø The resultant exchange differences arising on translation are recognised in Other Comprehensive Income.

Goodwill / Capital Reserve on consolidation

The excess of cost to the Parent Company of its investment in subsidiaries over its portion of equity in the subsidiaries at the respective dates on which investment in subsidiaries was made is recognised in the financial statements as goodwill and vice versa is recognised in financial statements as capital reserve. The Parent Company's portion of equity in the subsidiaries is determined on the basis of the value of assets and liabilities as per the financial statements of the subsidiaries as on the date of investment.

Jointly controlled entities (equity accounted investees)

Joint arrangements are those arrangements over which the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Investments in jointly controlled entities are accounted for using the equity method (equity accounted investees) and are initially recognised at cost. The carrying value of the Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The Group does not consolidate entities where the non-controlling interest ("NCI") holders have certain significant participating rights that provide for effective involvement in significant decisions in the ordinary course of business of such entities. Investments in such entities are accounted by the equity method of accounting. When the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee. If the extent that the Group has an obligation or has made payments on behalf of the investee. If the joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Enterprises Consolidated as Subsidiary in accordance with Ind AS 110 - Consolidated Financial Statements.

Name of Subsidiary	Date of Incorporation	Proportion of Ownership Interest	Nature of Business
Gandhar Shipping and Logistics Private Limited	May 13, 2010	100%	Logistics Services
Gandhar Oil and Energy - DMCC*	Dec 11, 2014	100%	Trading in Refined oil products, Crude oil, Industrial & liquefied Natural gas, Petrochemicals, Coal and firewood
Texol Lubritech FZC**	22-Jun-17	50.10%	Manufacture speciality oils and lubricants

*ceased to be subsidiary w.e.f.March 30, 2022.

**Became subsidiary from Joint Venture w.e.f.March 30,2022

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

Significant Accounting Policies

The significant accounting policies used in preparation of the consolidated financial statements have been included in the relevant notes to the consolidated financial statements.

Note 2 : Significant Accounting Policies

1 Property , Plant and Equipment

(i) Recognition and Measurement :

Property, Plant and Equipment (PPE) are measured at Original cost and are net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under Other Non-Current Assets and Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Capital expenditure on tangible assets for Research and Development is classified under Property, Plant and Equipment and is depreciated on the same basis as other Property, Plant and Equipment.

Property, Plant and Equipment are eliminated from financial statement on disposal and any gains or losses arising from disposal are recognised in the statement of Profit and Loss in the year of occurrence.

Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the related risks and rewards to the group.

The cost of the property, plant and equipment's at April 01, 2016, the Group's date of transition to Ind AS, was determined with reference to its carrying value at that date.

(ii) Subsequent expenditure :

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

When Significant parts of Property, Plant and Equipment's are required to be replaced, the group derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly.

(iii) Depreciation :

Depreciation on property, plant and equipment other than Improvements to Leasehold/Licensed Premises have been provided on straight-line method and computed with reference to the useful life of respective assets specified and in the manner prescribed in Schedule II of the Companies Act, 2013.

In case of additions/deductions to/from the fixed assets made during the year, depreciation has been provided on pro-rata basis.

Leasehold land is amortized over primary lease period.

Improvements to Leasehold/Licensed Premises are depreciated on a straight-line method over the Primary Lease Period or over a period

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

of 5 years whichever is less starting from the date when the Leasehold/Licensed Premises are put to use.

Useful life considered for calculation of depreciation (Specified in Schedule II) for various assets class are as follows:

Asset Class	Useful life
Factory Building	30 years
Non-Factory Building	60 years
Plant & Equipments	15 years
Furniture & Fixtures	10 years
Vehicles	8 years
Air Conditioners	10 years
Laboratory equipments	10 years
Office Equipments	5 years
Computers	3 years
Electrical Fittings	10 years
Improvement in Leased Asset	5 years

The residual value is not more than 5% of the original cost of the asset. Depreciation on additions / deletions is calculated pro-rata from month of such additions / deletion as case the may be. Gains and losses on disposals are determined by comparing proceeds with caring amount. These are included in Statement of profit and loss.

2 **Investment Property**

(i) **Recognition and Measurement :**

Investment Property comprise of Freehold Land and Buildings.

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

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of derecognition.

The cost of the Investment properties at April 01, 2016, the Group's date of transition to Ind AS, was determined with reference to its carrying value at that date.

(ii) **Depreciation**

Depreciation on Investment Property is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

Useful life considered for calculation of depreciation (Specified in Schedule II) for various assets class are as follows:

Asset Class	Useful life
Non-Factory Building	30 years

3 **Intangible Assets**

(i) **Recognition and measurement**

Intangible assets are recognised when it is probable that future economic benefits that are attributable to concerned assets will flow to the Group and the cost of the assets can be measured reliably. Gain or loss arising from derecognition of an intangible asset is recognised in the Statement of Profit and Loss.

(ii) **Technical know-how developed by the Group**

Expenditure incurred on know-how developed by the Group, post research stage, is recognized as an intangible asset, if and only if the future economic benefits attributable are probable to flow to the Group and the costs can be measured reliably.

(iii) **Amortisation**

Software's are stated at cost of acquisition and are amortized on straight line basis over a period of 5 years irrespective of the date of acquisition.

The cost of technical know-how developed is amortized equally over its estimated life i.e. generally three years.

The cost of the Intangible Assets at April 01, 2016, the Group's date of transition to Ind AS, was determined with reference to its carrying value at that date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

4 Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss

5 Inventories

(i) Raw Materials, Traded Goods, Stores & spares, Fuel, Packing and Packaging Materials (Including in Transit) are valued at cost or net realizable value whichever is lower. The cost includes the purchase price, freight inwards and other expenditure directly attributable to the acquisition and is net of trade discounts and rebates as well as Tax benefit available, if any.

(ii) Finished goods (including in Transit) are valued at cost or net realizable value whichever is lower. Cost includes appropriate allocation of overheads based on normal operating capacity

(iii) Cost is arrived at on Batch basis in case of Non-coking coal and on moving Weighted average basis in case of other items of inventories.

6 Cash & Cash Equivalents

Cash and cash equivalents includes cash on hand, balances with banks in current accounts and cheques/drafts on hand.

7 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

(i) decision has been made to sell;
(ii) the assets are available for immediate sale in its present condition;
(iii) the assets are being actively marketed and
(iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

8 Financial Assets :

(i) Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

(ii) Subsequent measurement

Financial assets are subsequently classified and measured at

(i) Amortised Cost
(ii) fair Value through profit & Loss (FVTPL)
(iii) fair Value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

(iii) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(iv) Debt Instruments

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of

(i) the Group's business model for managing the financial assets and

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

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'Other Income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss.

(v) Equity Instruments and Mutual Fund

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(vi) Impairment of Financial Asset

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

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

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

9 Financial Liabilities :

(i) Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

(ii) Subsequent measurement

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(iii) Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

(iv) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

10 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

11 Derivative financial instruments

The Parent Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

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

12 Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

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

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase orders (net of advance) issued to parties for acquisition of assets. Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

13 Revenue Recognition

Effective April 1 2018, the group adopted Ind AS 115 "Revenue from Contracts with Customers." The effect on adoption of IND AS 115 is insignificant.

a. Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers either at factory gate of the Group or Specific location of the customer or when goods are handed over to freight carrier, as per the terms of the contract. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from service activities/ Logistics contracts (cargo handling contracts and transport contracts) are recognized upon completion of services.

Revenue is measured based on the consideration to which the Group expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method, and revenue is recognised to the extent that it is highly probable that a significant reversal will not occur. Revenue excludes any taxes or duties collected on behalf of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

the government which are levied on sales such as goods and services tax.

b. Insurance Claims are accounted when the ultimate outcome of the same is certain and amount ascertained. Till the time of uncertainty about outcome and amount of claim, their recognition is postponed.

c. Dividends are recognised in the statement of Profit and Loss only when the right to receive payment is established:, It is probable that economic benefit associated with the Dividend will flow to the group and the amount of Dividend can be measured reliably.

d. For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

e. Income on assets given on operating lease is recognised on a straight line basis over the lease term in the Statement of Profit and Loss.

f. Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

14 Employee Benefits

(i) Short Term Benefits

All employee benefits including leave encashment (short term compensated absences) and bonus/ex-gratia (incentives) payable wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to the Statement of Profit and Loss of the year.

(ii) Post Employment Benefits

(a) Defined Contribution Plans

Retirement/Employee benefits in the form of Provident Fund, Employees State Insurance and labour welfare fund are considered as defined contribution plan and contributions to the respective funds administered by the Government are charged to the Statement of profit and loss of the year when the contribution to the respective funds are due.

(b) Defined Benefit Plans

Retirement benefits in the form of gratuity is considered as defined benefit obligation and in case of Parent company, is provided for on the basis of an actuarial valuation on projected unit credit method made as at the date of the Balance Sheet and in case of a Subsidiary company, is provided at current salary rates. Gratuity liability is non-funded.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

(c) Other Long-Term Employee Benefits

As per the present policy of the Group, there are no other long term benefits to which its employees are entitled.

(d) Terminal Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred

15 Lease :

At the inception of a contract, the Group assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Group assesses whether:

The contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

As a Lessee

Right-of-use Asset

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Short-term lease and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of less than 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Group's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

16 Research and Development Expenditure

(i) Revenue expenditure on Research & Development is charged to the Statement of Profit and Loss of 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 Group is considered as intangible assets and accounted in the manner specified in Clause 3 (ii) above.

(ii) Capital expenditure incurred during the year on Research & Development is included under additions to property, plant and equipment.

17 Exceptional Items

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

18 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit or loss in the financial statements.

The Accounting Policies adopted for segment reporting are in line with the Accounting Policies of the Group. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business.

Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses.

19 Borrowing Costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs also include exchange differences to the extent that are regarded as an adjustment to borrowing costs.

20 Foreign Exchange Transactions

(i) The financial statements of the Group are presented in Indian Rupee (INR), which is Group's functional and presentation currency.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(ii) Foreign currency transactions are translated into the functional currency using exchange rate prevailing on the date of transaction. Monetary assets and liabilities are translated at rate of exchange prevailing at the reporting date. The difference arising on settlement or translation on account of fluctuation in the rate of exchange is dealt within the Statement of Profit and Loss.

(iii) Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, as finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

(iv) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

21 Taxes on Income

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

(ii) Deferred Tax

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

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

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

22 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

23 Expected Credit losses and Impairment losses on investment

The Group reviews its carrying value of investments carried at amortised cost annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (a) Property, Plant and Equipment

(₹ in Million)

	Free Hold Land	Lease Hold Land	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Air Conditioners	Laboratory & office equipments	Computers	Electrical Fittings	Improvement in Leased Asset	Total
Gross Carrying Amount												
As at April 1, 2021	**60.32**	**203.75**	**383.34**	**329.30**	**18.00**	**80.97**	**15.72**	**83.74**	**13.12**	**51.56**	**70.22**	**1,310.05**
Additions	-	-	6.00	16.82	2.21	34.32	0.10	23.91	3.58	11.40	-	98.34
Disposal and adjustments	-	-	-	-	-	11.78	-	-	-	-	-	11.78
On Acqisition of Subsisiary	-	-	404.38	363.93	15.36	2.25	-	85.84	11.33	-	-	883.09
On Closure of Subsidiary	-	-	-	-	0.73	6.98	-	0.38	0.04	-	-	8.13
As at March 31, 2022	**60.32**	**203.75**	**793.73**	**710.04**	**34.83**	**98.78**	**15.82**	**193.10**	**28.00**	**62.96**	**70.22**	**2,271.56**
Additions	-	-	10.93	87.24	2.67	133.02	0.32	11.10	3.39	19.86	-	268.53
Disposal and adjustments	-	-	-	0.43	-	16.57	0.03	2.20	0.03	-	-	19.26
As at March 31, 2023	**60.32**	**203.75**	**804.66**	**796.85**	**37.50**	**215.23**	**16.11**	**202.00**	**31.36**	**82.82**	**70.22**	**2,520.82**
Depreciation												
As at April 1, 2021	**-**	**14.17**	**60.86**	**101.70**	**9.80**	**46.31**	**7.30**	**38.69**	**8.06**	**23.07**	**69.89**	**379.86**
Charge for the year	-	2.83	22.59	35.89	3.46	10.14	1.63	11.90	4.32	5.26	0.34	98.37
Disposal and adjustments	-	-	-	-	-	8.47	-	-	-	-	-	8.47
On Acqisition of Subsisiary	-	-	14.99	16.86	2.39	1.02	-	4.57	2.88	-	-	42.72
On Closure of Subsidiary	-	-	-	-	0.73	6.97	-	0.37	0.03	-	-	8.10
As at March 31, 2022	**-**	**17.00**	**98.44**	**154.45**	**14.93**	**42.03**	**8.93**	**54.79**	**15.23**	**28.34**	**70.22**	**504.37**
Charge for the year	-	2.83	22.86	38.75	3.51	11.80	1.58	12.84	4.56	6.53	-	105.25
Disposal and adjustments	-	-	-	0.08	-	15.69	0.02	1.74	0.01	-	-	17.54
As at March 31, 2023	**-**	**19.83**	**121.30**	**193.13**	**18.44**	**38.14**	**10.49**	**65.89**	**19.79**	**34.86**	**70.22**	**592.08**
Net Carrying Amount												
As at March 31, 2022	**60.32**	**186.75**	**695.29**	**555.59**	**19.90**	**56.75**	**6.89**	**138.31**	**12.77**	**34.63**	**-**	**1,767.19**
As at March 31, 2023	**60.32**	**183.92**	**683.36**	**603.72**	**19.06**	**177.09**	**5.62**	**136.11**	**11.58**	**47.96**	**-**	**1,928.74**

3 (b) Capital Work in Progress :

(₹ in Million)

	Buildings	Plant and Equipments	Laboratory equipments	Oil Storage Tanks	softwares	Total
Gross Carrying Amount						
As at April 1, 2021	**136.22**	**72.81**	**-**	**6.69**	**-**	**215.72**
Additions	178.07	36.28	-	13.44	-	227.79
Transferred to Assets	-	3.40	-	-	-	3.40
As at March 31, 2022	**314.29**	**105.70**	**-**	**20.13**	**-**	**440.11**
Additions	215.92	90.10	-	41.79	-	347.82
Transferred to Assets	0.69	49.98	-	10.58	-	61.24
As at March 31, 2023	**529.52**	**145.83**	**-**	**51.35**	**-**	**726.69**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The capital work-in-progress ageing schedule for the years is as follows

(₹ in Million)

	As at March 31, 2023					As at March 31, 2022				
	Amount of CWIP for the period of					Amount of CWIP for the period of				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	317.88	222.13	106.43	80.25	726.69	238.46	100.47	96.01	5.18	440.11
Projects temporarily suspended			-					-		
Total capital work in progress	**317.88**	**222.13**	**106.43**	**80.25**	**726.69**	**238.46**	**100.47**	**96.01**	**5.18**	**440.11**

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion Schedule:

	To be completed in					To be completed in				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	-	-	-	-	-	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total capital work in progress	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes

a) Refer Note No. 35 (i) for disclosure of contractual commitments for the acquisition of Property, Plant and Equipments

b) Refer Note No. 38 for expenditure on Research and development.

c) Refer Note 16 & 20 on Long term Borrowing and short term Borrowings for amounts of restrictions on the title and PPE pledged as securities.

d) Refer Note No.15(2) on Other Equity for Leasehold land.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (c) Investment in Properties (₹ in Million)

	Freehold Land	Building	Total
Gross Carrying Amount			
As at April 1, 2021	**5.48**	**14.86**	**20.34**
Additions	-	1.09	1.09
Disposal and adjustments	-	4.78	4.78
On Acqisition of Subsisiary	-	-	-
On Closure of Subsidiary	-	8.18	8.18
As at March 31, 2022	**5.48**	**2.98**	**8.46**
Additions	-	-	-
Disposal and adjustments	-	-	-
As at March 31, 2023	**5.48**	**2.98**	**8.46**
Depreciation			
As at April 1, 2021	**-**	**1.57**	**1.57**
Charge for the year	-	0.04	0.04
Disposal and adjustments	-	-	-
On Acqisition of Subsisiary	-	-	-
On Closure of Subsidiary	-	1.57	1.57
As at March 31, 2022	**-**	**0.04**	**0.04**
Charge for the year	-	0.05	0.05
Disposal and adjustments	-	-	-
As at March 31, 2023	**-**	**0.10**	**0.10**
Net Carrying Amount			
As at March 31, 2022	**5.48**	**2.94**	**8.42**
As at March 31, 2023	**5.48**	**2.89**	**8.36**

Notes

a) **Fair value**

	Freehold Land	Building	Total
As at March 31, 2022	**6.03**	**18.04**	**24.07**
As at March 31, 2023	**6.03**	**18.04**	**24.07**

(₹ in Million)

b) **Information regarding income and expenditure of Investment Properties**	**2022-23**	**2021-22**
Rental income derived from investment properties	**0.03**	**0.55**
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(0.08)	(0.07)
Profit arising from investment properties before depreciation and indirect expenses expenses	(0.05)	0.48
Less - Depreciation	(0.05)	(0.04)
Profit/(loss) arising from investment properties before indirect expenses	(0.10)	0.44

c) The group's investment properties consist of 3 properties in India . The Parent company purchased 1 property during the previous year in India. Investment in 1 property in dubai as at March,31, 2021 is derecognied on closure of subsidiary during previous the year. The management has determined that the investment property consists of two class of assets - Free hold Land and building - based on the nature, characteristics and risks of each property.

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

The fair valuation is based on current prices in the active market for similar properties. The main input used are quantum, area, location, demand, age of building and trend of fair market rent in the location of the property.

The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

d) Refer Note 16 & 20 on Long term Borrowing and short term Borrowings for amounts of restrictions on the title and PPE pledged as securities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (d) Right of use assets (₹ in Million)

	Lease hold land	Building	Total
Gross Carrying Amount			
As at April 1, 2021	**109.28**	**78.39**	**187.68**
Additions	82.86	-	82.86
Disposal and adjustments	1.12	-	1.12
On Acqisition of Subsisiary	167.32	-	167.32
On Closure of Subsidiary	-	-	-
As at March 31, 2022	**358.35**	**78.39**	**436.74**
Additions	194.36	-	194.36
Disposal and adjustments	33.88	-	33.88
As at March 31, 2023	**518.83**	**78.39**	**597.22**
Amortization			
As at April 1, 2021	**48.22**	**36.89**	**85.11**
Charge for the year	34.28	18.45	52.72
Disposal and adjustments	1.12	-	1.12
On Acqisition of Subsisiary	9.70	-	9.70
On Closure of Subsidiary	-	-	-
As at March 31, 2022	**91.08**	**55.34**	**146.42**
Charge for the year	41.14	18.45	59.58
Disposal and adjustments	33.88	-	33.88
As at March 31, 2023	**98.34**	**73.78**	**172.12**
Net Carrying Amount			
As at March 31, 2022	**267.27**	**23.06**	**290.32**
As at March 31, 2023	**420.49**	**4.61**	**425.10**

Notes

a) The group has leasing arrangements for its office premises -head office and certain plots . Non-cancellable period for those lease arrangements vary. The group pays lease charges as fixed amount as per the respective lease agreements. In respect of Ind AS 116 - Leases, the parent company has adopted modified retrospective method under which the cumulative effect of initial application is recognized in retained earnings at 1st April 2019. Right-of-use asset is measured, on a lease by lease basis, at carrying amount assuming the standard is applied since the commencement date. Discounting to arrive the value of asset is done based on the incremental borrowing rate at the date of initial application.

The Group has leasing arrangements for its various commercial premises (other than mentioned above). Non-cancellable period for those leasing arrangements are less than 12 months and the Group elected to apply the recognition exemption for short term leases and leases for which the underlying assets is of low value. The lease amount is charged as rent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 (e) Intangible assets (₹ in Million)

	Computer Software	Total
Gross Carrying Amount		
As at April 1, 2021	**16.99**	**16.99**
Additions	1.54	1.54
Disposal and adjustments	-	-
On Acqisition of Subsisiary	4.21	4.21
On Closure of Subsidiary	0.12	0.12
As at March 31, 2022	**22.62**	**22.62**
Additions	2.50	2.50
Disposal and adjustments	-	-
As at March 31, 2023	**25.12**	**25.12**
Amortization		
As at April 1, 2021	**7.79**	**7.79**
Charge for the year	2.70	2.70
Disposal and adjustments	-	-
On Acqisition of Subsisiary	0.48	0.48
On Closure of Subsidiary	0.11	0.11
As at March 31, 2022	**10.85**	**10.85**
Charge for the year	2.99	2.99
Disposal and adjustments	-	-
As at March 31, 2023	**13.85**	**13.85**
Net Carrying Amount		
As at March 31, 2022	**11.77**	**11.77**
As at March 31, 2023	**11.28**	**11.28**

Notes

a) Refer Note No. 38 for expenditure on Research and development.

	As at March 31, 2023		As at March 31, 2022	
	Number of shares / Units	(₹ in Million)	Number of shares / Units	(₹ in Million)
4 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD				
Investment in equity instruments (fully paid-up)				
Unquoted investment in joint venture company:		-		-
*In Texol Lubritech FZC of Arab Emirates Dirham 1000 each		-		-
Group share of profit | (loss) for the year		-		-
		-		-
*The Texol Lubritech FZC became subsidiary during the previous year on March 30, 2022				
Aggregate Amount of Unquoted Investments		**-**		-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

		As at March 31, 2023		As at March 31, 2022	
		Number of shares / Units	(₹ in Million)	Number of shares / Units	(₹ in Million)
5	**NON-CURRENT INVESTMENTS**				
(A)	**Investments in Government or Trust**				
	securities measured at amortised cost				
	Unquoted				
	- Government Bonds		-	-	
			-	-	
	Units of face value of ₹ 100/- each				
	- National Saving Certificates-VIII Issue		0.04		0.04
	(Lodged With Sales Tax Authorities)				
	Total (A)		**0.04**		**0.04**
(B)	**Investment in Mutual Funds (At FVTPL)**				
	Unquoted				
	Units of ₹ 10/- each of Union KBC Mutual Fund - UNION Focussed Large cap Fund				
	Regular Plan - Growth	99,985	1.60	99,985	1.65
	Total (B)		**1.60**		**1.65**
	Total		**1.64**		**1.69**
	Aggregate cost of unquoted investments		1.64		1.69
	Aggregate Amount of Impairment in the Value of Investments		-		-

6 LOANS (₹ in Million)

	Non Current (Long-term)	Current (Short-term)	Non Current (Long-term)	Current (Short-term)
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
(Unsecured, considered good)				
Other Loans				
-To Others	-	86.00	-	-
Loans to Employees	1.91	1.47	0.98	1.79
Total (B)	**1.91**	**87.47**	**0.98**	**1.79**
Total	**1.91**	**87.47**	**0.98**	**1.79**
Break-up				
Loans considered good - Secured	-	-	-	-
Loans considered good - Unsecured	1.91	87.47	0.98	1.79
Loans which have significant increase in credit risk	-	-	-	-
Loans - credit impaired	-	-	-	-
Total	**1.91**	**87.47**	**0.98**	**1.79**
Less: Allowance for doubtful Loans	-	-	-	-
Total Loans	**1.91**	**87.47**	**0.98**	**1.79**

Refer Note 43 for information about credit risk and market risk for loans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

7 OTHER FINANCIAL ASSETS

(₹ in Million)

		Non Current (Long-term)	Current (Short-term)	Non Current (Long-term)	Current (Short-term)
		As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
i)	**Security Deposits**				
	-To related Parties [Refer note 37(B)(4)(a)]	49.61	-	44.29	-
	-To Others	8.56	129.75	7.29	23.79
ii)	Foreign Exchange Contract Receivable	-	0.00	-	4.02
iii)	Other Receivables				
	- from a related Party (Refer note 37(B)(4)(c)]	-	3.33	-	-
	- from others	-	27.24	-	33.09
iv)	Term Deposits Accounts (with maturity more than 12 months) Refer note (a) below	565.47	-	152.46	-
v)	Interest accrued on fixed deposits	-	28.14	-	47.83
vi)	Interest accrued on Investments	-	0.03	-	0.03
vii)	Interest receivable - Others	-	-	-	2.11
		623.64	188.48	204.04	110.87

a) In Term Deposits Accounts held as margin for Letter of Credit/ Suppliers Credit/SBLC/Bank Guarantees issued by banks.

8 OTHER ASSETS

(₹ in Million)

		Non Current (Long-term)	Current (Short-term)	Non Current (Long-term)	Current (Short-term)
		As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
	(Unsecured, considered good)				
(A)	**Capital advances**	**33.88**	**-**	**21.12**	**-**
		33.88	**-**	**21.12**	**-**
(B)	**Other Advances recoverable in cash or kind or for value to be received**				
i)	Balances with the Government authorities				
	Balances with the statutory authorities	-	583.22	-	756.22
	Deposits with government Authorities	-	27.05	-	27.71
ii)	Advances to supplier				
	- Considered Good	-	341.10	-	177.23
	- Considered Doubtful	-	-	-	-
		-	341.10	-	177.23
	- Provision for Doubtful Advances	-	-	-	-
		-	341.10	-	177.23
iii)	Prepaid Expenses	0.79	56.35	1.35	36.53
iv)	Advances to Employees	-	1.13	-	1.06
v)	Others (Refer Note 58)	-	55.14	-	-
	Total (B)	**0.79**	**1,063.99**	**1.35**	**998.75**
	Total (A + B)	**34.67**	**1,063.99**	**22.47**	**998.75**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
9	**INVENTORIES**		
	Raw Materials	3,836.03	2,464.56
	Finished Goods	557.57	524.62
	Stock-in-trade	37.48	226.66
	Stores & Spares	1.53	1.39
	Packing & Packaging Materials	75.40	37.86
	Fuel	0.65	1.21
		4,508.66	**3,256.30**
	Notes		
	a) Refer Note 20 for inventories pledged as security for current borrowings		
	b) Finished Goods Includes Stock in transit	72.80	74.96
	c) Stock in trade includes Stock in transit	-	4.78
10	**TRADE RECEIVABLES**		
	Considered Good - Secured	-	-
	Considered Good - Unsecured	5,618.04	4,409.19
	Trade Receivables which have significant increase in Credit Risk	-	-
	Trade Receivables - credit impaired	63.83	33.75
		5,681.87	**4,442.94**
	Less: Provision for Doubtful Debts	63.83	33.75
		5,618.04	**4,409.19**

Notes

Refer note [37(B)(4)(b)] for amounts from related parties

The group's exposure to credit and currency risk related to trade receivables are disclosed in note 43.

Trade Receivable Ageing Schedule			**As at March 31, 2023**			
Particulars	**Less than 6 months**	**6 months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	5,272.47	174.58	137.22	31.27	2.50	5,618.04
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	
(iii) Undisputed Trade Receivables - credit impaired	11.15	0.25	3.58	23.39	25.46	63.83
(iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**5,283.62**	**174.82**	**140.80**	**54.66**	**27.96**	**5,681.87**

Trade Receivable Ageing Schedule				**As at March 31, 2022**		
Particulars	**Less than 6 months**	**6 months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	4,147.89	172.74	72.52	15.88	0.15	4,409.19
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	(0.00)	0.15	11.97	18.67	2.96	33.75
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	4,147.89	172.89	84.50	34.55	3.11	4,442.94

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
11	**CASH AND CASH EQUIVALENTS**		
	Cash and cash equivalents		
	Balances with banks:		
	- In Current Account	434.35	456.24
	- In Export Earners Foreign Currency Account	2.84	67.12
	- In Cash Credit Account*	15.59	65.66
	Cash on hand	15.68	7.77
	Total	**468.46**	**596.79**
	*Refer Note 20 -current borrowings for security for cash credit account		
12	**BANK BALANCES OTHER THAN DISCLOSED IN NOTE 9 ABOVE**		
	Balances with banks:		
	Term Deposits Accounts (with maturity up to 12 months) [Refer note (a)] below	613.95	1,231.10
	Other Bank Balances	613.95	1,231.10
	a Term Deposits Accounts held as margin for Letter of Credit/ Suppliers Credit/SBLC/ Bank Guarantees issued by banks, Lodged with customers for security deposits		
13	**CURRENT TAX ASSETS (NET)**		
	Advance Income Tax & Tax Deducted at Source (Net of Provision)	2.36	7.15
		2.36	**7.15**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

14 SHARE CAPITAL

	As at March 31, 2023		As at March 31, 2022	
	Nos.	(₹ in Million)	Nos.	(₹ in Million)
Authorised:				
Equity Shares of ₹2 Each	15,00,00,000	300.00	15,00,00,000	300.00
Total	**15,00,00,000**	**300.00**	**15,00,00,000**	**300.00**
Issued,Subscribed and Fully Paid Up:				
Equity Shares of ₹2 Each	8,00,00,000	160.00	8,00,00,000	160.00
Total	**8,00,00,000**	**160.00**	**8,00,00,000**	**160.00**
Notes:				
a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:				
At the beginning of the year	8,00,00,000	160.00	1,60,00,000	160.00
Issued during the year	-	-	-	-
	8,00,00,000	160.00	1,60,00,000	160.00
Subdivision of 1 equity share of ₹10 each into 5 equity shares of ₹ 2 each	-	-	8,00,00,000	160.00
Outstanding at the end of the year	8,00,00,000	160.00	8,00,00,000	160.00

b) Terms/rights attached to equity shares

i) Equity shares:

The Group has only one class of equity shares having a par value of ₹2 each per share (P.Y. ₹10 each per share). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the group, the holders of equity shares will be entitled to receive remaining assets of the group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders."

ii) Dividend:

The Board of Directors at its meeting held on May 24, 2023 has recommended a final dividend of 25% i.e. ₹ 0.50 paise per equity share of face value of ₹ 2 each amounting to ₹ 40.00 million which is subject to approval of shareholders.

Amount of per share dividend recognized as distribution to equity shareholders:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Equity Shares of ₹2 Each**	-	5.50
Total	-	5.50

**Interim Dividend

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

c) **Details of shareholders holding more than 5% of Equity shares in the company**

	Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
		Nos.	% of Share	Nos.	% of Share
1	Mr. Ramesh B Parekh	3,01,50,000	37.69	3,01,50,000	37.69
2	Mrs. Gulab J Parekh	1,08,00,000	13.50	1,08,00,000	13.50
3	Mr. Kailash B. Parekh	93,00,000	11.63	93,00,000	11.63

d) **Details of shareholdings by the Promoter's:**

Sr. No.	Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Ramesh B Parekh	2,25,00,000	28.13%	2,25,00,000	28.13%	0.00%
2	Ramesh B Parekh jointly with Sunita Ramesh Parekh	76,50,000	9.56%	76,50,000	9.56%	0.00%
3	Samir R Parekh jointly with Sharmishta S. Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%
4	Aslesh R Parekh jointly with Dimple A. Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%

Promoter group

Sr. No.	Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Sunita R. Parekh Jointly with Ramesh Parekh	27,00,000	3.38%	27,00,000	3.38%	0.00%
2	Sharmishtha S. Parekh Jointly with Samir Parekh	7,50,000	0.94%	7,50,000	0.94%	0.00%
3	Saurabh Parekh Jointly with Nishita Parekh	20,50,000	2.56%	20,50,000	2.56%	0.00%
4	Dimple Parekh Jointly with Aslesh Parekh	5,00,000	0.63%	5,00,000	0.63%	0.00%
5	Nishita Saurabh Parekh Jointly with Saurabh R. Parekh	5,00,000	0.63%	5,00,000	0.63%	0.00%
6	Divya B. Shah Jointly with Ramesh Parekh	13,00,000	1.63%	13,00,000	1.63%	0.00%
7	Divya B. Shah Jointly with Sunita Parekh	2,50,000	0.31%	2,50,000	0.31%	0.00%
8	Mrs. Gulab J. Parekh Jointly with Mr. Rajiv Jitendra Parekh	1,08,00,000	13.50%	1,08,00,000	13.50%	0.00%
9	Mr. Rajiv Jitendra Parekh Jointly with Mrs. Alka Rajiv Parekh	21,25,000	2.66%	21,25,000	2.66%	0.00%
10	Mrs. Alka Rajiv Parekh Jointly with Mr. Rajiv Parekh	7,50,000	0.94%	7,50,000	0.94%	0.00%
11	Mr. Kailash B. Parekh Jointly with Mrs. Padmini Parekh	93,00,000	11.63%	93,00,000	11.63%	0.00%
12	Mrs. Pooja Shah Jointly with Mr. Kailash B. Parekh	13,00,000	1.63%	13,00,000	1.63%	0.00%
13	Mrs. Pooja Shah Jointly with Mrs. Padmini Kailash Parekh	2,50,000	0.31%	2,50,000	0.31%	0.00%
14	Mr. Kunal K. Parekh Jointly with Mrs. Payal Kunal Parekh	19,25,000	2.41%	19,25,000	2.41%	0.00%
15	Mrs. Padmini K. Parekh Jointly with Mr. Kailash B Parekh	15,00,000	1.88%	15,00,000	1.88%	0.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

d) **Details of shareholdings by the Promoter's:**

Sr. No.	Name of Shareholder	As at March 31, 2022		As at March 31, 2021		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Ramesh B Parekh	2,25,00,000	28.13%	45,00,000	28.13%	0.00%
2	Ramesh B Parekh jointly with Sunita Ramesh Parekh	76,50,000	9.56%	15,30,000	9.56%	0.00%
3	Samir R Parekh jointly with Sharmishta S. Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%
4	Aslesh R Parekh jointly with Dimple A. Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%

Promoter group

Sr. No.	Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change in the year
		Nos.	% of Share	Nos.	% of Share	
1	Sunita R. Parekh Jointly with Ramesh Parekh	27,00,000	3.38%	5,40,000	3.38%	0.00%
2	Sharmishtha S. Parekh Jointly with Samir Parekh	7,50,000	0.94%	1,50,000	0.94%	0.00%
3	Saurabh Parekh Jointly with Nishita Parekh	20,50,000	2.56%	4,10,000	2.56%	0.00%
4	Dimple Parekh Jointly with Aslesh Parekh	5,00,000	0.63%	1,00,000	0.63%	0.00%
5	Nishita Saurabh Parekh Jointly with Saurabh R. Parekh	5,00,000	0.63%	1,00,000	0.63%	0.00%
6	Divya B. Shah Jointly with Ramesh Parekh	13,00,000	1.63%	2,60,000	1.63%	0.00%
7	Divya B. Shah Jointly with Sunita Parekh	2,50,000	0.31%	50,000	0.31%	0.00%
8	Mrs. Gulab J. Parekh Jointly with Mr. Rajiv Jitendra Parekh	1,08,00,000	13.50%	21,60,000	13.50%	0.00%
9	Mr. Rajiv Jitendra Parekh Jointly with Mrs. Alka Rajiv Parekh	21,25,000	2.66%	4,25,000	2.66%	0.00%
10	Mrs. Alka Rajiv Parekh Jointly with Mr. Rajiv Parekh	7,50,000	0.94%	1,50,000	0.94%	0.00%
11	Mr. Kailash B. Parekh Jointly with Mrs. Padmini Parekh	93,00,000	11.63%	18,60,000	11.63%	0.00%
12	Mrs. Pooja Shah Jointly with Mr. Kailash B. Parekh	13,00,000	1.63%	2,60,000	1.63%	0.00%
13	Mrs. Pooja Shah Jointly with Mrs. Padmini Kailash Parekh	2,50,000	0.31%	50,000	0.31%	0.00%
14	Mr. Kunal K. Parekh Jointly with Mrs. Payal Kunal Parekh	19,25,000	2.41%	3,85,000	2.41%	0.00%
15	Mrs. Padmini K. Parekh Jointly with Mr. Kailash B Parekh	15,00,000	1.88%	3,00,000	1.88%	0.00%

e) During the previous year the Company has subdivided 1 equity share having face value of ₹ 10 each in to 5 equity shares having face value of ₹ 2 each. Consequently the number of shares as at March 31, 2021 is not comparable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

				As at March 31, 2023	As at March 31, 2022
15	OTHER EQUITY				
	(A)	**Securities Premium**			
		Balance as at the beginning of the year		460.00	460.00
		Add: Premium on issue of Shares during the year		-	-
		Balance as at the end of the year		**460.00**	**460.00**
	(B)	**General Reserve**			
		Balance as at the beginning of the year		1,118.50	1,118.50
		Add : Transfer from Surplus balance in the Statement of Profit and Loss		-	-
		Balance as at the end of the year		**1,118.50**	**1,118.50**
	(C)	**Retained earnings**			
		Balance as at the beginning of the year		3,885.72	2,847.03
		Transfer to statement of Profit & Loss on Closure/becoming of Subsidiary		(0.00)	5.68
		Restated balance as at the beginning of the year		3,885.72	2,852.71
		Add :Profit for the year		1,908.77	1,489.02
		Amount available for Appropriation		5,794.49	4,341.72
		Less : Appropriations			
		Final Dividend on Equity Shares (Refer Note 46)		-	16.00
		Interim Dividend on Equity Shares (Refer Note 46)		-	440.00
		Total of appropriations		-	456.00
		Balance as at the end of the year		**5,794.49**	**3,885.72**
	(D)	**Items of Other Comprehensive Income**			
		(i)	**Foreign Currency Translation Reserve**		
			Balance as at the beginning of the year	(40.35)	40.75
			Add: Other Comprehensive Income	(60.94)	(10.53)
			FCTR -Transfer to statement of Profit & Loss on Closure of a Subsidiary	-	(70.57)
			Balance as at the end of the year	**(101.29)**	**(40.35)**
		(ii)	**Remeasurements of the net defined benefit Plans**		
			Balance as at the beginning of the year	0.90	0.29
			Other Comprehensive Income for the year	1.45	0.61
			Balance as at the end of the year	2.35	0.90
			Total (i + ii)	**(98.94)**	**(39.45)**
			Total (A + B + C +D)	**7,274.05**	**5,424.77**

Notes :

1 Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium. It can be utilized in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

2 General Reserve : The Group has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013. It includes ₹ 200.81 Million transferred from Revaluation Reserve on first time adoption of Ind-AS.

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

4 Foreign Currency Translation Reserve : The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
5	**Other Comprehensive Income accumulated in Other Equity, net of tax**		
	Balance as at the beginning of the year	**(39.45)**	**41.05**
	Remeasurement Gain or Loss on Defined Benefit Plans	1.93	0.81
	Income Tax on Items that will not be reclassified to Profit or Loss	(0.49)	(0.20)
	Exchange differences in translating financial statement of foreign operations	(60.94)	(10.53)
	FCTR -Transfer to statement of Profit & Loss on Closure of a Subsidiary	-	(70.57)
	Balance as at the end of the year	**(98.94)**	**(39.45)**

16 LONG-TERM BORROWINGS

	Non-current Portion	Current Maturities	Non-current Portion	Current Maturities
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Secured				
Term Loans				
- From Banks	222.98	237.78	337.36	132.44
- From Financial Institutions	-	-	1.60	-
	222.98	**237.78**	**338.96**	**132.44**

Notes

a) Term loans from Banks comprises of:

(₹ in Million)

I)

Name of Bank	Outstanding balances As at March 31, 2023	Outstanding balances As at March 31, 2022	Rate of Interest (% P.a.)	Repayment Terms
BANK OF BARODA -UAE	310.18	383.03	5.75%	As at 31.03.2023, balance is repayable in 25 months. Scaled payments with a hike in monthly installments every 12 months. Monthly installments of approximately AED 397907 till April 2023, AED 498915 till April 2024 and AED 627041 ending April 2025.
HDFC BANK LTD	122.84	72.03	10.00%	Balance repayable In 16 Equated Monthly Instalments of ₹ 85.86 Million ending on July, 2024. In case of prepayment, prepayment charges as applicable will be charged.
Total	**433.02**	**455.06**		

Securities Offered:

The term loans taken by parent company are secured by exclusive first pari passu charge on fixed assets funded and collaterally secured by :-

i) Equitable mortgage of Land & Building of the Parent Company,

ii) Equitable mortgage of certain premises belonging to the directors and their relatives, and

iii) Personal guarantee of certain directors and their relatives and corporate guarantee of certain concerns belonging to them.

The term loans taken by overseas subsidiary Texol Lubritech FZC are secured by exclusive first pari passu charge on fixed assets funded and collaterally secured by :-

i) Equitable mortgage of Land & Building of the Overseas subsidiary - Texol Lubritech FZC

ii) Personal guarantee of certain directors and their relatives and corporate guarantee of certain concerns belonging to them.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

ii) **Vehicle Loans**

Vehicle Loans repayable by equated monthly instalment and same are secured by Hypothecation of Motor Vehicles.

The details of Vehicle loans are as follows:-

(₹ in Million)

Name of Bank	Outstanding balances As at		Equated Monthly Instalment	Rate of interest
	March 31, 2023	March 31, 2022		
ICICI BANK LIMITED	1.00	2.01	0.09	7.65%
ICICI BANK LIMITED	4.46	7.33	0.28	7.50%
HDFC BANK LIMITED	3.66	5.39	0.17	6.95%
AXIS BANK LIMITED	18.63	-	0.57	8.55%
Total	**27.75**	**14.73**		

b) **Term loans from Financial Institutions:**

(₹ in Million)

Name of Financial Institution	Outstanding balances As at		Rate of Interest (% P.a.)	Repayment Terms / Security Offered
	March 31, 2023	March 31, 2022		
LIC LOAN (KEYMAN POLICY)	-	1.60	9.00%	The said loans are repaid.
Total	**-**	**1.60**		

17 LEASE LIABILITIES

(₹ in Million)

	Non-current	Current	Non-current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Lease Liabilities	463.26	41.33	278.85	47.28
	463.26	**41.33**	**278.85**	**47.28**

18 PROVISIONS

(₹ in Million)

	Non-current	Current	Non-current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
(A) Provision for employee benefits				
Provision for gratuity	34.81	11.87	23.77	10.35
Provision for leave benefits	-	0.41	-	0.38
	34.81	**12.28**	**23.77**	**10.73**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
19	**DEFERRED TAX LIABILITY (NET)**		
(A)	**Deferred Tax Liability**		
	Difference between book and tax depreciation	28.23	26.45
	Allowable on payment basis (Net)	3.54	3.54
	Investment	0.14	0.15
	Total (A)	**31.91**	**30.14**
(B)	**Deferred Tax Assets**		
	Provisions	17.21	11.90
	Indexation benefit on Land	15.66	16.39
	Investment	-	-
	Total (B)	**32.87**	**28.29**
	Deferred Tax (Assets) / Liability (Net) (A -B)	**(0.96)**	**1.85**
20	**CURRENT FINANCIAL LIABILITIES - BORROWINGS**		
(A)	**Secured**		
	Loans Repayable on Demand		
	(i) From Banks - Working Capital		
	- Cash Credit facility	650.01	431.23
	- Packing Credit facility	-	138.23
	Total (A)	**650.01**	**569.46**
(B)	**Unsecured**		
	Loans Repayable on Demand		
	(i) Loan from others	584.48	540.74
	Total (B)	**584.48**	**540.74**
(C)	**Current Maturities of Long-Term Borrowings (Refer Note No.16)**	**237.78**	**132.44**
		237.78	**132.44**
	Total (A + B+C)	**1,472.27**	**1,242.64**

Notes:-

a) Working capital loans from banks comprises of:

I) ₹ 9.72 Million (P.Y. ₹ 341.67 Million) are secured by first pari passu charge on all fixed assets (excluding specific fixed assets financed by term loans) and current assets of the company and are also collaterally secured by :-
- i) Equitable mortgage of Land & Building of the Company,
- ii) Equitable mortgage of certain premises belonging to the directors and their relatives, and
- iii) Personal guarantee of certain directors and their relatives and corporate guarantee of certain concern belonging to them.

ii) ₹ 640.28 Million (P.Y. ₹ 227.79 Million) is taken by Overseas Subsidiary - Texol Lubritech FZC are secured by updated secuirty cheque, lien over term deposits, corporate/personal gurantees of their shareholders/ directors and related parties, mortgage and pledge over property, plant and equipment situated at plot no.2B- 12 at Hamriyah Free Zone, Sarajah, UAE, assignment of insurance policy in the name of a director and a related party, leasehold rights, insurance policy covering factory premises, property, plant and equipment, inventories and receivables & inventories in favour of the bank.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
The parent company had submitted the quarterly statements as on March 31 to the bank and hence the same has been disclosed here with		
As per books of accounts		
Inventories	2,780.62	2,580.95
Trade receivables	4,629.90	4,192.56
	7,410.52	**6,773.51**
As per statement of current assets		
Inventories	2,639.33	2,223.80
Trade receivables	4,427.85	4,151.30
	7,067.18	6,375.10
Other Difference	**343.34**	**398.42**
The difference is trade receivable is mainly on account of advance from customers netted with in Bank stock statement/excluded receivable from related parties. Stock in mainly on account of stock in transit recorded subsequently.		
21 TRADE PAYABLES		
Trade Payables (Including acceptances)		
- Due to Micro and Small Enterprises	30.22	25.92
- Due to Others	5,642.32	5,148.38
	5,672.54	**5,174.30**
Notes:		
(A) The disclosure as per The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act).		
Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
(a) (i) Principal amount	30.20	25.85
(ii) Interest due on the above.	0.02	0.07
(b) Total interest paid on all delayed payments during the year under the provision of the Act	-	-
(c) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act	-	-
(d) Interest accrued but not due	0.02	0.07
(e) Total interest due but not paid	-	-

(The above information regarding micro and small enterprises has been determined on the basis of information available with the

B Trade Payables due for payments:

(₹ in Million)

Trade Payables Ageing Schedule	As at March 31, 2023 Outstanding from due date of payment				
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	30.22	-	-	-	30.22
(ii) Others	5,632.68	7.14	0.42	2.08	5,642.32
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Trade Payables Ageing Schedule		As at March 31, 2022 Outstanding from due date of payment				
Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	24.32	1.60	-	-	25.92
(ii)	Others	5,145.27	0.80	0.97	1.34	5,148.38
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

(₹ in Million)

		As at March 31, 2023	As at March 31, 2022
22	**OTHER FINANCIAL LIABILITIES**		
	Interest accrued		
	- To others	20.92	4.34
	Security Deposits from dealers	7.87	12.57
	Others		
	- Payable for Expenses		
	- To related Parties ([Refer note 37(B)(4)(e)]	-	22.59
	- To others	84.29	105.36
	- Foreign Exchange Contract Payable	10.37	-
	- Declared & Unclaimed Dividend	0.13	0.11
	- Other Payables		
	- To others	51.50	77.07
		175.08	**222.04**
23	**OTHER CURRENT LIABILITIES**		
	Income received in advance	0.10	-
	Contract Liabilities (Advance Payment from Customers)	326.89	145.36
	Statutory Liabilities	93.86	42.01
		420.85	**187.37**
24	**CURRENT TAX LIABILITIES**		
	Income Tax (net of taxes paid)	19.17	53.86
		19.17	**53.86**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		For the year ended March 31, 2023	For the year ended March 31, 2022
25	**REVENUE FROM OPERATIONS**		
(A)	**Sale of products**		
	- Petroleum Products/Speciality Oils	40,757.24	33,830.71
	- Non-coking Coal	-	1,379.90
	- Others	-	13.43
		40,757.24	**35,224.04**
(B)	**Sale of services**	**2.24**	**169.75**
(C)	**Other operating income**	**46.26**	**69.19**
	Revenue from operations (A + B + C)	**40,805.74**	**35,462.98**
	Notes:		
	a) Details of Services Rendered		
	- Job work charges	2.24	2.60
	- Cargo Handling Charges	-	17.64
	- Freight Charges Income	-	149.50
		2.24	**169.74**
	b) Other Operating Income		
	- Exports Incentives	0.69	0.91
	- Scrap Sales	4.37	4.40
	- Commission	5.47	7.31
	- Miscellaneous Income	35.72	56.56
		46.26	**69.19**
26	**OTHER INCOME**		
	Interest on		
	- Bank Deposits	75.71	61.20
	- Others	15.40	13.27
	Gain on sale of shares - subsidiary company (Refer Note 49)	-	53.82
	Profit on Sale of Fixed Assets	-	0.04
	Net gain on sale of Investments	-	0.00
	Gain on fair valuation of Mutual Fund	-	0.37
	Other Non Operating Income	133.40	196.35
		224.51	**325.05**
27	**COST OF MATERIALS CONSUMED/SERVICES OBTAINED**		
	COST OF MATERIALS CONSUMED		
(A)	**Cost of raw materials consumed**	**32,606.53**	**23,213.85**
		32,606.53	**23,213.85**
(B)	**PACKING MATERIAL CONSUMED**		
	Cost of packing materials consumed	653.34	608.79
	TOTAL MATERIALS CONSUMED (A + B)	**33,259.87**	**23,822.64**
28	**PURCHASE OF STOCK IN TRADE**		
	Petroleum Products/Speciality Oils	2,146.36	5,720.90
	Non-Coking Coal	-	1,040.46
	Others	-	2.28
		2,146.36	**6,763.64**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		For the year ended March 31, 2023	For the year ended March 31, 2022
29	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**		
(A)	**Inventories at the end of the year**		
	Finished Goods	557.57	524.62
	Stock-in-trade	37.48	226.66
		595.05	**751.28**
(B)	**Inventories at the beginning of the year**		
	Finished Goods	524.62	358.89
	Stock-in-trade	226.66	367.67
		751.28	**726.56**
	(Increase)/decrease in Stock (B - A)	**156.23**	**(24.72)**
30	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, Wages,Bonus & Other Benefits	486.30	339.67
	Contribution to Provident & other Fund	8.30	6.60
	Gratuity	11.15	7.22
	Staff Welfare Expenses	18.10	12.60
		523.85	366.09
31	**FINANCE COSTS**		
	Interest Expense	341.11	137.03
	Other Borrowing Costs	173.98	180.25
		515.09	**317.28**
32	**DEPRECIATION AND AMORTIZATION EXPENSE**		
	Depreciation of Property, Plant and Equipment	105.30	98.42
	Depreciation of right-of-use assets	59.58	52.72
	Amortization of Intangible assets	2.99	2.68
		167.87	**153.82**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

		For the year ended March 31, 2023	For the year ended March 31, 2022
33	**OTHER EXPENSES**		
	Consumption of Stores and Spares	33.78	19.79
	Power and Fuel	40.81	33.31
	Electricity Charges	2.37	2.28
	Labour Charges	71.66	69.61
	Water Charges	0.48	0.52
	Security Charges	7.96	8.16
	Repairs and Maintenance		
	- To Plant & Machinary	16.11	10.37
	- To Building	6.98	3.84
	- To Others	22.93	18.76
	Laboratory Expenses	0.22	1.52
	Rsesearch & Development expenditure	36.89	33.18
	Insurance (net of Recovery)	43.13	42.17
	Packaging Material/Charges	30.68	44.01
	Freight and Transportation (net of Recovery)	566.25	762.03
	Supervison & Testing Expenses	14.24	10.35
	Demurage Charges	-	(0.11)
	Vehicle Expenses	5.41	5.42
	Commission	116.41	192.08
	Legal and Professional Fees	22.46	28.36
	Retainership Fees	-	0.02
	Payment to Auditor (Excluding taxes)		
	As Auditor:-		
	- Audit fees	3.26	3.02
	- Tax Audit fees	0.55	0.50
	In other capacity-		
	- Taxation matters	-	1.20
	- Other services	0.00	0.40
	Postage,Courier and Telephones	11.89	10.55
	Printing and Stationary	4.94	4.15
	Donation	0.19	0.50
	Expenditure on Corporate Social Responsibility	14.03	6.40
	Advertisement and Sales Promotion	76.58	45.21
	Travelling and Conveyance	83.51	41.53
	Miscellaneous Expenses	30.27	337.70
	Storage Charges	118.12	179.19
	Bad Debts Written off	-	72.23
	Less: Provision for Doubtful Debts Written Back	-	(45.87)
	Advances Written off	0.40	10.53
	Provision for Doubtful Debts	28.21	47.82
	Foreign Exchange Rate Fluctuation Loss/(Gain)(net)	71.23	96.73
	Fees and Stamps	22.81	10.03
	Rent	4.07	5.33
	Rates and Taxes	24.91	8.26
	Loss on Fair Valuation of Investments	0.05	-
	Loss on Sale of Fixed Assets	0.69	0.92
	Impairment of Investment Property	-	4.78
	Bank charges	7.92	8.75
		1,542.41	**2,135.53**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note : 34 Contingent liabilities

Claim against the company not acknowledged as debts

(₹ in Million)

			As at March 31, 2023	As at March 31, 2022
a	1	Outstanding Letters of Credit	2,068.40	2,652.32
	2	Guarantees issued by Bank	536.93	370.00
	3	Duty Saved on Export obligation against advance authorization licenses issued by Director General of Foreign Trade.	22.73	84.13
	4	Demand raised by Central Excise Authorities contested by Company. (Net of payment)	0.99	0.99
	5	Demand raised by Sales Tax Authorities contested by Company. (Net of payment)	29.90	44.10
	6	Demand raised by Custom Authorities contested by Company (Net of payment)	407.82	407.82
b		**Corporate Guarantees**		
		Corporate Guarantee given by Company to Bank for loan given to Texol Lubritech FZC.	1,014.72	938.16
		Total	**4,081.48**	**4,497.53**

Note

1. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
2. It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.
3. Details of Guarantee given covered under Section 186 (4) of the Companies Act, 2013:
4. Guarantee given by Parent Company to a Bank for loan given to Texol Lubritech FZC. The loan is obtained by Subsidiary for business purpose.

Note 35 Capital Commitments

(i) Capital Commitments

(₹ in Million)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances)	33.79	114.29
	33.79	**114.29**

Note 36 Amount Recognised as Expenses :

(i) Defined Contribution Plan

The Group has recognized the following amounts in the Statement of Profit and Loss towards its liability to Defined Contribution Plans:-

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Provident Fund	8.71	6.91
2	Employee State Insurance Fund	0.14	0.18
3	Labour Welfare Fund	0.00	0.00
	Total	**8.85**	**7.09**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(ii) Defined Benefit Plan

The amounts recognised in the Parent company's financial statement as at year end are as under :

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
I	**Changes in present value of obligations**		
	Present Value of Obligations at beginning of the year	34.13	33.15
	Interest cost	2.29	1.93
	Current Service Cost	4.82	5.01
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Benefits Paid	(1.29)	(5.15)
	Contribution by plan participants	-	-
	Business Combinations	-	-
	Curtailments	-	-
	Settlements	-	-
	Actuarial (gain)/loss on obligations	(1.93)	(0.81)
	Present Value of Obligations at end of period	**38.01**	**34.13**
II	**Interest Expenses**		
	Interest Cost	**2.29**	**1.93**
III	**Fair Value of Plan Assets**		
	Fair Value of Plan Assets at beginning	-	-
	Interest Income	-	-
IV	**Net Liability**	**-**	**-**
	Present Value of Obligations at beginning of period	34.13	33.15
	Fair Value of Plan Assets at beginning Report	-	-
	Net Liability	**34.13**	**33.15**
V	**Net Interest**	**-**	**-**
	Interest Expenses	2.29	1.93
	Interest Income	-	-
	Net Interest	**2.29**	**1.93**
VI	**Actual return on plan assets**	**-**	**-**
	Less Interest income included above	-	-
	Return on plan assets excluding interest income	-	-
VII	**Actuarial Gain/(Loss) on obligation**	**-**	**-**
	Due to Demographic Assumption*	-	-
	Due to Financial Assumption	(0.97)	(1.13)
	Due to Experience	(0.96)	0.31
	Total Actuarial (Gain)/Loss	**(1.93)**	**(0.81)**

*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit the effect will be shown as an experience

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
VIII	**Fair Value of Plan Assets**		
	Opening Fair value of plan asset	-	-
	Adjustment to opening Fair Value of plan asset	-	-
	Return on Plan Assets Excl. interest income	-	-
	Interest Income	-	-
	Contributions by Employer	1.29	5.15
	Contributions by Employee	-	-
	Benefits Paid	(1.29)	(5.15)
	Fair Value of Plan Assets at end		
IX	**Past service cost recognised**		
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Average remaining future service till vesting of the benefits	-	-
	Recognised Past service cost-non vested benefits	-	-
	Recognised Past service cost-vested benefits	-	-
	Unrecognised Past service cost-non vested benefits	-	-
X	**Amounts to be recognised in the balance sheet and statement of profit & Loss account**		
	PVO at end of period	38.01	34.13
	Fair value of Plan assets at end of period	-	-
	Funded status	(38.01)	(34.13)
	Net Assets/(Liability) recognised in the balance sheet	**(38.01)**	**(34.13)**
XI	**Expense recognized in the Statement of P & L a/c**		
	Current Service Cost	4.82	5.01
	Net Interest	2.29	1.93
	Past service cost-(non vested benefits)	-	-
	Past service cost-(vested benefits)	-	-
	Curtailment Effect	-	-
	Settlement Effect	-	-
	Expense recognized in the Statement of Profit and Loss under "Employee benefits expense"	**7.11**	**6.94**
XII	**Other Comprehensive Income**		
	Actuarial (Gain)/Loss recognised for the period	(1.93)	(0.81)
	Asset limit effect	-	-
	Return on plant Assets Excl. Net Interest	-	-
	Unrecognised Actuarial (Gain)/Loss from previous period	-	-
	Total Actuarial (Gain)/Loss recognised in (OCI)	(1.93)	(0.81)
XIII	**Movements in the Liability recognised in Balance Sheet**		
	Opening Net Liability	34.13	33.15
	Adjustments to opening balance	-	-
	Expenses as above	7.11	6.94
	Contribution paid	(1.29)	(5.15)
	Other Comprehensive Income(OCI)	(1.93)	(0.81)
	Closing Net Liability	**38.01**	**34.13**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
XIV	**Schedule III of the Companies Act,2013**		
	Current Liability	11.87	10.35
	Non-Current Liability	26.14	23.77
XV	**Projected Service Cost**	**4.74**	**4.82**
XVI	**Asset Information**		
	Not Applicable as the plan is unfunded		
XVII	**Assumptions as at**	**March 31, 2023**	**March 31, 2022**
	Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
	Interest/Discount Rate	7.29%	6.85%
	Rate of increase in compensation	5.00%	5.00%
	Annual increase in healthcare costs		
	Future Changes in Maximum state healthcare benefits		
	Expected average remaining service	9.93	9.89
	Retirement Age	58 Years	58 Years
	Employee Attrition Rate	Age: 0 to 58 : 5%	Age: 0 to 58 : 5%

Defined benefits plan (₹ in Million)

XVIII Sensitivity Analysis

	DR: Discount Rate		ER:Salary Escalation Rate	
	PVO DR +1%	**PVO DR -1%**	**PVO ER +1%**	**PVO ER -1%**
PVO	36.01	40.30	39.93	36.29

XIX Expected Payout

Year	Expected Outgo First	Expected Outgo Second	Expected Outgo Third	Expected Outgo Fourth	Expected Outgo Fifth	Expected Outgo Six to Ten Years
PVO Payouts	11.87	3.68	2.98	2.03	1.91	12.16

XX Asset Liability Comparisons

Year	31-03-19	31-03-20	31-03-21	31-03-22	31-03-23
PVO at end of period	24.19	29.35	33.15	34.13	38.01
Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(24.19)	(29.35)	(33.15)	(34.13)	(38.01)
Experience adjustments on plan assets	-	-	-	-	-

Weighted average remaining duration of defined benefits Obligation 6.33

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

XXI Narrations

1 Analysis of Defined Benefit obligation

The numbers of members under the scheme have increased by 12.50%. Similarly, the total salary increased by 9.74% during the accounting period. The resultant liability at the end of the period over the beginning of the period has increased by 11.39 %

2 Expected rate of return basis

Scheme is not funded EORA is not Applicable

3 Description of Plan Assets and Reimbursement Conditions

Not Applicable

4 Investment / Interest Risk

Since the scheme is unfunded the parent company is not exposed to Investment / interest Risk

5 Longevity Risk

The Parent Company is not exposed to risk of the employess living longer as the benefit under scheme ceases on the employee separating from the employer for any reason.

6 Risk of Salary Increase

The Parent Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation.

7 Discount Rate

The discount rate has increased from 6.85% to 7.29% and hence there is a decrease in liability leading to actuarial gain due to change in discount rate.

Note 37 Related Party disclosures

A. List of related parties: (where transactions have taken place)

Sr No	Name of Related Party	Nature of relationship
	- Texol Lubritech - FZC	Joint Venture till 29/03/2022
	- Texol Oils - FZC	Associates (Incorporated on 10/01/2023)
1	**Key-management personnel / Individual Having substantial interest**	
	Ramesh Parekh	Chairman and Managing Director w.e.f. September 21, 2020
	Samir Parekh	Joint Managing Director w.e.f. October 01, 2021. Whole Time Director up to September 30, 2021
	Aslesh Parekh	Joint Managing Director w.e.f. October 01, 2021. Whole Time Director up to September 30, 2021
	Raj Kishor Singh	Independent Non-executive Director (w.e.f. June 28, 2019)
	Amrita Nautiyal	Independent Non-executive Director (w.e.f. August 17, 2020)
	Deena Asit Mehta	Independent Non-executive Director (w.e.f. June 22, 2022)
	Indrajit Bhattacharyya	Chief Financial Officer
	Jayshree Soni	Company Secretary
2	**Relative of Key Management Personnel**	
	Saurabh Parekh	
	Sunita Parekh	
	Sharmistha S.Parekh	
	Dimple Parekh	
	Nishita Parekh	
3	**Enterprises owned / controlled by key management personnel or directors or their relatives or person having significant interest**	
	Parekh Bulk Carriers	
	Parekh Petroleum Products	
	Gandhar Coals & Mines Private Limited (Gandhar Coals & Mines converted to company w.e.f. August 31, 2018)	
	Gandhar Infrastructure Project Private Limited (Strike off w.e.f January 12, 2022)	
	Nature Pure Wellness Private Ltd.	
	Gandhar Films and Studio Private Limited	
	Gandhar Oil & Energy DMCC	
	Ghanish Energy FZE	
4	**Others**	
	Kamlaben Babulal Charitable Trust	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Joint Venture/ Associates		Others	
		March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022
1	EXPENDITURE										
(a)	Salaries & Other Benefits*										
(i)	Short term employee benefits										
	Ramesh Parekh	53.75	12.50	-	-	-	-	-	-	-	-
	Samir Parekh	51.18	28.21	-	-	-	-	-	-	-	-
	Aslesh Parekh	51.18	28.21	-	-	-	-	-	-	-	-
	Sharmishtha Parekh	-	-	3.00	2.83	-	-	-	-	-	-
	Dimple Parekh	-	-	3.00	2.83	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	5.46	-	-	-	-	-	-
	Nishita Parekh	-	-	3.00	2.83	-	-	-	-	-	-
	Indrajit Bhattacharyya	3.45	3.20	-	-	-	-	-	-	-	-
	Jayshree Soni	2.22	2.06	-	-	-	-	-	-	-	-
	Total	**161.78**	**74.18**	**9.00**	**13.93**	-	-	-	-	-	-
(ii)	Post employment benefits										
	Samir Parekh	0.70	0.59	-	-	-	-	-	-	-	-
	Aslesh Parekh	0.02	0.02	-	-	-	-	-	-	-	-
	Sharmishtha Parekh	-	-	0.17	0.15	-	-	-	-	-	-
	Dimple Parekh	-	-	0.02	0.02	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	0.02	-	-	-	-	-	-
	Nishita Parekh	-	-	0.02	0.02	-	-	-	-	-	-
	Total	**0.72**	**0.61**	**0.21**	**0.22**	-	-	-	-	-	-
(b)	Director Sitting Fees										
	Deena Asit Mehta	0.38	-	-	-	-	-	-	-	-	-
	Raj Kishore Singh	0.38	0.33	-	-	-	-	-	-	-	-
	Amrita Dineshchandra Nautiyal	0.38	0.33	-	-	-	-	-	-	-	-
	Total	**1.13**	**0.65**	-	-	-	-	-	-	-	-
(c)	Audit Committee Sitting Fees										
	Deena Asit Mehta	0.14	-	-	-	-	-	-	-	-	-
	Raj Kishore Singh	0.18	0.13	-	-	-	-	-	-	-	-
	Amrita Dineshchandra Nautiyal	0.18	0.18	-	-	-	-	-	-	-	-
	Total	**0.49**	**0.31**	-	-	-	-	-	-	-	-
(d)	Nomination and Remunertion/CSR Committee Sitting Fees										
	Deena Asit Mehta	0.07	-	-	-	-	-	-	-	-	-
	Raj Kishore Singh	0.11	0.05	-	-	-	-	-	-	-	-
	Amrita Dineshchandra Nautiyal	0.18	0.06	-	-	-	-	-	-	-	-
	Total	0.35	0.11	-	-	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Joint Venture/ Associates		Others	
		March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022
(e)	**Finance Costs**										
	Ramesh Parekh	6.47	10.95	-	-	-	-	-	-	-	-
	Samir Parekh	-	3.96	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	2.30	-	-	-	-	-	-	-	-
	Total	**6.47**	**17.21**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(f)	**Freight inward/outward**										
	Parekh Bulk Carrier	-	-	-	246.19	253.52	-	-	-	-	-
	Total	**-**	**-**	**-**	**246.19**	**253.52**	**-**	**-**	**-**	**-**	**-**
(g)	**Rent**										
	Ramesh Parekh	39.18	36.74	-	-	-	-	-	-	-	-
	Samir Parekh	8.05	7.31	-	-	-	-	-	-	-	-
	Aslesh Parekh	8.05	7.31	-	-	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	0.30	-	-	-	-	-	-
	Sunita Parekh	-	-	11.87	11.71	-	-	-	-	-	-
	Total	**55.27**	**51.37**	**11.87**	**12.01**	**-**	**-**	**-**	**-**	**-**	**-**
(h)	**Purchases**										
	Texol Lubritech FZC	-	-	-	-	-	-	-	147.60	-	-
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	140.59	-	-	-	-
	Ghanish Energy FZE	-	-	-	-	472.79	-	-	-	-	-
	Naturepure Wellness Private Limited	-	-	-	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**472.79**	**140.59**	**-**	**147.60**	**-**	**-**
(i)	**Expenditure on Corporate Social Responsibility**										
	Kamlaben Babulal Charitable Trust	-	-	-	-	-	-	-	-	5.00	5.50
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**5.00**	**5.50**
(j)	**Reimbursement of Expenses**										
	Texol Lubritech FZC	-	-	-	-	-	-	-	0.01	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.01**	**-**	**-**
(k)	**Commission**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	25.89	-	-	-	-
	Naturepure Wellness Private Limited	-	-	-	-	-	15.78	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**41.68**	**-**	**-**	**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Joint Venture/ Associates		Others	
		March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022
(I)	**Dividend Paid**										
	Samir Parekh	-	10.97	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	10.97	-	-	-	-	-	-	-	-
	Ramesh Parekh	-	171.86	-	-	-	-	-	-	-	-
	Sharmishtha Parekh	-	-	-	4.28	-	-	-	-	-	-
	Dimple Parekh	-	-	-	2.85	-	-	-	-	-	-
	Saurabh Parekh	-	-	-	11.69	-	-	-	-	-	-
	Nishita Parekh	-	-	-	2.85	-	-	-	-	-	-
	Sunita Parekh	-	-	-	15.39	-	-	-	-	-	-
	Total	**-**	**193.80**	**-**	**37.05**	**-**	**-**	**-**	**-**	**-**	**-**
2	**INCOME**										
(a)	**Sale of Products**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	1,232.11	-	-	-	-
	Texol Lubritech FZC							-	697.71		
	Ghanish Energy FZE	-	-	-	-	479.55					
	Naturepure Wellness Private Limited					19.24	0.02	-	-		
	Total	**-**	**-**	**-**	**-**	**498.79**	**1,232.13**	**-**	**697.71**	**-**	**-**
(b)	**Sale of Services**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	13.29	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**13.29**	**-**	**-**	**-**	**-**
(c)	**Slump Sale - Coal Business**										
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	-	-	40.36	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**40.36**	**-**	**-**
(d)	**Freight & Insurance collected on Sales**										
	Texol Lubritech FZC	-	-	-	-	-	-	-	16.86	-	-
	Ghanish Energy FZE	-	-	-	-	4.89					
	Total	**-**	**-**	**-**	**-**	**4.89**	**-**	**-**	**16.86**	**-**	**-**
(e)	**Reimbursement of expenses**										
	Gandhar Coal & Mines Pvt.Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	12.90	-	-	-	-	-
	Texol Oils FZC	-	-	-	-	-	-	0.31	-	-	-
	Total	**-**	**-**	**-**	**-**	**12.90**	**-**	**0.31**	**-**	**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Joint Venture/ Associates		Others	
		March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022
(e)	Commission Received										
	Gandhar Coal & Mines Pvt.Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	120.41	9.66	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**120.41**	**9.66**	**-**	**-**	**-**	**-**
3	OTHERS										
a)	Short-term borrowings obtained										
	Samir Parekh	-	67.00	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	87.80	-	-	-	-	-	-	-	-
	Ramesh Parekh	914.50	692.50	-	-	-	-	-	-	-	-
	Total	**914.50**	**847.30**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
b)	**Short-term borrowings repaid**										
	Samir Parekh	-	117.18	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	102.18	-	-	-	-	-	-	-	-
	Ramesh Parekh	914.50	776.30	-	-	-	-	-	-	-	-
	Total	**914.50**	**995.67**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
c)	**Non Current Investments Made**										
	Texol Lubritech - FZC	-	-	-	-	-	-	-	0.72	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.72**	**-**	**-**
4	OUTSTANDINGS										
a)	**Security Deposit for Premises**										
	Ramesh Parekh	40.00	40.00	-	-	-	-	-	-	-	-
	Samir Parekh	6.00	6.00	-	-	-	-	-	-	-	-
	Aslesh Parekh	6.00	6.00	-	-	-	-	-	-	-	-
	Total	**52.00**	**52.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
b)	**Trade Receivables**										
	Gandhar Coal & Mines Pvt. Ltd (Gandhar Coal & Mines converted to company)	-	-	-	-	-	56.89			-	-
	Texol Lubritech- FZC					-		-	211.48		
	Naturepure Wellness Private Limited					3.68		-	-		
	Total	**-**	**-**	**-**	**-**	**3.68**	**56.89**	**-**	**211.48**	**-**	**-**
c)	**Other receivables/Advance to supplier**										
	Texol Oils FZC	-	-	-	-	-	-	3.33	-	-	-
	Gandhar Coal & Mines Pvt. Ltd. (Gandhar Coal & Mines converted to company)	-	-	-	-	-	0.20	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**0.20**	**3.33**	**-**	**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 B. Transaction With Related Parties

(₹ in Million)

SR NO	Particulars	Key management personnel / Individual Having significant interest		Relatives of Key management personnel / Individual having significant interest		Enterprises owned/ controlled by key management Personnel or directors or their relatives or person having significant Interest		Joint Venture/ Associates		Others	
		March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022	March-2023	March-2022
d)	**Trade Payables**										
	Parekh Bulk Carrier	-	-	-	-	51.41	72.71	-	-	-	-
	Texol Lubritech- FZC	-	-	-	-	-	-	-	1.94		
	Ghanish Energy FZE	-	-	-	-	164.11	-	-	-	-	-
	Nature Pure Wellness Private Limited	-	-	-	-	-	17.84	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**215.52**	**90.54**	**-**	**1.94**	**-**	**-**
e)	**Payable for Expenses:**										
(iii)	**Salary Payable**										
	Samir Parekh	-	10.82	-	-	-	-	-	-	-	-
	Aslesh Parekh	-	10.81	-	-	-	-	-	-	-	-
	Ramesh Parekh	-	0.33	-	-	-	-	-	-	-	-
	Sharmistha Parekh	-	-	-	0.14	-	-	-	-	-	-
	Dimple Parekh	-	-	-	0.14	-	-	-	-	-	-
	Nishita Parekh	-	-	-	0.14	-	-	-	-	-	-
	Indrajit Bhattacharyya	-	0.13	-	-	-	-	-	-	-	-
	Jayshree Soni	-	0.08	-	-	-	-	-	-	-	-
	Total	**-**	**22.18**	**-**	**0.41**	**-**	**-**	**-**	**-**	**-**	**-**
h)	**Corporate Guarantee Given**										
	Texol Lubritech FZC	-	-	-	-	-	-	-	938.16	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**938.16**	**-**	**-**

*As the liabilities for defined benefit plans are provided on actuarial basis for the Parent Company as a whole, the amounts pertaining to Key Management Personnel are not included.

"** Certain directors and their relatives and certain concerns belonging to them have given personal guarantee and corporate guarantee respectively for credit facilities availed by the company as stated in Note no. 16 and 20. "

C) Related parties are identified by the management and relied upon by the auditors.

D) Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

The Group has not recorded any impairment of receivables relating to amounts owed by related parties (P.Y- Nil). This assessment is undertaken each financial year through examining the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

38 Research & Development Expenditure

(₹ in Million)

Sr. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A	**Revenure Expenditure**		
a)	Salary, Wages & other benefits	33.22	30.71
b)	Laboratory Expense	1.28	1.06
c)	Other Exp.	0.35	0.22
d)	Travelling & Conveyance Expenses	1.06	0.52
e)	Telephone Expense	0.00	0.00
f)	Testing Expenses	0.08	0.03
g)	Repairs & Maintenance	0.90	0.63
Total (A)		**36.89**	**33.18**
B	Capital Expenditure		
a)	Laboratory Equipment	1.22	11.43
b)	Office/Other Equipment/Electrical Installation	-	0.23
c)	Furniture & Fixture	1.01	-
Total (B)		**2.23**	**11.66**
Total (A+B)		**39.12**	**44.84**

39 Segmental Reporting

a) Primary Segment reporting (by business segment):

i. The parent company has sold its coal business on Slump Sale basis on March 30, 2022. Therefore segment reporting is not applicable. The group had identified Business Segment as the Primary Segment till March 30, 2022. Segments had been identified taking into account the nature of the products, differing risks and returns, organizational structure and internal reporting system.

ii **Composition of the business segment till March 30, 2022**

Name of the Segment	Comprises of
Petroleum Products	Manufacturing and Trading of Petroleum Products and Specialty Oils
Non-coking Coal	a) Trading of Non-coking Coal*
	b) Logistics Services (Cargo handling and transportation"
Others	a) Consignment and Del-credere Agency
	b) Trading of other products"

iii) Information about Primary Segment are as follows :- *The parent company has sold its coal business on Slump Sale basis on March 30, 2022 therefore it is not a reportable segment on March 31, 2023

iv) Segment Revenue, Segment Results, Segments Assets and Segment Liabilities includes the respective amounts identifiable to each of the Segments and also amounts allocated on a reasonable (estimated) basis, if any.

B) Secondary Segment reporting (by Geographical demarcation):

(i) The Secondary Segment is based on geographical market i.e. Domestic Market and Overseas Markets.

(ii) Information about Secondary Segments are as follows

(₹ in Million)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Segmant Revenue		
Domestic Market	18,641.29	21,125.89
Oversese Market	22,164.45	14,337.09
Total	**40,805.74**	**35,462.98**
Segmant Assets		
Domestic Market	10,054.90	1,771.40
Overseas Market	6,262.79	11,590.83
Total	**16,317.70**	**13,362.23**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(iii) The Geographical Segments consists of

- Sales in domestic market represent sales to customers located in India.
- Sales in overseas market represent sales to customers located outside India.

(iv) The Group has common fixed assets for producing goods/providing services to domestic as well as overseas markets. Hence, separate figures for fixed assets/ addition to fixed assets have not been furnished.

40 IND AS 116 - Leases

(₹ in Million)

Particulars	2022-23	2021-22
Right to use Assets		
Balance at the beginning of the reporting period/year	290.32	102.57
On Acqisition of Subsisiary	-	167.32
Additions during the period/year	194.36	82.86
Deletion during the period/year	33.88	1.12
	450.81	**351.63**
Less:		
Amortisation -Acqisition of Subsisiary	-	9.70
Amortisation for the period/year	59.58	52.72
Disposal and adjustments	33.88	1.12
	25.70	**61.31**
Carrying value at the end of the period/year	**425.10**	**290.32**
Maturity Analysis of lease liabilities		
Less than 1 year	41.33	47.28
1 to 5 years	371.68	278.85
More than 5 years	91.58	-
Total lease liabilities at the period/year end	504.59	326.12
Recognised into statement of Financial Position		
Non Current	463.26	278.85
Current	41.33	47.28
Amount recognised into Profit & Loss account		
Amortisation of Right to use assets	59.58	52.72
Interest expenses on Lease liabilities	45.35	25.37
Expenses relating to Short term leases & low value assets leases	4.07	5.33
Total	**109.01**	**83.42**
Principal payment on lease liabilities	36.50	62.16
Amount recognised into Cash flows		
Total cash outflows of lease payments (including short term leases & low value assets leases)	**85.93**	**92.86**

*Effective April 1, 2019, the group adopted IND AS 116 - Leases. Group applied IND AS 116 using modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at April 1, 2019.

Refer Note2(15) for accounting policies adopted by Group for its leases.

The Group has applied paragraph 6 of IND AS 116; for accounting of Short term leases having lease period of less than 12 months and leases for which the underlying assets if of low value.

Lease payments associated with these leases are accounted either on straight line basis over the lease term or another systemic basis which is more representative of the lease payment pattern.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 41 Income Tax Expense

(₹ in Million)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i)	**Tax Expense recognised in the Statement of Profit and Loss**		
	Current Income Tax	581.07	614.40
	Income tax of earlier years	1.51	1.17
	Deferred Income Tax Liability / (Asset), net		
	Origination and reversal of temporary differences	(3.30)	2.10
	Deferred Tax Expense	(3.30)	2.10
	Tax Expense For the Year	**579.28**	**617.66**
ii)	**Amounts recognised in Other Comprehensive Income**		
	Items that will not be reclassified to Profit or Loss		
	Remeasurement of defined benefit plan	1.93	0.81
		1.93	**0.81**
iii)	**Reconciliation of effective tax rate**		
	Profit Before Tax	2,718.57	2,258.85
	Tax rate	0.25	0.25
	Tax using the Company's domestic tax rate	684.21	568.51
	Tax effect of:		
	Non-deductible tax expenses / disallowances under Income Tax Act (Net)	9.32	0.72
	Effect of Income taxed at specific rate	-	(37.06)
	Others	(0.38)	0.46
	Subsdiary profits taxed at different rate	(112.08)	81.77
		581.07	**614.40**

iv) Movement in deferred tax balances

(₹ in Million)

Particulars	Net Balance as on 01.04.2022	Recognised in P&L	Recognised in OCI	Net Balance as on 31.12.2022
Property, Plant and Equipment, Investment Properties	26.45	1.78		28.23
Allowable on payment basis (Net)	3.54	-		3.54
Investment in unquoted equity instruments(Mutual Funds)	0.15	(0.01)		0.14
Provisions	(11.90)	(7.25)	1.93	(17.21)
Indexation benefit on Land	(16.39)	0.74		(15.66)
Net tax liabilities	**1.85**	**(4.74)**	**1.93**	**(0.96)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 42 Financial Instruments : Accounting classifications and fair value measurements

(i) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

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

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

As at March 31, 2023

(₹ in Million)

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value		
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial Assets										
Investments In										
Government Certificates	5	0.04	-	0.04			0.04			
Mutual Funds	5	1.60	-	1.60	1.60				1.60	
Loans to Employees	6	1.91	1.47	3.38			3.38			
Loans to others	6		86.00	86.00			86.00			
Trade receivables	10		5,618.04	5,618.04			5,618.04			
Cash and cash equivalents	11		468.46	468.46			468.46			
Bank Balances	12		613.95	613.95			613.95			
Derivative Assets	7		0.00	0.00	0.00				0.00	
Others Financial Assets	7	623.64	188.48	812.12			812.12			
Total		**627.19**	**6,976.40**	**7,603.59**	**1.60**	**-**	**7,601.98**	**-**	**1.60**	**-**
Financial Liablities										
Long term Borrowings	16	222.98	-	222.98			222.98			
Lease Liabilities	17	463.26	41.33	504.59			504.59			
Short term Borrowings	20	-	1,472.27	1,472.27			1,472.27			
Trade payables	21		5,672.54	5,672.54			5,672.54			
Derivative Liabilities	22		10.37	10.37	10.37				10.37	
Other Financial Liabilities	22		164.71	164.71			164.71			
Total		**686.24**	**7,361.22**	**8,047.46**	**10.37**	**-**	**8,037.10**	**-**	**10.37**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

As at 31 March, 2022

(₹ in Million)

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value		
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial Assets										
Investments In										
Government bonds	5	-		-			-			
Government Certificates	5	0.04		0.04			0.04			
Mutual Funds	5	1.65		1.65	1.65				1.65	
Loans to Employees	6	0.98	1.79	2.77			2.77			
Loans to others			6	-	-	-			-	
Trade receivabless	10		4,409.19	4,409.19			4,409.19			
Cash and cash equivalents	11		596.79	596.79			596.79			
Bank Balances other than	12		1,231.10	1,231.10			1,231.10			
Derivative Assets	7		4.02	4.02	4.02				4.02	
Others Financial Assets	7	204.04	106.85	310.89			310.89			
Total		**206.70**	**6,349.74**	**6,556.44**	**5.68**	**-**	**6,550.77**	**-**	**5.68**	**-**
Financial Liablities										
Long term Borrowings	16	338.96		338.96			338.96			
Lease Liabilties	17	278.85	47.28	326.12			326.12			
Short term Borrowings	20		1,242.64	1,242.64			1,242.64			
Trade payables	21		5,174.31	5,174.31			5,174.31			
Derivative Liabilities	22		-	-	-			-		
Other Financial Liabilities	22		222.04	222.04			222.04			
Total		**617.81**	**6,686.26**	**7,304.07**	**-**	**-**	**7,304.07**	**-**	**-**	**-**

Note

Based on Ind AS - 109, financial Assets in the form of long term interest free deposits to related party and investment government bonds have been accounted at fair value on initial recognition and subsequently measured at amortized cost using the effective interest rate method.

The financial assets -investments in Joint Ventures are measured at cost in accordance with Ind AS 101 and Ind AS 28

The fair value for financial instruments such as trade receivables, cash and cash equivalents, trade payables etc. have not been disclosed because the carrying values approximate the fair value.

(iii) Description of significant observable inputs to valuation:

The following table shows the valuation techniques used to determine fair value :

TYPE	Valuation Technique
Investment in Mutual fund (Un Quoted)	Based on NAV
Investment on Government bonds	Based on discounted cash flow analysis
Security Deposits from a related party	Based on discounted cash flow analysis
Derivatives instruments	Based on FEDAI rate adjusted for interpolated spread based on residual maturity

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

43 Financial Risk Management

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The Group has identified financial risks and categorised them in three parts viz.

(i) Credit Risk,

(ii) Liquidity Risk and

(iii) Market Risk.

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors are responsible for developing and monitoring the Group's risk management.

The Group's risk management framework, are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. "

(i) Credit Risk

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables, other receivables, loans and investments. For other financial assets (including investments securities, cash and cash equivalents and derivatives), the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables, loans and advances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade Receivables

(₹ in Million)

Particulars	As at March 31, 2023	As at March 31, 2022
	Gross Carring Amount	
Trade Trade receivables	5,681.87	4,442.94
Less: Loss allowance based on expected credit loss model	(63.84)	(33.76)
	5,618.04	**4,409.19**

Management believe that the unimpaired amounts which are past due are fully collectible

The movement in the allowance for impairment in respect of trade receivables is as follows

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at April 01, 2022	33.75	
Impairment loss recognised during the year	28.21	
Amounts written back due to recovery	-	
Amounts written back due to non -recovery	1.88	
Balance as at March 31, 2023	**63.83**	

Bad-debts	**2022-23**	**2021-22**
Bad-debts recognised in statement of Profit and Loss	-	72.23

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Investments

The Group invests its surplus funds mainly in liquid schemes of mutual funds which carry no / low mark to market risks for short duration and therefore, does not expose the Group to credit risk. Such investments are made after reviewing the credit worthiness and market standing of such funds and therefore, does not expose the Group to credit risk. Such investments are monitored on a regular basis.

Loans and other financial assets

Loans and other financial assets includes other receivables, loans given and earnest money deposits/security deposits to customers, security deposits for premised taken on lease. This loans and deposits were made in continuation of business related activities and are made after review as per companies policy.

Cash and cash equivalents

The cash and cash equivalents are held with banks with good credit ratings. Also, the Group invests its surplus funds in bank fixed deposits and liquid schemes of mutual funds, which carry no / low mark to market risks for short duration and therefore, does not expose the Group to credit risk.

Derivatives

The Forward/option contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

(ii) Liquidity risk

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

The Group maintains sufficient cash and cash equivalents, and internally generated cash flows to finance their activities, including maintaining the flexibility of funding through the use of credit facilities from banks. Management monitors this regularly to keep its liquidity risk to an appropriate level.

a) Financing arrangements

The Group has an adequate fund and non-fund based limits lines with various banks. The Group's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans like buyer's credit loan, Packing credit Loans etc.

b) Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows

(₹ in Million)

As at March 31,2023 Particular	Total	Less than One year	1 to 5 years	More than five year
Long term borrowings	222.98	-	222.98	-
Short term borrowings (including Current maturities of long term borrowings)	1,472.27	1,472.27		
Current maturities of long term borrowings		-	-	
Lease Liabilities	504.59	41.33	371.68	91.58
Trade and other payables	5,672.54	5,672.54		
Other financial liabilities	164.71	164.71	-	
Derivative financial liabilities	10.37	10.37		
	8,047.46	**7,361.22**	**594.66**	**91.58**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

As at March 31,2022

(₹ in Million)

	Total	Less than One year	1 to 5 years	More than five year
Long term borrowings	338.96		338.96	-
Short term borrowings	1,242.64	1,242.64		
Lease Liabilities	326.12	47.28	278.85	-
Trade and other payables	5,174.31	5,174.31		
Other financial liabilities	222.04	222.04	-	
Derivative financial liabilities	-	-	-	-
	7,304.07	**6,686.26**	**617.81**	

(iii) Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of
(a) Currency risk ,
(b) Interest rate risk and
(c) Commodity risk.

a) Currency risk

The Group is exposed to currency risk mainly on account of its import payables, short term borrowings and export receivables in foreign currency. The major exposures of the Group are in U.S. dollars. The Group hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through options and forward foreign currency covers. The Group has a policy in place for hedging its foreign currency borrowings along with interest. The Group does not use derivative financial instruments for trading or speculative purposes.

Category	Instrument	Currency	Cross Currency
Hedges of recognised assets & Liabilities	Forward/Option contracts	USD	INR

Exposure to currency risk - The currency profile of financial assets and financial liabilities is below :

Particulars	**As at March 31, 2023**				**As at March 31, 2022**			
Financial assets	**INR**	**USD**	**EUR**	**AED**	**INR**	**USD**	**EUR**	**AED**
Trade and other receivables	2,582.73	16.00	2.93	-	1,748.64	19.60	0.46	(10.49)
Cash and Cash Equivalents	659.42	0.03	0.00	-	452.90	0.68	0.18	-
Less: Forward Contracts	(82.46)	(1.00)	-	-	(311.20)	(4.00)	-	
Net exposure for assets - A	**3,159.70**	**15.03**	**2.93**	**-**	**1,890.34**	**16.28**	**0.64**	**(10.49)**
Financial liablities								
Trade and other payables	5,011.88	38.10	0.00	(0.22)	4,718.90	55.82	-	(10.49)
Short term borrowings	1,534.94	-	-	-	1,289.79	1.82	-	
Other current financial liabilities	44.26	0.24	-	-	47.37	0.05	-	-
Less: Forward Contracts	(1,682.69)	(20.45)	-	-	(2,691.22)	(35.48)	- -	
Net exposure for liabilities - B	**4,908.40**	**17.89**	**0.00**	**(0.22)**	**3,364.84**	**22.21**	**-**	**(10.49)**
Net exposure (A-B)	**(1,748.69)**	**(2.86)**	**2.93**	**0.22**	**(1,474.50)**	**(5.92)**	**0.64**	**-**

The following exchange rates have been applied at the end of the respective years

	As at March 31,2023	As at March 31,2022
USD 1	82.16	75.95
EUR 1	89.32	84.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against the foreign currencies at March 31 would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	For the year ended March 31, 2023		For the year ended March 31, 2022	
	strengthening	weakening	strengthening	weakening
USD Movement (%)	1%	1%	1%	1%
EUR Movement (%)	1%	1%	1%	1%
Impact on Profit or (loss) (₹ In Million)	0.27	(0.27)	(3.96)	3.96

b) Interest rate risk

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

The Management is responsible for the monitoring of the Group's interest rate position. Various variables are considered by the Management in structuring the Group's borrowings to achieve a reasonable, competitive, cost of funding.

Exposure to interest rate risk

Group's interest rate risk arises from borrowings. The interest rate profile of the Group's interestbearing financial instruments as reported to the Management of the Group is as follows:

(₹ in Million)

Borrowings	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	27.75	16.34
Variable rate borrowings	1,667.51	1,565.26
	1,695.25	**1,581.60**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the Group by the amounts indicated in the table below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. The indicative 25 basis point (0.25%) movement is directional and does not reflect management forecast on interest rate movement.

This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	For the year ended March 31, 2023		For the year ended March 31, 2022	
	25 bp increase	25 bp decrease	25 bp increase	25 bp decrease
Floating rate borrowing	0.25%	0.25%	0.25%	0.25%
Impact on Profit or (loss) (₹ In Million)	(4.17)	4.17	(3.91)	3.91

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(iii) Commodity Risk

Raw Material Risk

Petroleum Products Segment - Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Group. Volatility in prices of crude oil and base oil is another major risk for this segment. The Group procures base oils from various suppliers scattered in different parts of the world. The Group tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

(i) Debt Equity Ratio

The Group monitors capital using debt equity ratio. The Group's debt to equity ratios are as follows:

(₹ in Million)

	As at March 31, 2023	As at March 31, 2022
Debt		
Long term borrowings	222.98	338.96
Short term borrowings (Including Current maturities of long term borrowings)	1,472.27	1,242.64
Add: Current maturities of long term borrowings	-	-
Total Borrowing	**1,695.25**	**1,581.60**
Total Equity	**7,434.05**	**5,584.77**
Debts to Equity Ratio	0.23	0.28

(ii) Dividends

		Year Ended March 31, 2023	Year Ended March 31, 2022
Dividends paid during the year			
- Interim Dividend	Rate per Share	-	5.50
	Amount in (Rs in Million)	-	440
- Final Dividend	Rate per Share	-	1.00
	Amount in (Rs in Million)	-	16.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

44 Master netting or Similar agreements

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at Balance Sheet dates:

(₹ in Million)

Particulars	Effect of offsetting on balance Sheet			Related amounts not offset		
	Gross Amount	Gross Amounts set off in the Balance sheet	Net Amounts presented in the Balance sheet	Amounts Subject o master netting arrangements	Financial instruments collateral	Net Amounts
As at March 31, 2023						
Financial Assets						
Derivatives Instruments	0.00	-	0.00	(0.00)	-	-
Financial Liabilities						
Derivatives Instruments	10.37	-	10.37	(0.00)	-	10.37

(₹ in Million)

Particulars	Effect of offsetting on balance Sheet			Related amounts not offset		
	Gross Amount	Gross Amounts set off in the Balance sheet	Net Amounts presented in the Balance sheet	Amounts Subject o master netting arrangements	Financial instruments collateral	Net Amounts
As at March 31, 2022						
Financial Assets						
Derivatives Instruments	4.02	-	4.02	-	-	4.02
Financial Liabilities						
Derivatives Instruments	-	-	-	-	-	-

Offsetting arrangements

Derivatives

The Parent company enters into derivative contracts for hedging foreign exchange exposures. Agreements with derivative counterparties are based on an ISDA Master Agreement. Under the terms of these arrangements, only where certain credit events occur (such as default), the net position owing | receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements terminated. As the company does not presently have a legally enforceable right of set-off, these amounts have not been offset in the Balance Sheet.

45 Earnings Per Share

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Net Profit attributable to Owners of the Company(₹)	1,908.77	1,489.02
Weighted average number of Shares used in computing Basic and diluted earnings per share.	8,00,00,000	8,00,00,000
Nominal Value of Per Equity Shares (₹)	2.00	2.00
Basic and diluted Earnings Per Share (₹)	23.86	18.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

46 Dividend on Equity Shares

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Proposed Final Dividend ₹Nil per shares (PY ₹1 per share)	0.50	-
Final Dividend ₹1 per shares paid of ₹10 each	-	16.00
Interim Dividend ₹5.5 per shares paid of ₹2 each	-	440.00
Weighted average number of Shares	8,00,00,000	8,00,00,000
Nominal Value of Per Equity Shares (₹)	2.00	2.00

*Proposed Dividend is subject to Shareholders' approval in the ensuing Annual General Meeting and has not been recognised as a liability as at Balance Sheet date.

The Board of Directors at its meeting held on May 24, 2023 has recommended a final dividend 25% i.e. ₹ 0.50 paise per equity share of face value of ₹ 2 each amounting to ₹ 40.00 million.

47 Corporate Social Responsibility (CSR) :

(₹ in Million)

	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
(i)	Amount required to be spent by the Company during the year	19.55	6.26
(ii)	Amount of expenditure incurred	14.03	6.40
(iii)	Shortfall at the end of the year*	5.52	-
(iv)	Total of previous years shortfall	-	-
(v)	Reason for shortfall	Pertains to ongoing projects	NA
(vi)	Nature of CSR activities	Eradicating hunger, poverty and malnutrition, providing food and meal for senior citizen, promoting health care & providing medical relief, promoting education including special education and employment enhancing vocational skills, relief and rehabilitation for combating with COVID-19 pandemic related activities.	
(vii)	Contribution to a trust controlled by the group(1)	5.00	5.50

(1) The Kamlaben Babulal Charitable Trust formed in the year 2002 by the promoter of Gandhar Oil Refinery (India) Ltd is a related party. For the year ending March 31, 2023, the Company has made contributions to Kamlaben Babulal Charitable Trust to fulfil its corporate social responsibilities. The trust was established to grant aids and make donations to schools, colleges etc.

* The unspent amount has been transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

48 IND AS 115 - Revenue from Contracts with Customers

(i) Disaggregated revenue

The chief operational decision maker monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on Profit or Loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of nature of products / services.

The group uses the same operating segment information for reporting purposes in all its communication to various stakeholders i.e. annual report, investor presentations

For disclosures containing the disaggregated revenue - Refer note no 39 - Segment Reporting

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(ii) Contract balances

(₹ in Million)

	2022-23	2021-22
Contract assets		
Unbilled revenue		
As at April 1, 2022	-	-
Add: Addition during the period/year	-	-
	-	-
Less: Trasferred to receivable	-	-
As at March 31, 2023	-	-
Contract liability		
Advances from customers		
As at April 1, 2022	145.36	149.00
Add: Addition during the period/year	312.00	145.36
	457.35	294.36
Less: Revenue recognised during the period/year	(130.47)	(149.00)
As at March 31, 2023	326.89	145.36

Refer note no 10 - for Trade receivables balances

49 Sale of Overseas Subsidiary Company - Gandhar Oil & Energy DMCC to Gandhar Coals and Mines Private Limited

During the previous year, the Company has sold its wholly owned overseas subsidiary Gandhar Oil & Energy (DMCC) to Gandhar Coals & Mines Private Limited by way of transfer of 2000 ordinary shares of AED 1000 each at a consideration of ₹ 55.61 million. For this purpose, the valuation of the shares of DMCC has been computed on a fair market value (FMV) basis on February 22, 2022 reported as under:

No.	Particulars	Amount
1	Value per share	$371.33
2	No of shares held by GORIL	2000
3	Total Valuation	$7,42,660
4	Conversion Rate	1$ =₹ 74.8804
5	Total INR Value	5,56,10,678
	₹ in million	55.61

50 Dividend Income

During the year ended March 31, 2023, the parent company has received dividend from a foreign subsidiary - Texol Lubritech FZC amounting to INR 16.63 million. Dividend received @AED 1500 per share on 501 shares of AED1 each.

The Dividend Declared by Texol Lubritech FZC on November 2, 2022 AED 1.50 Million on 1000 Shares of AED 1 each 1000 each @AED 1500 per share and received by the parent company on 501 shares INR 16.63 million on November 17, 2022.

During the previous year ended March 31, 2022, the parent company has received dividend from a wholly owned foreign subsidiary - Gandhar Oil and Energy DMCC amounting to INR 447.36 million. Dividend received @usd 3000 per share on 2000 shares of AED1 each.

The Dividend Declared by Gandhar Oil and Energy DMCC on September 15, 2021 USD 3.20 Million on 2000 Shares of AED 1 each 1000 each @USD 1600 per share and received by the parent company INR 237.17 million on November 8, 2021.The Dividend Declared by Gandhar Oil and Energy DMCC on October 4, 2021 USD 2.80 Million on 2000 Shares of AED 1 each 1000 each @ USD 1400 per share and received by the parent company INR 210.20 million on November 29, 2021.

51 Difference In Accounting Estimates

The accounting estimates of certain subsidiaries especially regarding the accounting depreciation and for retirement benefits are not in consonance with the group accounting policies. No effect has been given in the consolidated financial statements on account of such differing accounting policies, where the impact is not expected to be material.

52 Disclosure regarding loans given, investments made and guarantee given pursuant to section 186(4) of the Companies Act, 2013:-

a) Loan Given - Refer note no.6

b) Guarantee given - Refer note no.34 (b)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

53 Texol Lubritech FZC - Subsidiary from Joint venture

During the previous year on March 30, 2022, the parent Company acquired one share of Texol Lubritech FZC, Sharjah, UAE, a joint Venture Company from ESPE Petrochemicals FZE, its joint venture partner. The effect of acquisition of one share from ESPE Petrochemicals FZE has resulted into Texol Lubritech FZC now being a partly owned subsidiary of the Company whereby the shareholding of the Company will increase from 50% to 50.10% at an additional consideration of ₹ 0.72 million.

54 Exceptional Items - Sale of Coal Business on Slump sale basis

During the previous year and/or effective from March 31, 2022, the parent Company has divested its 100% stake in its Coal business segment, to sell its coal business as a Going Concern on slump sale basis by entering into Business Transfer Agreement dated March 30, 2022 with Gandhar

55 RATIO AND ITS COMPONENTS

The ratios for the years ended March 31, 2023 and March 31, 2022 are as follows :

	Ratios	Unit	Basis	2022-23 Ratio	2021-22 Ratio	Variance (in %)
a)	Current ratio	Times	Current Assets / Current Liabilities	1.61	1.53	5.03%
b)	Debt- Equity Ratio	Times	Total Debt*/ Total Shareholder Equity	0.22	0.27	-20.39%
c)	Debt Service Coverage Ratio**	Times	EBITDA / (Finance Cost +Principal)	4.69	4.79	-2.11%
d)	Return on Equity Ratio	Percentage	Profit After Tax / Average of last two years net worth	31.54%	31.54%	0.00%
e)	Inventory Turnover Ratio***	Times	Cost of Goods Sold / Average Inventory	9.16	11.66	-21.44%
f)	Trade Receivable Turnover Ratio	Times	Credit Sales of Products and Services / Average Trade Receivables	8.13	7.38	10.10%
g)	Trade Payable Turnover Ratio	Times	Credit Purchases / Average Trade Payables	6.53	5.84	11.75%
h)	Net Capital Turnover Ratio	Times	Working capital (Current asset - current liabilities)	8.61	9.65	-10.78%
i)	Net Profit Ratio	Percentage	Net Profit After Tax / Total Income	5.21%	4.59%	0.63%
j)	Return on Capital Employed	Percentage	Earnings before Interest and Tax / Capital Employed	40.32%	39.77%	0.54%
k)	Return on Investment	Percentage	Net Profit After Tax / Cost of Investment	31.23%	31.54%	-0.32%

* Total Debt = Non-Current Borrowings + Current Borrowings

** EBITDA = Net Profit Before Tax + Depreciation and Amortisation + Finance cost - Other Income; Finance cost + Principal Repayment of Term Loan

*** Cost of Goods Sold = Cost of Materials Consumed + Purchases of Stock-in-Trade + Changes in Inventories; Average Inventory

= (Opening Inventory + Closing Inventory)/2

Credit Sales of Products and Services = Sale of Products and Services - (% of Advances to Trade Receivables*Sale of Products and Services); Average Trade Receivables

= (Opening Trade Receivables +Closing Trade Receivables)/2

Credit Purchases = Purchase of Raw Materials on credit included in Cost of Materials Consumed + Purchase of Stock-in-Trade + Other Purchases; Average Trade Payables

= (Opening Trade Payables +Closing Trade Payables)/2

Net Worth = Total Equity Including Non-controlling Interest

EBIT = Net Profit before Tax + Finance Cost - Other Income; Capital Employed = Average of (Total Equity + Total Non-Current Liabilities)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2023

56 Additonal information, as required under Schedule III to Companies Act, 2013 of the Enterprises consolidated as subsidiary

Particulars	Net Assets, i.e. Total Assets minus Total Liabilities				Share in Profit or Loss				Share in other comprehensive Income (OCI)				Share in total comprehensive income (OCI)			
	As at March 31, 2023		As at March 31, 2022		For the Year ended March 31, 2023		For the Year ended March 31, 2022		For the Year ended March 31, 2023		For the Year ended March 31, 2022		For the Year ended March 31, 2023		For the Year ended March 31, 2022	
	As % of Consolidated Net Assets	(₹in Million)	As % of Consolidated Net Assets	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)	As % of Consolidated Profit or Loss	(₹in Million)
Name of Company																
(a) **Parent Company**																
Gandhar Oil Refinery (India) Limited	90.21%	7,021.34	92.11%	5,324.54	78.47%	1,678.65	92.54%	1,518.71	-1.20%	1.44	-1.81%	0.61	83.21%	1,680.09	94.51%	1,519.32
(b) **Subsidiary Companies**																
Gandhar Shipping and Logistics Private Limited	0.80%	62.25	1.10%	63.57	-0.06%	(1.33)	0.00%	0.02	0.00%	-	0.00%	-	-0.07%	(1.33)	0.00%	0.02
Texol Lubritech FZC	8.99%	699.55	6.79%	392.41	21.59%	461.96	18.58%	304.93	101.20%	(121.63)	141.29%	(47.53)	16.86%	340.33	16.01%	257.40
Gandhar Oil and Energy - Dubai	0.00%	-	0.00%	0.00	0.00%	-	-11.12%	(182.50)	0.00%	-	-39.48%	13.28	0.00%	-	-10.53%	(169.22)
Total (a+b)	**100.00%**	**7,783.13**	**100.00%**	**5,780.52**	**100.00%**	**2,139.29**	**100.00%**	**1,641.15**	**100.00%**	**(120.19)**	**100.00%**	**(33.64)**	**100.00%**	**2,019.10**	**100.00%**	**1,607.51**

57 Salient Features of Financial Statements of Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013:-

Part "A" Subsidiaries

(in Million)

Name of Subsidiary	Date of Incorporation	Proportion of Ownership Interest	Year	Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit (Loss) Before taxation	Provision for Taxation	Profit (Loss) After taxation
Gandhar Shipping and Logistics Private Limited	May 13, 2010	100%	2022-23	INR	10.00	52.25	66.30	4.06	-	6.06	0.24	1.57	(1.33)
			2021-22	INR	10.00	53.57	67.61	4.03	-	9.16	1.59	1.57	0.02
Texol Lubritech FZC	Jan 9, 2012	50.1%	2022-23	INR	17.44	682.11	4,564.78	3,865.22	-	11,832.57	461.96	-	461.96
			2021-22	INR	17.44	374.97	2,607.81	2,215.40	-	6,168.30	304.93	-	304.93
			2022-23	AED	1.00	37.30	211.63	173.33	-	539.56	17.57	-	17.57
			2021-22	AED	1.00	21.24	129.73	107.49	-	304.61	14.19	-	14.19
Gandhar Oil and Energy - Dubai	Dec 11, 2014	0%	2022-23	INR	-	-	-	-	-	-	-	-	-
			2021-22	INR	-	-	-	-	-	1,243.65	(182.50)	-	(182.50)
			2022-23	USD	-	-	-	-	-	-	-	-	-
			2021-22	USD	-	-	-	-	-	16.72	(2.46)	-	(2.46)

Notes

	As at March 31, 2023	As at March 31, 2022
1 USD = INR	82.16	75.95
1 AED = INR	22.30	20.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

58 Share issue expense

During the period ended March 31, 2023 the Parent Company has filed Draft Red Herring Prospectus with SEBI in connection with the proposed issue of Equity Shares of the Company by way of fresh issue and/ or an offer for sale by the existing shareholders. Accordingly, expenses incurred by the Company aggregating to ₹ 55.14 Mn in connection with filing of Draft Red Herring Prospectus have been shown under Other current assets. The same will be partly adjusted towards the securities premium account and partly recoverable from the existing shareholders (to the extent of shares offered for sale by existing shareholders, the expenses incurred by the Company for the proposed issue are recoverable from them) as per the provisions of the Companies Act, 2013. However, the actual number/proportion of shares to be offered for sale being not known to the Company as at March 31, 2023 the same has not been bifurcated and is included in Other current assets.

59 Texol Oils FZC - Associate Company

The Parent Company has incorporated an associate company i.e. Texol Oils FZC on 10th January, 2023 for dealing in Grease & Lubricants Manufacturing, Grease and Lubricants Blending, Beauty and Personal Care Requisities Manufacturing, Refining and Blending of Petroleum Products, Petrochemicals & Lubricants Import/Export/Storage/Trading of Petroleum Products, Petrochemicals &, Lubricants and Import/Export/Storage/Trading of Petroleum Products, Petrochemicals, Lubricants & Grease, Trading Refined Oil Producrs and as more particularly described in, and subject to, the License issued by the Hamriyah Free Zone Authority. The said associate company is yet to commence the business.

60 Other Statutory Disclosures

(i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Group have not traded or invested in Crypto currency or Virtual Currency during reporting periods.

(iii) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(iv) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) 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 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,

(vi) The Group does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.

(vii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(viii) The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

(ix) Section 8 of the Companies Act, 2013 companies are required to disclose grants or donations received during the year. Since, the Group is not covered under Section 8 of the Companies Act, 2013, the said disclosure is not applicable.

(x) There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods

(xi) During the reporting periods, the Group does not have any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment granted to promoters, directors, KMPs and related parties as per the definition of Companies Act, 2013.

(xii) The Group has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(xiii) There are no charge or satisfaction yet to be registered with ROC beyond the statutory period by the Group.

61 Events after reporting period

No significant adjusting event occurred between the balance sheet date and date of the approval of these financial statements by the Board of Directors of the company requiring adjustment or disclosure.

62 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

63 All amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirements of Schedule III, unless otherwise stated.

As per our report of even date attached
For Kailash Chand Jain & Co
Chartered Accountants
Firm Registration No: 112318W

Dipesh Mehta
Partner
Membership No. : 134607

Place : Mumbai
Date : May 24, 2023

For and on behalf of the Board of Gandhar Oil Refinery (India) Limited

Ramesh Parekh
Chairman & Managing Director
DIN: 01108443

Samir Parekh
Joint Managing Director
DIN: 02225839

Aslesh Parekh
Joint Managing Director
DIN: 02225795

Jayshree Soni
Company Secretary
Membership No. : 06528

Indrajit Bhattacharyya
Chief Financial Officer

Place : Mumbai
Date : May 24, 2023

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Gandhar Oil Refinery (India) Limited

9001:2015, ISO 14001:2015, ISO 45001:2018 (OHSAS) ISO/IEC 17025:2017
Government Recognised Three Star Export House & Govt. Recognised in-house R&D Centre

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