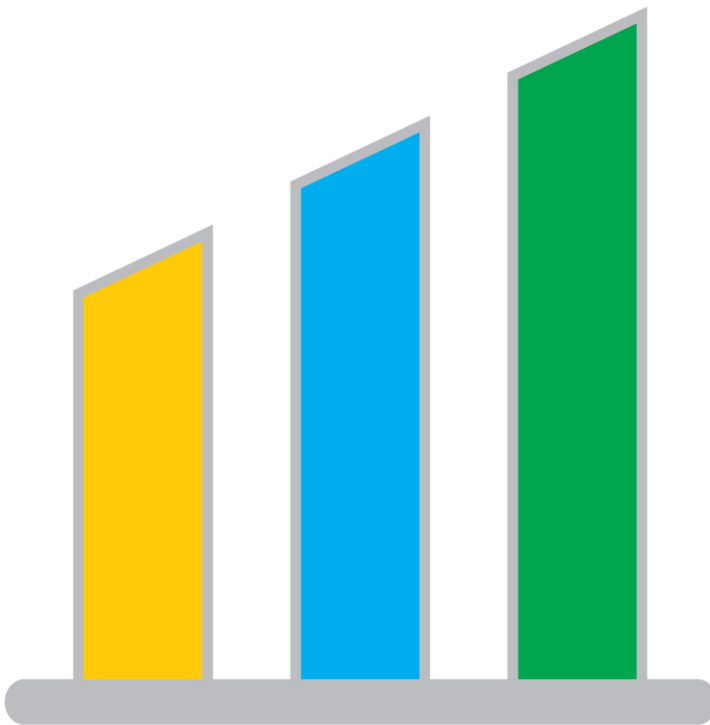




LEAD for GROWTH

75th Annual Report 2023-2024



APL METALS LIMITED
(Formerly known as Associated Pigments Limited)

APL METALS LIMITED

(CIN: L 24224WB1948PLC017455)

(Formerly Associated Pigments Limited)

Registered Office: 16/S Block-A, 2nd Floor, New Alipore, Kolkata-700053,

E-mail: aplcalcutta@rediffmail.com; Website: www.aplmetalsltd.com

Telephone: 033 358 36907

BOARD OF DIRECTORS (FY 2023-24)

Mr. Prakash Kumar Damani (DIN-01166790) – Chairman – Non-Executive
 Mr. Sanjiv Nandan Sahaya (DIN-00019420)- Managing Director
 Mr. Rajendra Sahay (DIN-02633026) - Independent Director
 Mr. Rahul Damani (DIN-05216197) – Director – Non-Executive
 Mr. Raghav Bajoria (DIN-08713745)- Director – Non-Executive
 Mrs. Harsha Sharma (DIN-09255202) - Independent Woman Director
 Mr. Varun Daga (DIN-06770822) – Independent Director

KEY MANAGERIAL PERSONNEL (KMP)

REGISTRAR & SHARE TRANSFER AGENTS

<ol style="list-style-type: none"> 1. Mr Sanjiv Nandan Sahaya, Managing Director and CEO 2. Mr. Rajnish Gambhir, Executive Director and Chief Financial Officer 3. Mr. Ram Narayan Prajapati (FCS-1889) Company Secretary 	M/S Niche Technologies Private Limited 3A, Auckland Place, 7 th Floor, Room No. 7A & 7B, Kolkata – 700017 Phones: (033) 2280 6616/6617/6618 (3 Lines) Email-Id : nichetechpl@nichetechpl.com Website : https://www.nichetechpl.com
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BANKER

FACTORIES

<ol style="list-style-type: none"> 1. Indian Bank, Erstwhile Allahabad Bank Mid Corporate Branch, Mission Raw 14, Indian Exchange Place, 1st Floor Kolkat Kolkata - 700 001 2. Axis Bank, SME Department, 1 Shakespeare Sarani, AC Market, Kolkata-700071 	<ol style="list-style-type: none"> 1. Panskura-(Mouza-Kanakpur, P.O-Purba Medinipur West Bengal Pin-721139 2. B.T Road-260, B.T. Road, Sukchar, Kolkata-700115 3. Malwan (Fatehpur), U.P-Plot No-B4 &5, UPSIDC Industrial Area, Malwan, Fatehpur (U.P) Pin -212664
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STATUTORY AUDITORS

INTERNAL AUDITORS

VPC & ASSOCIATES (FRN-313203E) Chartered Accountants, Kolkata	JSGA & Associates, (FRN-016078C) Chartered Accountants, Kolkata
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SECRETARIAL AUDITOR

COST AUDITOR

Rinku Gupta & Accoicates, (CP No- 9248) Practicing Co-Secretary, Kolkata	B. Saha & Associates, (FRN-100104) Cost Accountants, Kolkata
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E-mail: aplcalcutta@rediffmail.com; Website: www.aplmetalsltd.com

Telephone: 033 35836907

NOTICE OF 75th ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that **75th Annual General Meeting** of the Members of the Company will be held on Thursday, the 26th September, 2024 at 12.30 P.M IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

To consider and if thought fit, to pass each of the following Resolutions separately:

ORDINARY BUSINESS

1. Ordinary Resolution to receive, consider and adopt the Financial Statements for FY 2023-24

“RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March, 2024 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”

2. Ordinary Resolution to re-appoint Mr. Prakash Damani (DIN: 01166790) as a retiring director

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prakash Kumar Damani (DIN: 01166790), who retires by rotation, and is eligible for re- appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

SPECIAL BUSINESS

3. Ordinary Resolution to approve Material Related Party Transactions (RPT) with Promoter group

“RESOLVED THAT pursuant to Section-188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, supplemented or re-enacted from time to time, recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for transactions relating to availing of loan/financial facilities and repayment of loan, payment of finance cost involving sale / purchase / leasing / assignment and services with specified Related Parties of the Promoters group within the limits fixed for each entity pursuant to Section 180(1)(c) of the Act within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in a financial year in the ordinary course of business at arm’s length price and on the terms and conditions as may be approved by the Board of Directors of the Company on recommendation of Audit Committee from time to time during the financial years 2024-25 upto 2030-31

“**RESOLVED FURTHER THAT** all actions taken by the Board on above matters in respect of aforesaid transaction/s with such Promoter group entities be and is hereby approved, ratified and confirmed and the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

4. Ordinary Resolution to approve Material Related Party Transactions (RPT) with Non-Promoter group of entities

“**RESOLVED THAT** pursuant to Section-188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, supplemented or re-enacted from time to time recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for transactions relating to availing of loan / financial facilities and repayment of loan, payment of finance cost involving sale / purchase / leasing / assignment and services with specified Related Parties of the Non-Promoters group within the limits fixed for each entity pursuant to Section 180(1)(c) of the Act within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in a financial year in the ordinary course of business at arm’s length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee from time to time during the financial years 2024-25 upto 2030-31.

“**RESOLVED FURTHER THAT** all actions taken by the Board on above matters in respect of aforesaid transaction/s with such Non-Promoter group entities be and is hereby approved, ratified and confirmed and the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

5. Ordinary Resolution to ratify the remuneration of Cost Auditors for Financial Year 2024-25

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of Rs. 67,000/- (Rupees Sixty Seven Thousand Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, to M/s. B. Saha & Associates, Cost Accountants of C-53, Sonali Park, Bansdroni, P.O.– Bansdroni, Kolkata – 700070 for conducting the cost audit for the financial year ending on **31st March, 2025** as approved by Board of Directors of the Company, be and is hereby ratified.”

By Order of the Board
For **APL Metals Limited**

Place: Kolkata
Dated: 6th August, 2024

Ram Narayan Prajapati, Company Secretary
M. No – FCS-1889

NOTES :

1. In compliance with the circular issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), vide its General Circular vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated December 14, 2021, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023. Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the Annual General Meeting ('AGM' / 'Meeting') of the Company is being held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the shareholders at a common venue. Deemed venue of the AGM shall be the Registered Office of the Company at 16/S Block-A, 2nd Floor, New Alipore, Kolkata-700053.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.aplmetalsltd.com. The Notice can also be served to Calcutta Stock Exchange for their website uploading. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. *The Registered Office / Head Office of APL Metals Limited has been shifted to 16/S Block-A, 2nd Floor, New Alipore, Kolkata-700053 with effect from 1st July, 2024. Further please note that we have already vacated our earlier office from 18/1A Hindustan Road, Kolkata-700029 to above place.*
9. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
10. Explanatory Statement setting out material facts with respect to Special business at Item Nos. 3 to 5 in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
11. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM are given in Annexure to the Notice of 75th AGM.
12. Requisite information for the director seeking re-appointment at the Annual General Meeting such as age, qualification, experience, expertise, relationship with other directors, other directorship, remuneration are given in the Annexure to this Notice.
13. All documents referred in accompanying Notice and Explanatory Statement and other statutory documents will be available for Inspection in electronic mode and members may write to the company specifying the document by mail at aplagn@aplgroupco.com
14. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE578E01019 In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.
15. **Mandatory furnishing of KYC details and nomination by holders of physical securities :**
SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023

has prescribed certain mandatory provisions with regard to “Common and Simplified Norms for processing investor’s request by RTAs and norms for furnishing PAN, KYC details and Nomination”, where the shares are held in physical mode. The said SEBI circular prescribes following norms, in case the shares are held in physical mode:

- i. Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- ii. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- iii. Freezing of folios without valid PAN, KYC details and Nomination
- iv. The Company has also uploaded the followings on the website of the Company at www.aplmetalsltd.com as per SEBI circular:
 - i. Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
 - ii. Form No. ISR-2-confirmation of signature of securities holder by the Banker.
 - iii. Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
 - iv. Form No. SH-13-nomination form.
 - v. Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company at www.aplmetalsltd.com

16. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024 to Thursday, 26th September, 2024 (both days inclusive).
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 19th September, 2024.
18. Mr. A. K. Labh, Practicing Company Secretary (FCS : 4848 / CP : 3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com
19. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared within Two (2) Working Day of the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.aplmetalsltd.com and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

21. The instructions of Shareholders for E-Voting and joining Virtual Meetings are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, the 23rd September, 2024 from 09.00 A.M and ends on Wednesday, 25th September, 2024 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 19th September, 2024 (cut-off date/record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings

for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below :

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <APL METALS LIMITED> on which you choose to vote.

- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address aklabhcs@gmail.com and to the Company at the email address viz; aplagm@aplgroupco.com on or before 23rd September, 2024. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting, i.e., by 5:00 PM IST on or before 23rd September, 2024 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at aplagnm@aplgroupco.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. Members are requested to notify immediately any change in their address and also intimate their active Email ID to their respective Depository Participants (DP) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent of the Company i.e. M/S Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, R.No- 7A & 7B , Kolkata- 700 017. Tel No.: (033) 2280-6616/6617/6618; e-mail id: nichetechpl@nichtechpl.com and to the Company at the email address viz; aplagm@aplgroupco.com to receive the soft copy of all communication and notice of the meeting etc. of the company.
2. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at aplagm@aplgroupco.com and RTA at nichetechpl@nichtechpl.com.
3. For Demat shareholders -, Please update your email id, mobile no & change of Address if any with your respective Depository Participant (DP)
4. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
24. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33
25. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED WITH THE NOTICE OF 75th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF APL METALS LIMITED TO BE HELD ON 26th SEPTEMBER, 2024

(1) Item No. 3 - Ordinary Resolution to approve material related party transactions with promoters group

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued thereunder and SEBI (LODR) Regulations, 2015 , Company’s Policy on Materiality of Related Party Transactions and other applicable provisions of law , the Company seeks consent of the members through ordinary resolution in respect of Material Related Party Transaction/s with Promoter Group which may exceeds ten percent of the annual turnover of the current financial year, i.e., 2024-25.

Information required to be given under Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 for above are disclosed as under;

1. Related Parties of Promoter Group, Relationship, Financial Limits:

SL No.	Name of the Related Party	Nature, material terms monetary value and particulars of the contract (Rs/Crores)	Name of the Director/KMP who is related	Nature of Relationship
1	Sahaya Properties and Investment Pvt Ltd	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%.	Sanjiv Nandan Sahaya	Member
2	MAC Services Pvt Ltd	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Sanjiv Nandan Sahaya	Member / Director
3	KL Commercial Private Limited	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Sanjiv Nandan Sahaya	Member / Director
4	Mr. Sanjiv Nandan Sahaya	Borrowing of Loan upto : 25 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Raghav Bajoria	Son in Law
5	Mrs Saloni Sahaya	Borrowing of Loan upto : 25 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Sanjiv Nandan Sahaya	Daughter
			Raghav Bajoria	Spouse
6	Mrs. Pammi Sahaya	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Sanjiv Nandan Sahaya	Spouse
	Total Amount	250		
	Maximum in aggregate in a financial year	200		

2. Nature of Transactions/source of funds

(i)	Obtaining financial support as loan or otherwise and facilities out of their own funds or resources at Arm's Length Price linked to Rate of Return to banks/NBFC
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3. Justification and rationale for the transaction

The company has already availed from promoters' group financial support by way of Loans/ Collateral securities to augment quasi capital on interest at arm's length in compliance to financial norms of working capital banks /rating agency and other statutory stipulations which are in the interest of the company and has supported continuity of smooth business operations. These are required to be continued depending on future developments and needs of the company Hence, the Board of Directors recommends the above resolution to be passed by Shareholders as Ordinary Resolution.

4. Other Disclosures

Financial Limit, Period, Terms.	Within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in the ordinary course of business at arm's length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee during a period of Six Financial years starting with FY 2024-25 and ending with FY 2030-31. The above aggregate limit of INR 200 Crores is below 29 % and all individual limit for each entity is below 8 % of the reported turnover of the company as per Audited Accounts for FY 2023-24.
Declaration	No director other than the directors disclosed above is financially or otherwise interested in the above resolution
Other relevant information	All the above disclosures forms parts of all disclosures required otherwise in terms of regulatory requirements of law prevailing on the date of Notice of this AGM and the statement setting out material facts relating to special business as per section-102(1) of the Companies Act, 2013.

(2) Item No. 4 - Ordinary Resolution to approve material Related Party transactions(RPT) with Non- Promoter group

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued thereunder and SEBI (LODR) Regulations, 2015 , Company's Policy on Materiality of Related Party Transactions and other applicable provisions of law , the Company seeks consent of the members through ordinary resolution in respect of Material Related Party Transaction/s with Non-Promoter Group which may exceeds ten percent of the annual turnover of the current financial year , i.e., 2024-25.

Information required to be given under Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 for above are disclosed as under;

1. Related Parties of Non-Promoter Group, Relationship, Financial Limits:

SL No.	Name of the Related Party	Nature, material terms monetary value and particulars of the contract (Rs/Crores)	Name of the Director/KMP who is related	Nature of Relationship
1	Damani Finvest Private Limited	Borrowing of Loan upto : 100 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Prakash Kumar Damani, Rahul Damani	Member / Director
2	Gold Star Merchants Pvt Ltd	Borrowing of Loan upto : 100 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Prakash Kumar Damani, Rahul Damani	Member / Director
3	Sanjay Sarda	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%	Prakash Kumar Damani, Rahul Damani	Relative
4	Prakash Kumar Damani	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Interest p.a : not exceeding 12%.	Rahul Damani	Son
5	Total Amount	300		
	Maximum in aggregate in a financial year	200		

5. Nature of Transactions/source of funds

- (i) Obtaining financial support as loan or otherwise and facilities out of their own funds or resources at Arm's Length Price linked to Rate of Return to banks/NBFC
- (ii) Disposal/Sale/Leasing/ Joint Venture/Joint Development/Assignment of Property or otherwise dealing with goods/property for a consideration at Arm's Length Price with statutory disclosures to the financing banks and other institutions/ authorities

6. Justification and rationale for the transactions

The company has already availed from non-promoters' group financial support by way of Loans to augment long term finances on interest at arm's length to meet financial norms of working capital banks /rating agency and other statutory stipulations to increase production/sales revenue and support continuity of smooth business operations. The company also proposes to raise long term financial resources by engaging in to realty business /Joint development of property as disclosed in the Annual Report, 2023-24 which may require involvement of financial support. Hence, the Board of Directors recommend the above resolution to be passed by Shareholders as Ordinary Resolution.

7. Other Disclosures :

Within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in the ordinary course of business at arm's length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee during a period of six Financial years starting with with FY 2024-25 and ending with FY 2030-31. The above aggregate limit of INR 200 Crores is below 29 % and all individual limit for each entity is below 8 % of the reported turnover of the company as per Audited Accounts for FY 2023-24.

No director other than the directors disclosed above is financially or otherwise interested in the above resolutions.

All the above disclosures forms parts of all disclosures required otherwise in terms of regulatory requirements of law prevailing on the date of Notice of this AGM and the statement setting out material facts relating to special business as per section-102(1) of the Companies Act, 2013.

(3) Item No. 4 – Ratification of remuneration to Cost Auditors for FY 2024-25.

The Board, on recommendation of the Audit Committee, has recommended appointment of M/s B. Saha & Co., Cost Accountants, Kolkata for the financial Year 2024-25 on remuneration of Rs 67,000/- (Rupees Sixty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses at actuals for conducting Cost Audit and to report in terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 and any amendment thereto. The remuneration of Cost Auditors is required to be ratified by shareholders of the Company under Section 148 of the Act. Hence, consent of members is sought for appointment and remuneration as set out in the Notice of the AGM.

None of the Directors or Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in the aforesaid resolution. The Board recommends the resolution for confirmation by the members.

By Order of the Board
For **APL Metals Limited**

Place: Kolkata

Dated: 6th August, 2024

Ram Narayan Prajapati, Company Secretary
M. No – FCS-1889

ANNEXURE TO THE NOTICE OF 75TH AGM
Information relating to Directors seeking appointment/re-appointment
at the 75th Annual General Meeting

(Pursuant to Section 102 of the Act and Regulation-36 (3) of SEBI (LODR) Regulations, 2015)
Resolution No-2 - Re-appointment of Mr. Prakash Kumar Damani

Name / DIN / Status	Mr. Prakash Kumar Damani / (DIN -01166790) / Non-Executive
Age / Date of Birth	28th June, 1962 – 63 Years
Qualification	B.Com from St Xaviers College, Kolkata
Experience / Brief Resume	More than 42 years' experience in finance, accounting, telecom & wireless, Infrastructure & other business
Remuneration-FY 2023-24	Nil
Proposed Remuneration	Entitled to sitting Fees for number of meetings attended
Date of First Appointment on Board	12/11/2016 as director
Shareholding in the Company as on 31.03.2024 (No. of shares) a) Self b) Beneficial Interest	Nil
Relationship with other directors or KMP of the Company	Related to Rahul Damani (DIN:05216197)
No of Board Meetings Attended in FY 2023-24	Four out of Four
Directorship in other Public Limited Companies as on 31.03.2024	NIL
Membership / Chairmanship of committees of other Boards as on 31.03.2024	None (Committees is as per Regulation 26 of the Listing Regulations, viz. Audit Committee and Stakeholders' Relationship Committee)
Resignation from the directorship of the listed companies in the past three years	Nil

The company has received his consent for re-appointment under section-152(5) of the Companies Act, 2013 and confirmation under section-164(2) in Form DIR-8 that he is free from disqualification for being appointed as a director. The Board of Directors has approved his reappointment subject to approval of Shareholders as recommended by the Nomination and Remuneration Committee.

APL METALS LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS
(INCLUDING MANAGEMENT DISCUSSION AND ANALYSIS REPORT)

Your Directors present the 75th Annual Report and Audited Financial Statements of the Company for the year ended 31st March 2024 along with Management Discussion & Analysis Report in compliance to Section 134 of the Companies Act, 2013 (hereinafter referred as 'the Act') and Rules made thereunder and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations). The Regulation number stated hereinafter refers to Regulations under SEBI (LODR) Regulations, 2015.

1. Corporate Overview

The Company was incorporated with the name Associated Pigments Limited on twenty second December, 1948. It commenced business on twenty fifth February, 1949. **The name of the Company was changed from "Associated Pigments Limited" to "APL Metals Limited"** vide Certificate of Incorporation pursuant to change of Name issued by Government of India, Ministry of Corporate Affairs, Office of Registrar of Companies, West Bengal, India on Twenty Fifth day of October Two Thousand Sixteen to ensure that name reflects its present line of activities. During the period spanning above 75 years, the manufacturing product lines have undergone changes in tune with market requirements and latest developments. During FY 2023-24, production of Lead constituted about 89% of the total output whereas lead oxides was about 11%, generating from Company's three manufacturing units i.e. its lead manufacturing unit at Panskura (about 80 KM from Kolkata), its lead oxide manufacturing unit BT Road, Kolkata and another lead oxide manufacturing unit at Malwan (near Fatehpur in state of Uttar Pradesh). The manufactured goods are mainly used as raw-material for production of Lead Acid Storage Batteries. The corporate headquarter and registered office of the Company is at 16/S, Block-A, 2nd Floor, New Alipore, Kolkata-700053 with effect from 1st July, 2024. The website address of Company is: www.aplmetalsltd.com.

2. Global Economy and Performance of India in FY 2023-24

The global environment continues to go through significant shifts in business and industry. In the post-pandemic years, this in turn had disturbed the supply chains globally and even developing economies were affected by the cascading effect and there was economic slowdown especially in developed economies. As industry was adjusting with this global hindrance, factors such as geo-political tension and geographical disputes intensified the adverse impact on supply chains, industry dependent on exports and imports of inputs, fuel, chemicals and scarce materials have been forced to downsize operations.

Though pace of expansion has moderated, India still remains one of the world's fastest growing economies. The World Bank has recently raised India's growth projection to 6.60% compared with 6.40% earlier, driven by domestic demand. The Investment is expected to remain strong in next three years with strong public investment supported by private sector consumption. Indian economy is expected to benefit from recovery of agricultural production and declining inflation. India has emerged as a fastest growing major economy, clocking 8.20% growth during last financial year with RBI projecting 7.2% expansion in current fiscal year.

3. Operating Performance and Future Outlook

The financial year 2023-24 was very challenging for lead recycling industry in India due to high inflation, rise in import costs, global logistic barriers on movement of imports and exports, rising foreign currency rates and increase in finance cost in India.

The Production for the year 2023-24 was down by 6.96% to 38648 MT as against 41539 MT in preceding year. Export Sales also declined significantly by 40.21% to Rs 38.91 crores as against Rs 65.07 crores in last year. The Overall gross Sales was lower by 4.23% to INR 869.28 Crore from INR 907.66 Crore in 2022-23. The cost of materials also declined by 2.93% to INR 637.78 crores against INR 657.04 crores last year. The above factors and lower than proportionate decline in material cost resulted in reduction of value addition by 17.79% to INR 64.79 crores as against INR 78.80 Crores last year. The Operating Profit before finance cost, depreciation and taxes declined significantly by morethan 100% from INR 24.66 crore in last year to INR Rs 12.23 crore in FY 2023-24. This profit was inadequate to absorb finance cost and depreciation. Hence the company incurred loss before tax of INR 13.10 crores as against Profit before tax of INR 4.25 crores last year.

The reported Net Loss after adjustment of tax for the current year is INR 9.84 crores as against Net Profit of INR 2.53 crore last year.

High input costs, increase in cost of fuels, fall in exports revenue, uncertain logistic movements, rupee devaluation, increase in rate of interest by banks and trade barriers restricting business operations are the main reasons which are affecting the performance adversely.

In compliance to the less populated area as per directives of Govt for shifting of industry from its present and to augment financial resources for revival, the Board of Directors have proposed to centralise its two manufacturing at one location in West Bengal and enter in to Joint Development of Property over on the vacated land for commercial/residential use in due course. Accordingly the parcel of land has been converted to Stock in Trade at Fair Market Value determined by an approved Valuer which has resulted in a Comprehensive Income of INR 31.50 Crores (Net of Deferred Tax INR 9.34 crores) (refer Note-2.03 of the Audited Accounts.)

4. Financial Results

The Company's financial performance for the year ended 31st March, 2024 is summarized below:

(Rs. in Crores)

Particulars	2023-24	2022-23
Gross Sales	869.27	907.66
Less: Taxes and Inter-Unit Sales	166.70	171.82
Net Sales	702.57	735.84
Other Income	0.03	0.83
Total Income	702.60	736.67
Less: Operating Expenses	690.36	711.93
Profit / (Loss) before Depreciation, Finance Cost and Tax	12.24	24.74
Less: Finance Costs	23.83	18.90
Cash Profit / (Loss)	(11.59)	5.84
Less: Depreciation for the year	1.51	1.51
Profit Before Tax	(13.10)	4.33
Less : Deferred Tax Expense / (Income)	(3.26)	1.80
Net Profit / (Loss) after Tax	(9.84)	2.53
*Other Comprehensive Income / (Expense) (Net of Deferred Tax)	30.84	(0.64)
Total Comprehensive Income as per Audited Accounts	21.00	1.89

* The Other Comprehensive Income above includes Rs 31.50 crores (net of Deferred Tax Rs 9.34 Crores) due to conversion of land to Stock in Trade at Fair Market Value.

5. Dividend

In absence of operating Surplus, your director's do not recommend any dividend for the year.

6. Registered Office :

The Registered office / Head Office of APL Metals Limited has been shifted to 16/S Block-A, 2nd Floor, New Alipore, Kolkata-700053 with effect from 1st July, 2024.

7. Transfer to Reserves

No amount has been transferred to Reserves during the FY 2023-24

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

8.1 Industry Structure and Developments

The Company is engaged mainly in production of Refined Lead and Lead Alloys by recycling of Battery scraps and refining of Lead Ingots. It is also engaged in production

of Lead Oxides using Refined lead. The manufactured products namely lead / lead oxides are the raw material supplied to manufacture of Lead Acid Storage Battery. The addition of Alloys and other compounds in Lead Alloys strengthens battery life based on users requirement. Lead Oxides and lead electrodes submerged in weak sulfuric acid solution comprise a lead acid storage battery. Due to their low cost per watt, and rechargeable feature, lead acid storage battery usage is preferred for sourcing the energy for Automobiles, electric vehicles, fork lifts, ships, Uninterrupted Power Supply (UPS) Systems. Typically, a lead Acid Battery contains 65% in battery plates and 35% Sulphuric Acid/others. However, Lead being a hazardous metal, the Company complies with strict Pollution Control norms set by regulating authorities. Lead Acid Batteries are highly recyclable making them extremely low risk for environment and possibly the battery of choice for majority of consumers. Its complete recycling results in lower energy consumption and CO2 emissions. The battery scrap of Lead Acid Battery is re-cycled for producing Lead. It enjoys a competitive advantage over other alternative source of power; particularly lithium-ion batteries due to cost advantage and high recycling use globally and hence there is no threat as such to lead recycling industry. This special feature makes it non-replaceable product while compared to other variants and Lead industry as such is expected to grow at about 5% annually.

8.2 Significant Financial Ratio and Reason for changes in FY 2023-24

All significant analytical ratios for FY 2023-24 compared with last year figures for FY 2022-23 stating reason of deviation has already been furnished as Additional Regulatory Requirement in the Note- No 2.20 of attached Audited Financial Statements for the year and forms part of this Annual Report. All Major variations > 25% in Ratios are mainly due to reasons which are stated below-

- Debt Service Coverage Ratio declined by 200.39% from +ve 0.93 to -ve 0.94 due to Net Operating Loss of INR 9.84 crores this year as against Operating surplus of INR 2.53 crores in FY 2022-23 and increase in EMI.
- Return on Equity declined by 643.13% from +ve 17.94% to -ve 97.43% due to operating loss during the year.
- Trades Payable Turnover declined by 57.05% from 22.53 to 9.67 this year due to decline in sales and increase in Creditors
- Net Capital Turnover declined by 28.04% from 16.44 to 11.83 this year due to decline in sales and increase in Net Current Assets
- Net Profit Ratio declined by 506.55% mainly due to loss of INR 9.84 crores against Net Profit of INR 2.53 Crores last year for the reasons explained in operating performance of this Directors Report.

8.3 Risks and Concerns:

Business risks associated to your Company are towards supply chain management, stringent environmental and pollution control norms for manufacturing and hazardous materials, fluctuating raw material prices, processing costs, Foreign Exchange Fluctuations, Changes in Govt policies including regulatory orders and financial risks involved in interest/servicing costs of Loans, Working Capital and financial repayments. The Management regularly reviews and monitors these risks in Board / Committee Meetings for better and timely control within the best available resources. Foreign Currency risk is hedged to mitigate the possible loss from fluctuations where ever possible.

8.4 Risk Management

The risks associated with business for sustainability and growth are discussed at Board and Audit Committee Meetings regularly. The Operational risks at work stations are discussed, reviewed and action to mitigate the same is undertaken at each work Centre with prior approval of top Management. The Company does not fall among the top 1000 listed companies in terms of Market Capitalization and hence Regulation 21 of SEBI (LODR) Regulations, 2015 is not applicable.

8.5 Opportunities and Threats

The Company has proven manufacturing facilities and has locational advantage. It is one of few dependable manufacturers of quality recycled lead in bulk in the organized sector in Eastern India. The Company had expanded its marketing horizon by pushing exports over and above domestic sales. The geo political tensions, inflation and frequent increase in interest are major threats to sustainability and growth. In view of low cost and recycling nature of lead industry, the Company does not foresee any threat from emergence of electric vehicles and aluminium /cobalt and other variants of batteries.

In compliance to the directives by Govt for shifting industry to less populated area and to augment financial resources for revival, the Board of Directors have proposed to make foray in to development of Property on vacant land in Joint Development Mode for commercial/residential use subject to necessary consents and approval.

8.6 Cautionary Statements

The statements in the Directors Report including the Management Discussion and Analysis Report stating the Company's objectives, projections, estimates, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. As these statements are based on certain assumptions and expectations of future events, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global or domestic demand and supplies, political and economic developments in

India or other countries, government regulations and barriers, prices and availability of inputs. The Company assumes no responsibility in respect of forward looking statements that may be revised or modified in the future on the basis of subsequent developments, information or events.

9. Change in the nature of business, if any

There is no change in nature of the business except those resulting due to pandemics and international trade barriers. The Company is engaged mainly in manufacture of lead metal and lead oxides classified in base metals category.

However, the Company has proposed to enter into realty business and enter in to Joint development of Property in due course which is subject to different risks and rewards. The Company has accordingly converted a parcel of Land to Stock in Trade during the year as reported in the Note No-2.03 of the Audited Accounts.

10. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

All significant and material orders passed by regulators or courts or tribunals during the year impacting the going concern status and Company's operations have been reported in Note No-2.14 of Audited Accounts. The Management is contesting and optimistic about settling the disputed dues in favor of the Company lying in various legal forums. The Note No-2.03 of the Audited Accounts also confirms continuity of Going Concern of the Company. The Auditors have already disclosed the significant orders passed by Income tax Department in their disclosure of Key Audit Matters making reference to note number 2.14 in Audited Balance Sheet which is self-explanatory. Moreover, the Company has received an order from West Bengal Pollution Control Board directing to shift / removed Lead Oxides manufacturing from 260, B.T Road Sukchar, Kolkata-700115. The Company has already taken action for shifting of factory subject to consent and statutory compliances as reported in Not. 2.03 of the Audited Accounts.

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

There is no other matter to report in respect of material changes or commitments which have occurred between the end of the financial year of the Company and the date of this report affecting the financial position of the Company.

12. Subsidiary / Joint Ventures / Associates

The Company has no subsidiary or joint venture or associate company on which Company has a significant influence as per Section 2(6) of the Companies Act, 2013 and hence disclosure in Form- AOC-1 and other disclosures including reconciliation of Profit as per Indian Accounting Standard Rules is not provided in this Report.

13. Occupational Health, Safety and Environment

Your Company has established implemented and maintained procedure for identification and remedy of industrial and occupational hazards, taken action for safety and monitoring health of employees at work places at all sites of business operations. Suggestions and issues are discussed at each plant for identification and control of health hazards, environmental pollution, accidents and disaster management and same are forwarded to the Management who make policies, implement, monitor and control the same. Your Company gives greater thrust to cleanliness to minimize adverse impact of operations on environment with focus on waste, heat and energy management, water conservation, afforestation, dust prevention, affluent discharge and reduction in emission from furnaces and complies with regulatory requirements. The actions taken by the Company are directed to ensure business sustainability.

14. Internal Financial Control

The Company has established internal control system to assess and ensure effective and efficient financial and operational controls. Internal Auditors conduct audit of financial transactions on quarterly basis which are reported to the Audit Committee and discussed and reviewed and recommended to the Board for execution; wherever necessary.

The Audit Committee reviews the adequacy of internal and financial control systems and suggests the areas for improvement from time to time. These are deliberated by Audit Committee with Internal, Statutory and other Auditors. The internal financial control system has been designed to provide reasonable assurances with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding of assets, proper authorization and compliance with corporate decisions and policies. The Audit Committee and Directors regularly review the effectiveness of internal controls, compliance, controls, financial and operational risks, and related party transactions in the Board and other Committee meetings.

15. Share Capital and Reserves

The authorized share capital of the Company is Rupees Twenty Five crores comprising of 1,10,00,000 number of equity shares of Rs. 10 each for Rs. 11,00,00,000/-, plus 1,22,00,000 number of 5% Non-Convertible Redeemable Preference Shares of Rs. 10 each for Rs. 12,20,00,000/- and 18,00,000 number of unclassified shares of Rs. 10 each for Rs. 1,80,00,000/-.

The Paid-up Equity Share Capital as on March 31, 2024 was 1,07,26,387 number of equity shares of Rs. 10 each for Rs. 10,72,08,930/- (Net of Calls in arrear of Rs. 54,940/-) plus 1,22,00,000 number of 5% Non-Convertible Redeemable Preference Shares of Rs. 10 each for Rs. 12,20,00,000/- which are redeemable in February, 2029. Unclassified shares have not been issued. During the year under review the Company has neither issued nor redeemed any share or any convertible instrument. The Company has not issued any ESOP or any Sweat Equity. There are no differential rights in respect of equity shares issued by the Company.

The existing 1,22,00,000 number of 5% Non-Convertible Redeemable Preference Shares of Rs. 10/- each valued at Rs. 12.20 Crores has been reclassified in compliance to Division-II – The Companies (Indian Accounting Standards) Rules, 2015 and has been disclosed as Other Equity/Non-Current Financial Liabilities on fair value basis consistently in the Audited Accounts.

The Other Equity changed during Financial Year 2023-24 in respect of followings:-

Changes in Retained Earnings

- Accumulated Loss in Retained earnings increased to INR 1625.29 Lacs as against INR 641.75 Lacs last year due to Operating Net Loss of INR 983.54 Lacs for the year

Changes in Other Comprehensive Income (OCI)

- OCI for Fair Value of Preference Shares reduced to INR 381.52 Lacs as against INR 443.63 Lacs last year due to reduction in Fair Value by INR 62.11 Lacs during the year
- OCI for Fair Value of Deferred Employees Benefits reduced to INR 56.08 Lacs as against INR 59.50 Lacs last year due to reduction by INR 3.42 Lacs for the year
- OCI of Land Converted to Stock in Trade at Fair Value has resulted in OCI of INR 3149.57 Lacs (Net of Deferred Tax INR 934.41 Lacs) and disclosed in Note-2.03 of the Audited Accounts.

There is no other changes except above in Other Equity during the Current FY 2023-24.

16. Board of Directors

The Board ensures optimum composition of Independent and Non-Independent Directors as per Section 149 of the Companies Act, 2013 read with Regulation 17 of SEBI (LODR) Regulations, 2015 and relevant disclosures regarding composition, changes, meetings etc. are given in the Corporate Governance Report annexed with this Report. All Independent Directors have made disclosure under Section 149(7) at the first meeting of Board held after the end of the financial year during which they confirmed meeting the criteria of Independence under section 149(6). All the directors have renewed their disclosure of renewal of Interest in other concerns under Section 184(1) and declaration under 164(2) that they are not disqualified from being appointed as a director on 31st March, 2024.

Changes in Appointment/Reappointment of Directors

- Appointment of Mr. Varun Daga as an Independent Director and Mr. Rahul Damani, as a director liable to retire by rotation with effect from 09th August, 2023.
- Resignation of Mr. Om Prakash Saxena as Independent Director with effect from 30th May, 2023.

There has been no other changes in directors except above after 1st April, 2023.

Mr. Prakash Kumar Damani, Non-Executive Director is the Chairman of the Board of Directors with effect from 9th August, 2023.

On recommendation of the Nomination and Remuneration Committee, the Board has recommended reappointment of Mr. Prakash Kumar Damani (DIN-01166790) as a director liable to retire by rotation.

17. Key Managerial Personnel and Remuneration of Directors

The Company has following Whole-time Key Managerial Personnel within the meaning of Section-2(51) in compliance with the provisions of Section 203 of the Companies Act, 2013 as under:

- a) Mr. SanjivNandanSahaya, Managing Director
 - b) Mr. RajnishGambhir, Chief Financial Officer
 - c) Mr. Ram Narayan Prajapati (FCS-1889), Company Secretary and Compliance Officer
- The details of remuneration to Directors and KMP is disclosed in Corporate Governance Report under the heading Particulars of KMP and Senior Employees.

18. Meetings of Board

There were 4 meetings of the Board of Directors during the year under report. Full details in respect of Board Meetings and various committees of Board during the year as per Regulation 17 such as composition, number and dates of meetings, attendance, Board procedure, changes in directors, profile of directors seeking re-appointment and others are given separately in the Corporate Governance Report attached to this Report.

19. Evaluation of Board, Committees and Individual Directors

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual directors pursuant to the provisions of the Act and the SEBI (LODR) Regulations.

The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are as provided in the “Guidance Note on Board Evaluation” issued by SEBI from time to time.

In a separate meeting of independent directors held on February 7, 2024, performance of non-independent directors and the board as a whole was evaluated without the presence of Non-Independent Directors and members of the management pursuant to Regulation 25(3) of the Listing Regulations and Schedule IV of the Companies Act, 2013.

The Independent Directors in the said meeting also evaluated 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. Additionally, the Chairman of the Board was also evaluated on key aspects of his role, taking into

account the views of executive directors and non-executive directors in the aforesaid meeting. The above evaluations were then discussed in the board meeting that followed the meeting of the independent directors and meeting of the Nomination & Remuneration Committee, at which the performance of the board, its committees, and individual directors was also discussed and evaluated.

20. Familiarisation Program of Directors

The Board of Directors is responsible for selection of directors on receipt of recommendation of Nomination and Remuneration Committee. A director is issued a letter of appointment explaining the role, functions, duties, responsibilities and compliances expected from him/her. Format of the formal letter of appointment is available in the website of the company at www.aplmetalsltd.com. The chair person of the Board Meeting welcoming the new appointee gives a brief introduction of him to the other members of the Board. He also apprises him about the activities, operations, practices and procedures usually followed in the company. Copy of latest Annual Report and Profile of the Company giving History and background of Promoters, details of directors, senior employees, Factories, manufacturing facilities, input, output, and financial performances etc. are handed over to Directors. Apart from this, Directors are encouraged/invited to make visit of running factories.

21. Remuneration Policy

Nomination and Remuneration Committee has formulated the Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The said policy which has been approved by the Board outlines the appointment criteria and qualifications, the term/ tenure of the Directors on the Board of Company and the matters related to remuneration of the Directors. The details of composition of Nomination and Remuneration Committee and its meetings are provided in the Corporate Governance Report attached to this Report.

22. Audit Committee

The Company has full-fledged independent Audit Committee to oversee all accounting, finance and audit functions of the Company. Its role and terms of reference extends over the matters specified in Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI(LODR) Regulations, 2015. The details of composition of Audit Committee and its meetings are provided in the Corporate Governance Report attached to this Report. The Committee met 4 times during the Financial Year 2023-24.

23. Vigil Mechanism

Vigil Mechanism as per Regulation 22 is covered in Report on Corporate Governance.

24. Contracts and Arrangements with Related Party

The Company has formulated a policy for approval of all Related Party Transactions as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Omnibus prior approval is given by the Board for non-material routine nature of transactions and reported in quarterly meetings.

The Company follows a policy of disclosure of Related Party Transactions in each Meeting of the Audit Committee and also of the Board of Directors. All the related party transactions were in the ordinary course of business and on arm's length basis and were outside the purview of Section 188 (1) of the Act and are outside the purview of materiality of transactions which are disclosed in the notes to the audited financial statements in compliance to Ind AS-24 and can be accessed on the company's website: www.aplmetalsltd.com. The Company also periodically reports details of Related Party Transactions to Stock Exchanges in compliance to SEBI (LODR) Regulations, 2015. Hence there is no information to be reported in Form- AOC-2.

25. Loans, guarantees and investments

The Company has not given any loans or guarantees under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. The Company has not invested any amount in shares, debentures or other securities.

26. Disclosure under Section 197 (12) and Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as per the above rules is given in Particulars of KMP & Senior Employee in Annexure-2 of this Report.

27. Particulars of Employees

Disclosure pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are annexed as Annexure-2 to this Report.

28. Annual Return

The Annual Return in Form No. MGT -7 in terms of amended section 92(3) of the Companies Act, 2013 is being uploaded and can be accessed at the company's website at: http://aplmetalsltd.com/PDF/Form_MGT-7-2024.pdf

29. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Information as per Section 134(3)(m) of the Companies Act, 2013, read with Rule-8 of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2024 is furnished below:

1. STEPS TAKEN FOR CONSERVATION OF ENERGY/ RESEARCH & DEVELOPMENT:

Further to enjoying benefits resulting from measures taken during FY 2022-23 such as installing Automatic Power Factor Controller, interlocking of ID Fan Panel to Refining Panel, installing Compressed air Storage and Air Dryer Unit (for rotary furnace operations) etc, during FY 2023-24 the Company has installed a Lancing Unit to Refining Kettle no.6.

Liquid Oxygen and Compressed Air (cost negligible) is purged into the refining kettle via the Lancing Unit to enable stirring – saving substantial electrical energy (earlier stirrer with 75 HP motor was employed).

2. STEPS TAKEN FOR USING ALTERNATIVE SOURCES OF ENERGY:

The Company is making efforts to utilize alternate sources and has plans to install solar panels at the roof of workshop shed for its plants thereby minimizing the consumption of electricity.

3. CAPITAL INVESTMENT ON ENERGY CONSERVATION:

The Company has incurred a capital expenditure of approximately Rs. 12 lakh in FY 2023-24 on Installation of Lancing Unit in the Panskura factory as enumerated above.

4. BENEFITS DERIVED FROM ABOVE EFFORTS:

Besides substantial reduction in consumption of electrical energy, the Lancing Process has also eradicated the consumption of Sodium Nitrate in refining – cutting down the cost considerably. Further, refining batch time has been reduced by almost 20%, adding to greater feasibility.

B. Technology Absorption :

I Efforts made towards technology absorption :

No technology has been imported in last five years. The technology imported in 1992 from BHAS (Australia) for manufacturing of lead at Panskura has already been absorbed.

II. Benefits derived like Product Improvement, Cost reduction, product development or Import substitution :

The Company has been able to match its product quality of Refined Lead and Lead Alloys to international level and as per customer's specifications.

III Report in respect of technology Imported during the last three years :

No technology has been imported in last three years.

Expenditure incurred on Research and Development :

No specific expenditure was incurred separately for R&D which is an ongoing process by the technical team of the Company involved in quality assurance and testing.

(C) Foreign Exchange Earnings and Outgo

Sl	Particulars	Current Year (Rs in lacs)	Previous Year (Rs in lacs)
1	<u>Actual Inflow during the year</u>		
	FOB Value of Exports	3890.56	6507.33
2	<u>Actual Outgo during the year</u>		
i.	For Import of Raw Material	41051.27	38650.66
ii.	For Interest & Bank Charges	2.50	1.50
iii.	For Foreign Travel	10.83	8.14
Iv	Commission on sale	Nil	6.98
	Total Outgo for the year	41064.60	38667.28

30. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that :

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) 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;
- (iii) 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;
- (iv) Directors have prepared the annual accounts on a going concern basis;
- (v) Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and are operating effectively.

31. Deposits

The Company has not accepted any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

32. Transfer of Dividend to Investor Education and Protection Fund(IEPF)

The unpaid dividends for FY 2010-11 have already been transferred to IEPF on completion

of 7 years and the details of same is uploaded on the website of the company www.aplmetalsltd.com. The company has not declared any dividend thereafter.

33. Corporate Social Responsibility (CSR)

The provisions of Sections 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are applicable to the Company. The Board of Directors have approved a CSR Policy which is uploaded on the web link: www.aplmetalsltd.com/ShareHoldersInfo.aspx. As part of CSR initiative, the Company has spent a sum of Rs.13.50 lacs for FY 2023-24 and full details of CSR activities on which the expenditure has been incurred as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure - 3 to this Report.

34. Listing

The Equity Shares of the Company continues to be listed with the Calcutta Stock Exchange and all annual listing fees billed by the exchange have been paid up-to date.

35. Corporate Governance

Corporate Governance Report in terms of Regulation 34 of SEBI (LODR) Regulations, 2015 read with Schedule-V of these regulations covering disclosures and compliance as per Regulations - 16 to 27 is given separately as Annexure - 1 and forms part of this Report of the Directors. The Managing Director and Auditor's Certificate confirming compliance with the conditions of Corporate Governance are also attached with this report.

36. Auditors and Auditors Qualifications

M/s. VPC & Associates (Firm Registration No 313213), Chartered Accountants were appointed as Statutory Auditors of the Company for a period of a first term of five years from the conclusion of the 73rd Annual General Meeting held on 15th September, 2022 till the conclusion of 78th Annual General Meeting to be held in 2027. They will be eligible for re-appointment for a second term of five years thereafter as per Section 139(1) of the Companies Act, 2013.

The Audit Report given by the Auditors on Standalone Financial Statements for financial year 2023-24 do not call for any clarification by the Directors. The items of Key Audit Matters and other disclosures by Auditors are self-explanatory and are covered by suitable notes wherever applicable. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

37. Secretarial Audit

A Secretarial Audit Report submitted by Rinku Gupta and Associates, (CP. No- 9248) of in accordance with the provisions of section 204 of the Companies Act, 2013 is attached as Annexure-4 and forms a part of this Report of the Directors. There are no qualifications or observations or adverse remarks or disclaimer by the Secretarial Auditor in this Report.

38. Secretarial Standards

The Company has in place proper system to ensure compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such system is adequate and working satisfactorily.

39. Cost Audit

The appointment of B. Saha & Associates, Kolkata (FRN-100104,M.No-11200) as Cost Auditors for cost audit of records maintained under Section 148 of the Companies Act, 2013 for the financial year 2023-24 was approved by the Board of Directors of the Company on recommendation of Audit Committee and ratified by Shareholders at the last AGM. The Report does not contain any qualifications or adverse remarks or disclaimer by the Cost Auditor in his Report.

40. Reporting of Fraud

There is no reporting of any offence by the Statutory Auditors involving any fraud committed by the officers or employees of the Company during the financial year ended 31st March, 2024.

41. Internal Audit & Controls

In terms of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/S JSGA & Associates, Chartered Accountants, Kolkata (Firm Registration No-016078C) had carried out the internal audit of accounts and operations of the company during the current financial year. Internal Auditors' findings are discussed and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

42. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)

Your Company has constituted an Internal Complaints Committee in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year.

43. Business Sustainability

The Company management follows the principle of co-existence along with society, global environment protection, employees, customers, vendors, financiers, shareholders, investors and other stakeholders. Broadly it conducts business inter alia following principles as under:-

To conduct and govern business with ethics, transparency and accountability

To provide goods/services which are safe, secure and contribute to sustainability.
To promote health, safety and well-being of employees & their family
To respect and promote human rights and rights of woman at work place.
To respect and be responsive to all stakeholders; particularly who are disadvantaged, vulnerable and marginalized
To respect, protect and make efforts for protection of environment
To support inclusive and equitable growth
To act responsibly in dealings and compliances with regulatory bodies
To provide values to customers and consumers

44. General Disclosers:

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation. However, Members attention is drawn to the Statement on contingent liabilities and commitments in the notes forming part of the Financial Statements.
- The company has not issued any shares with differential voting rights/sweat equity shares.
- During the year under review, no corporate proceedings filed by the company or no corporate resolution process has been initiated against the Company or pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts.
- There is no one time settlement done during the year with any Bank, or Financial Institutions.

45. Acknowledgement

Your Directors express their sincere appreciation of the assistance and co-operation extended by banks, Government authorities, customers, vendors and employees of the Company.

For and on behalf of Board of Directors

Prakash Kumar Damani
Chairman
(DIN: 01166790)

Sanjiv Nandan Sahaya
Managing Director
(DIN: 00019420)

Place: Kolkata
Date: 06/08/2024

ANNEXURE - 1

REPORT ON CORPORATE GOVERNANCE - FY 2023-24

(In compliance to Regulations of SEBI (LODR) Regulations, 2015,
as amended, hereinafter referred as Regulation)

1. Company's Philosophy on Code of Governance

The Corporate Governance comprises of set of systems and practices to be followed by Directors, Management and employees to ensure accountability, fairness and transparency in all transactions. The objective is to meet shareholders aspirations and expectations of society by better co-ordination, creation of trust, transparency and fairness while dealing with all stakeholders. The efforts of the company are directed towards compliance of regulatory framework, customer's satisfaction as to price, quality and service, meeting commitment and assurance to vendors, investors, bankers, authorities, business associates and surrounding communities to ensure growth and sustainability. Your company ensures full compliance with various Corporate Governance Regulations from 17 to 27 read with Schedule-V and other applicable regulations of SEBI (LODR) Regulations, 2015. Further adherence to various policies and codes in conformity with regulatory requirements helps your company to fulfill its responsibility towards stakeholders.

2. Board of Directors (referred as Board) (as per Regulation-17)

2.1 Composition, Directorship/Committee Membership, Attendance in Board Meeting

The Board of the company had optimum composition of Executive and Non-Executive Directors as per Regulation--17 which consisted of seven directors on 31st March, 2024, out of which threewere Independent Directors. All Independent Directors are professionals with substantial experience in business, finance, law and business management and meet the criteria of independence as per law. The attendances of Board members at the Four Board Meetings held during the Financial Year 2023-24 on 29th May, 2023, 9th August, 2023, 14thNovember, 2023, and on 7th February, 2024 were as under:-

Sl No	Name of Directors / DIN	Status	No of Board Meetings		Attendance in last AGM	Direct or in Other Public comp anies	Chairman/ Committee Member - other companies	Equity Shares held
			Held	Atte nded				
A. From Promoters Group								
1	Mr. Sanjiv Nandan Sahaya (DIN-00019420)	Managing Director	4	4	Yes	Nil	Nil	2163657
B. Other than Promoters Group								
2	Mr. Prakash Kumar Damani (DIN-01166790)	Director / Non Executive Chairman	4	4	Yes	Nil	Nil	Nil

3	Mr. Rahul Damani** (DIN-05216197)	Director/ Non Executive	3	3	Yes	1	Nil	Nil
4	Mr. Raghav Bajoria (DIN-08713745)	Director/ Non Executive	4	4	Yes	Nil	Nil	Nil
5	Mr Om Prakash Saxena** (DIN-01059659)	Independent Director	1	1	Yes	4	Nil	1601
6	Mr. Rajendra Sahay (DIN-02633026)	Independent Director	4	4	Yes	Nil	Nil	500
7	Mr. Varun Daga** (DIN-06770822)	Independent Director	3	3	Yes	Nil	Nil	Nil
8	Mrs. Harsha Sharma (DIN-09255202)	Independent Director	4	4	Yes	Nil	Nil	Nil

Notes:

- (i) ** Out of the above listed eight directors, two directors namely Mr. Varun Daga and Mr. Rahul Damani were appointed as director with effect from 09.08.2023 and Mr Om Prakash Saxena has resigned as Independent Director with effect from 30th May,2023. Hence, there were seven directors on the Board on 31st March, 2024.
- (ii) Directorship excludes Private Limited Companies, Foreign Companies and companies registered under Section 8 of the Companies Act, 2013 (“Act”).
- (iii) For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.
- (iv) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director.
- (v) Except in APL Metals Limited, none of the Directors on the Board holds directorship in any other listed entities.

The Board is entrusted with overall responsibility of the day to day management, directions, policy making, control and performance of the company as per Act and SEBI (LODR), Regulations, 2015.

2.2 Relationship between Directors Interest

Mr. Rahul Damani is son of Mr. Prakash Kumar Damani and Mr. Raghav Bajoria Son in Law of Mr Sanjiv nandan Sahaya. Except these no other directors as on 31st March, 2024 is relative of any director under Section- 2(77) of the Act read with the Companies(Specification of definition) Rules, 2014

2.3 Changes in Board of Directors/Independent Directors /Chairman

Mr. Varun Daga and Mr. Rahul Damani were appointed as director with effect from 09.08.2023 and Mr. Om Prakash Saxena has resigned as Independent Director with effect from 30th May,2023. In terms of Article-86 of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Prakash Kumar Damani, Non-Executive Director as Chairman to the Board of Directors of the Company in place of Mr. Sanjiv Nandan Sahaya, Chairman and Managing Director of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board has recommended reappointment of Mr. Prakash Kumar Damani (DIN-01166790) as a director liable to retire by rotation.

2.4 Board Procedure

The Meetings of the Board of Directors are usually held at the Registered Office of the Company. The Directors are intimated well in advance by giving at least 7 days' notice. All the meeting of Board as well as Committees thereof are held by permitted mode of Audio / Video conferencing and attendance are recorded on the basis of joining through Audio / Video link on specified date and time which is informed in advance to the persons entitled to attend such meetings. In case of participation from outstation, available member of Committee / Board are authorized to sign the minutes approved in the meeting. The Board reviews and discusses at each quarterly meeting the Management Discussion and Analysis Reports covering Production, Sales, Statutory payments, Related Party Transaction and Compliances, Internal Audit Reports, Financial Results, Changes in Share-holding Structure, Investor Grievances, and all significant events etc. reported by the Management.

2.5 Directors seeking Appointment /Reappointment at the Annual General Meeting

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

The Nomination and Remuneration Committee has recommended the reappointment of Mr. Prakash Kumar Damani as a director liable to retire by rotation subject to requisite approval by the Shareholders at the ensuing Annual General Meeting.

2.6 Directors Familiarization Programme

At the time of appointment a formal letter of appointment is issued setting out in brief rights, duties and responsibilities as a director. All directors newly joining including Independent directors are provided with the company profile, history of company/ promoters, Company Policies, business model; latest Annual Report containing company's manufacturing facilities, performance and other relevant information on operations and control. They are also updated and informed about disclosures and compliances at quarterly meetings of the Board and Committee of the Board. The said Policy is placed on the company's website: www.aplmetalsltd.com

2.7 Code of Conduct and Ethics for Board of Directors and Senior Management Personnel

The Code of Conduct laid down by the Company, binds all the Board Members and Senior Management of the Company. A declaration by the Managing Director to this effect is contained towards end of this report.

2.8 Confirmation from Independent Directors:

All Independent Directors have confirmed in their Annual Declaration to the Board that they have complied with all the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations and are independent of the management.

Terms and Conditions of Independent Directors are as per draft Letter of appointment of Independent directors as given in the company’s website: www.aplmetalsltd.com.

2.9 Separate meeting of Independent Directors:

A separate meeting of Independent Directors of the Company was held on February 7, 2024 without the presence of Non-Independent Directors and members of the management in this meeting in compliance with Regulation 25(3) of the Listing Regulations and Schedule IV of the Companies Act, 2013 for performance evaluation of all non-Independent directors and Members of the Board as a whole which is reported in the Board’s Report. All Independent Directors were present and Mr. Rajendra Sahay had chaired in this meeting.

2.10 Skills / Expertise / Competencies of Board of Directors:

The company ensures appropriate balance of skills and experience. In deciding composition identifying core skills / expertise / competencies as required in the context of the business to function effectively which was as below during 31st March,2024.

Name of the Director	Strategic Leadership	Financial Expertise	Industry Experience-Technology	Governance, risk and compliance	Corporate /Social Relationship	Compliances
Mr. Sanjiv Nandan Sahaya	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Raghav Bajoria	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Prakash Kumar Damani	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rahul Damani	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rajendra Sahay	Yes	Yes	Yes	Yes	Yes	Yes
Mr Varun Daga	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Harsha Sharma	Yes	Reasonable Knowledge		Yes	Yes	Yes

2.11 Prevention of Insider Trading

The company has adopted code of conduct for prevention of Insider Trading applicable to all directors, employees and other designated persons having access to unpublished price sensitive information. The company has made policy to keep the trading windows closed so long as unpublished price sensitive information is not made public. However there is no trading in the Calcutta Stock Exchange where the shares of the company is listed.

2.12 Document Retention and Archival Policy

In compliance to Regulation-9, the company has adopted Document Retention and Archival Policy which is placed on the company's website:www.aplmetalsltd.com. Kindly refer to other disclosures in Directors Report.

Committees of Board

3. Audit Committee

The role, duties, responsibility and powers of the Audit Committee is as per Section-177 of the Act and Schedule-II, Part-C of the SEBI(LODR) Regulations, 2015. The Audit Committee as on 31st March, 2024 consisted of three directors out of which two are Independent, Non--Executives Directors and have relevant finance and audit exposure. Four Meetings of Audit Committee were held on 29th May, 2023, 9th August, 2023, 14th November, 2023, and on 7th February, 2024. The attendance thereof is given below:

Sl No	Name of Director	Status	No of Meetings	
			Held	Attended
1	Mr. Om Prakash Saxena	Chairman/Independent Director	1	1
2	Mr. Sanjiv Nandan Sahaya	Managing Director	4	4
3	Mr. Rajendra Sahay	Independent Director	4	4
4	Mr. Varun Daga	Independent Director	3	3

In view of resignation of Mr. Om Prakash Saxena from the Board with effect from 30th May, 2023, the committee was reconstituted on 9th August, 2023 Mr. Rajendra Sahay, Independent Director was inducted as Chairman of the committee and Mr. Varun Daga, Independent Director, was inducted as a member of this committee with effect from 9th August, 2023. Chairman of the Committee was present at the last Annual General Meeting of the Company.

The representatives of Internal Auditors and Statutory Auditors do attend and participate in the meetings regularly on invitation. Minutes of the Audit Committee Meetings are read, discussed and noted by the Members of the Board and Audit Committee. The terms of reference of the Audit Committee are as per requirement of Section- 177 of the Act and revised Regulation 18 of SEBI (LODR) Regulations, 2015 such as oversight of financial reporting process and disclosure, appointment and remuneration of Auditors, Cost Auditors, Secretarial Auditors, Internal Auditors and Key Managerial Persons, review of quarterly,

half yearly, annual financial results and Report of Auditors thereon, evaluation of internal Financial Controls and risk management System, functioning of Whistle Blower Policy, all matters connected with Finance, Accounts, Audits and Investigations and others specified therein. There was no instance of any recommendation of the Audit Committee which was not accepted by the Board

The Committee performs its role in accordance with the provisions of the Act and the Listing Regulations.

4. Nomination and Remuneration Committee

The role, duties, responsibility and powers of the Nomination and Remuneration Committee is as per Section-178 of the Act and Schedule-II, Part-D of the SEBI (LODR) Regulations, 2015.

The Committee consisted of three Independent directors on 31st March, 2024. Three Committee meetings were held on 29th May, 2023, 9th August, 2023, and on 7th February, 2024 in which attendance was as below :-

Sll No	Name of Director	Status	No of Nom & Rem. Committee Meetings	
			Held	Attended
1	Mr. Om Prakash Saxena	Chairman-Independent Director	1	1
2	Mr. Rajendra Sahay	Independent Director	3	3
3	Mrs. Harsha Sharma	Independent Director	2	2
4	Mr. Sanjiv Nandan Sahaya	Managing Director	3	3

In view of resignation of Mr. Om Prakash Saxena from the Board with effect from 30th May, 2023, the committee was reconstituted on 9th August, 2023 Mr. Rajendra Sahay, Independent Director was inducted as Chairman of the committee and Mrs. Harsha Sharma, Independent Director, was inducted as a member of this committee with effect from 9th August, 2023. Chairman of the Committee was present at the last Annual General Meeting of the Company. Performance evaluation of the directors is already disclosed separately.

The Committee performs its role in accordance with the provisions of the Act and the Listing Regulations.

5. Stakeholder's Relationship Committee

This Committee considers and resolves all grievances of share-holders of the company including complaint related to transfer of shares, non-receipt of Annual Reports, non-receipt of share dematerialized/ certificates, non-receipt of dividend etc. Overseeing performance of Registrar & Share Transfer Agents, and taking measures to improve quality of services to Investors.

The Committee consisted of three directors on 31st March, 2024. The Committee met twice on 29th May, 2023 and 7th February, 2024 in which attendance was as below :-

Sl No	Name of Director	Status	No of Meetings	
			Held	Attended
1	Mr. Raghav Bajoria	Chairman / Non-Executive Director	2	2
2	Mr. Sanjiv Nadan Sahaya	Managing Director	2	2
3	Mrs. Harsha Sharma	Independent Director	2	2

The Chairman of the Committee was present at the last Annual General Meeting of the Company. The committee has delegated the authority for transfer/transmission and other routine share-work for timely service to investors which are reported in every quarterly meeting of Board of Directors on a regular basis.

Details of complaints received as reported under Regulation 13(3) of the Listing Regulations and resolved by the Company during the financial year 2023-24 are given below:

Number of complaints pending at the beginning of the year	Nil
Number of complaints received during year	Nil
Number of complaints resolved during the year	Nil
Number of complaints not resolved to the satisfaction of the shareholder	Nil
Number of complaints pending at the end of the year	Nil

The Committee performs its role in accordance with the provisions of the Act and the Listing Regulations.

6. Risk Management

Regulation-21 is not applicable to the company since it is not among top 1000 listed companies on the basis of market capitalization. However, the Company has a proper vigil mechanism in place to mitigate all risks and the management of the Company through SWOT analysis from time-to-time.

7. Corporate Social Responsibility Committee

In compliance to Section 135 of the Companies Act, 2013 the Board has constituted a Corporate Social Responsibility Committee. The terms reference of the committee inter alia consists of framing of CSR Policy, reviewing it from time to time, ensuring effective implementation, and monitoring of CSR activities as per approved plan, policy and legal framework. During the financial year 2023-24 two meetings of this committee were held on 14th November, 2023 and 7th February, 2024 and the attendance of members in the meeting was as under;

Sl	Name of Member	Status	No of Meetings	
			Held	Attended
1	Mrs. Harsha Sharma	Chairperson-Independent Director	2	2
2	Mr. Prakash Kumar Damani	Director (Non-Executive)	2	2
3	Mr. Sanjiv Nandan Sahaya	Managing Director	2	2
4	Mr. Rajendra Sahay	Independent Director	2	1

The Committee performs its role in accordance with the provisions of the Act.

8. Remuneration to Directors and their Relatives

The remuneration paid to whole time directors and their relatives; if any; is decided by Board of Directors on recommendation of the Nomination and Remuneration Committee and also approved by Shareholders in General Meeting wherever required. While deciding remuneration factors like experience, qualifications, industry trends, financial position of the company, and other relevant factors are considered. Directors interested do not participate in discussion and vote on the resolution approving remuneration.

There is no pecuniary relationship or transactions with Non-executive Independent directors during the financial Year 2023-24 other than those disclosed in this Annual Report for FY 2023-24 Schedule - V of the Companies Act, 2013 is adhered for remuneration. The total remuneration paid to the Directors during the period is within the threshold as prescribed under Regulation 17 of the SEBI (LODR) Regulations, 2015, as amended.

The non-executive directors are entitled to sitting fees. Presently, the company does not have any scheme for grant of stock options to directors or the employees. The details of remuneration paid are given below:-

(a) Remuneration to Executive Directors during FY 2023-24

Name of the Director

Sri Sanjiv Nandan Sahaya / Managing Director: Rs. 36,00,000/- for the FY 2023-24 (Fixed including Basic Salary of Rs. 24,00,000 and House Rent Allowance of Rs. 12,00,000). There was no increase in remuneration during the year.

(b) Remuneration Paid to Relative of Directors during FY 2023-24

No relative of any director was employed on remuneration in the company during FY 2023-24

(c) Remuneration to Non-Executive Directors during FY 2023-24

The non-executive directors were paid fees @ Rs. 4000/- for each meeting of the Board / Committee as approved by the Board Meeting. The remuneration to any one Non-

Executive Director is not more than 50% of total remuneration to all Non-Executive Directors during the financial year 2023-24 which are given below:

<u>Name of the Directors</u>	<u>Sitting Fees (Rupees)</u>
Sri Om PrakashSaxena	12,000
Sri RajendraSahay	48,000
Smt. Harsha Sharma	40,000
Sri Varun Daga	24,000
Total	1,24,000

9. Senior Management

In terms of SEBI (LODR), the following officers have been identified by the Board as Senior Management Personnel:

Sl. No.	Name	Function	Designation
1	Mr. Sanjiv Nandan Sahaya	Overall Managment	Managing Director and Chief Executive Officer (KMP)
2	Mr. Ram Narayan Prajapati	Compliance officer	Company Secretary and Compliance Officer (KMP)
3	Mr. Rajnish Gambhir	Finance & Purchase	Executive Director/Chief Financial Officer (KMP)
4	Mr. Sanjay Prasad	Accounts	Senior Manager (Accounts)
5	Mr. Kunal Gupta	Export & Logistic	Deputy General Manager (Sales)
6	Mr. Pushpendu Das	Production–Panskura Unit	General Manager- Panskura Unit
7	Mr. Basant Kumar Jha	Administration- Panskura Unit	Factory Manager-Panskura Unit
8	Mr. Anil Kumar Verma	In-charge Malwan Unit	Regional Sales Manager-Malwan Unit

There is no change in senior management appointment / retirement or cessation otherwise during the year.

10. Vigil Mechanism / Whistle Blower Policy

The Company has in place a vigil mechanism / Whistle Blower Policy for directors and employees to report their genuine concerns in line with Regulation-22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was also placed on on the company's website:www.aplmetalsltd.com.The Scheme provides (i) safeguards against victimization to person availing the mechanism and (ii) no personnel is denied direct access to the chairman of Audit Committee and chairman of the Board. The Whistle Blower Policy, enables stakeholders to report insider trading violations as well as reporting of instances of leak of Unpublished Price Sensitive Information, if any.

11. Related Party Transactions

The company has formulated policy on dealing with Related Party Transactions and for disclosure of material related party contracts or arrangements as per regulation-30 of the SEBI (LODR) Regulations, 2015 which are placed on the company's website: www.aplmetalsltd.com

All transactions with Related Parties in compliance to Ind AS -24 are disclosed in Note-2.13 in the Audited Financial Statement forming part of this Annual Report which are at arm's length price as per Section-188 of the Companies Act, 2013. The approval of the Audit Committee and Board has been obtained for all such transactions during the year as per Regulation-23 of The SEBI (LODR) Regulations, 2015 and have been reported to the Stock Exchanges as per SEBI (LODR) Regulations, 2015.

12. Significant related party transactions that may have potential conflict with the interest of the company at large.

The members of senior management have made disclosure to the Board relating to all material, financial and other transactions stating that they did not have personal interest that could result in a conflict with the interest of the company at large.

13. Disclosures of non-compliance by the company, penalties, and strictures imposed on the company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years

During the year under review, there was no penalty or stricture imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets. The company has complied with applicable mandatory requirements in terms of SEBI (LODR), Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

14. Disclosure of Commodity Price risks and Commodity hedging activities.

During the year, the company was not engaged in any type of Commodity hedging for fluctuation of raw-material and other Input costs due to financial constraints. However, it ensured automatic hedging of Foreign Exchange Exposure involved in Imports and exports through bank as and when required.

15. Non Acceptance of the Recommendation of any Committee of the Board:

There was no such instance during the financial year 2023-24 when the board had not accepted any recommendation of any Committee of the Board

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

There was no complaint of sexual harassment reported during the year.

17. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as under:

Regulation	Particulars of Regulations	Compliance status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	N.A.
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i) and (t)	Website	Yes
N.A. indicates Not Applicable		

18. Disclosure with respect to demat suspense account / Unclaimed Suspense Account:

The Company does not have any securities in the demat suspense account/unclaimed suspense account.

19. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of the Listing Regulations:

The Company has duly complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations

20. Total fees paid to the Statutory Auditors for the financial year 2023-24 is Rs. 5.40 Lacs as disclosed in Note No-28 of the Audited Financial Statements.

21. Audit of Share Capital

Mrs. Rinku Gupta (FCS-9237, CP-9248) practicing company secretary carried out the audit on a quarterly basis to reconcile the total admitted capital with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

22. General Body Meetings

22.1 The last three years Annual General Meetings were held as under-

- On 29th September, 2021 was held through Video Conferencing/other Audio Video Mode at 12.30 Noon in terms of MCA and SEBI Circulars.
- On 15th September, 2022 was held through Video Conferencing/other Audio Video Mode at 12.30 Noon in terms of MCA and SEBI Circulars
- On 21st September, 2023 was held through Video Conferencing/other Audio Video Mode at 12.30 Noon in terms of MCA and SEBI Circulars

22.2 Special Resolutions passed at last three Annual General Meetings:

Date of Meeting	Special Resolutions Passed
29 th September, 2021	<ul style="list-style-type: none"> ● To re-appoint Mr Bijan Ray (DIN-02668395) as Independent Director for Second consecutive term of five years. To re-appoint Mr Kumud Kumar Dubey (DIN-07733333) as Independent Director for Second consecutive term of five years
15 th September, 2022	NIL
21 st September, 2023	<ul style="list-style-type: none"> ● To appoint Mr. Varun Daga (DIN-06770822) as Independent Director for term of five years
<p>None of the subjects placed in the last three Annual General Meeting required approval through postal ballot and the Company did not carried any Postal Ballot process in last three financial years.</p>	

23. The Management Discussion and analysis report is already covered in the Directors Report.

24. Means of Communication

The unaudited quarterly, Half yearly and Audited financial results and other Notices/disclosures as per SEBI (LODR) Regulations is usually published in the newspapers in English and vernacular language in (1) The Echo of India (English) and The Aarthik Lipi (Bengali). The financial Results and other Notices/disclosures as per SEBI (LODR) Regulations are also placed on the company's website www.aplmetalsltd.com which has a dedicated section for Shareholders Information. The company did not issue any official news release nor given any presentation to analysts/investors during financial Year 2023-24.

25. GENERAL SHAREHOLDER INFORMATION

25.1 – 75thAnnual General Meeting of Shareholders

Date & Time/Venue : On 26thSeptember, 2024, at 12.30 P.M through Video Conferencing/other Audio Video Mode as given in the Notice of 75thAnnual General Meeting.

Book Closure::From 20thSeptember, 2024 to 26thSeptember, 2024 (bothdays inclusive)

25.2 Financial Calendar for FY 2024-25 (Tentative)

Annual General Meeting for FY2024-25; 4th Week of September, 2025

25.3 Financial reporting for the quarterly Results Date of Board Meeting (Tentative)

Quarter ending 30th June 2024: On 9th August, 2024

Quarter ending 30th September 2024 between 1st to 15th November, 2024

Quarter ending 31st December 2024 between 1st to 15th February, 2025

Quarter ending 31st March 2025 between 1st to 30th May, 2025

25.4 Dividend Payment Date-No dividend declared in FY 2023-24

25.5 Listing of Shares / ISIN

Name of Stock Exchange : The Calcutta Stock Exchange Association Limited

Stock Code : 11026

ISIN allotted by Depositories : INE 578E01019

Company ID Number (CIN) : L24224WB1948PLC017455

ISO: : I-OSC201906003

Annual listing fees raised by the Calcutta Stock Exchange has been paid.

25.6 Market Price Data / Stock Price Performance

There has been no trading of the company's equity shares during the year under review at the Calcutta Stock Exchange Association Ltd.

25.7 Shareholding pattern of Equity Shares as on 31st March 2024

Particulars	No. of Shares of Rs. 10/- each	% to total
Promoters & Promoters Group	77,81,679	72.55
Bodies Corporate - Non Promoters	114437	1.05
Public Shareholding	2827763	26.38
Others-Bank, NRI etc	2508	0.02
Total	107,26,387	100.00

The shares of the promoters and promoter group are held in demat mode.

25.8 Distribution of Shareholding of Equity Shares as on 31st March 2024

Srl. No.	No. of Shares	No. of Holders	% to Total	Total Shares	% to Total
1.	1 - 500	10636	97.7394	11,72,564	10.9316
2.	501 - 1,000	131	1.2038	94,816	0.8840
3.	1,001 - 5,000	66	0.6065	1,33,773	1.2471
4.	5,001 - 10,000	12	0.1103	89,903	0.8381
5.	10,001 - 50,000	17	0.1562	2,69,785	2.5152
6.	50,001 - 1,00,000	9	0.0827	6,69,223	6.2390
7.	1,00,001 - And Above	11	0.1011	82,96,323	77.3450
	Totals	10882	100.0000	1,07,26,387	100.0000

25.9 Dematerialization of Equities shares and liquidity

The shares of the company are in compulsory demat segment and are available for holding in the depository systems of both NSDL and CDSL. Out of 29,44,708 equity shares of Rs. 10/- each held by the persons other than promoters, 1782939 equity shares (60.55%) have been dematerialized and balance 1161769(39.45%) are in physical form as on 31st March 2024. The equity shares of the company are listed with Calcutta Stock Exchanges. Other Stock Exchanges have been derecognized by SEBI. The financials of the company does not meet with the criteria for listing with Bombay Stock Exchange or National Stock Exchange.

25.10 Share Transfer System and RTA

With a view to rendering prompt and efficient service to the investors, M/S Niche Technologies Private limited has been appointed as the Registrar and Share Transfer Agent of the company. As per amended Regulation 40 of SEBI (LODR) Regulations, 2015, with effect from 1st April, 2019 any request for transfer of any listed securities cannot be processed unless they are in dematerialized Form with a depository except request for Transmission or Transposition of name, Hence, all Shareholders are requested to dematerialize all the equity shares held in physical mode with a depository immediately Shareholders are requested to correspond with the share transfer agent for transfer and transmission of shares, change of address and queries pertaining to their shareholding etc. at their address given in this report.

The Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') during FY 2018-19, has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form, except in case of requests received for transmission or transposition and re-lodged transfer of securities. Therefore, necessary intimation was sent by the Company to the members regarding the restriction on transfer of securities in the physical form and members holding shares in physical form were requested to consider converting their shareholding to dematerialized form within the due date. Further SEBI vide circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Now share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participants ('DP') with a request to debit or credit the

account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Shareholders should communicate with the Company's Registrars and Transfer Agents ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries relating to their securities at the above mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company.

25.11 Designated E-Mail Address for Investor Services

To serve the investors better and as required under Regulation 46(2)(j) of the Listing Regulations, the designated e-mail address for investor complaints is secretarial@aplgroupco.com. The e-mail address for grievance redressal is monitored by the Company's Compliance Officer.

25.12 Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/SH-14. The relevant forms are available at [www.http://aplmotalsltd.com](http://aplmotalsltd.com).

25.13 Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to the DP.

25.14 Shares held in Physical Form

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, e-mails ids, nomination and power of attorney should be given to the Company's RTA.

SEBI vide circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and 16th March, 2023 had laid down common and simplified norms for processing Investor's Service request by RTAs and norms for furnishing PAN, KYC details and nomination. As per the above said circular the shareholders holding physical securities are required to mandatory furnish PAN, KYC details and Nomination by holders and are also required to link PAN with Aadhaar. The said circular stipulates that folios wherein the required documents are not made available shall be frozen by RTA as per specified norms of above circulars. The Company had sent relevant communication to all physical holders along with relevant Forms to enable the shareholders to update the PAN, KYC and other relevant details with RTA/Company in line with the SEBI directives. The PAN, KYC and

other relevant documents are being processed by RTA on receipt from the shareholders. The relevant Forms are also made available on the company's website at [www. http://aplmetsltd.com](http://aplmetsltd.com).

25.15 Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.

Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of their Folio No. **The company has also sent letters to all the shareholders holding shares in physical form for complying with the KYC registration with RTA.**

25.16 Address for investor correspondence

For transfer / dematerialization of shares and any other query relating to the Equity shares of the company

Niche Technologies Private Limited,

3A, Auckland Place, 7th Floor, Room No. 7A & 7B,

Kolkata – 700017 Phones: (033) 2280 6616/6617/6618 (3 Lines)

Email-Id : nichetechpl@nichetechpl.com Website : <https://www.nichetechpl.com>

25.17 For any query on annual report / investors' Grievance

To the company at address given below

Address for Communication with the company

The Company Secretary & Compliance Officer

APL Metals Limited

Regd Office: 16/S, Block-A, 2nd Floor, New Alipore, Kolkata-700053.

E-mail: secretarial@aplgroupco.com; Website: www.aplmetsltd.com

Telephone: 033-35836907

Name/Membership No of Compliance Officer: Ram NarayanPrajapati – FCS-1889

25.18 Plant Locations

1. B.T. Road 260, Barrackpore Trunk Road Sodepur, Kolkata -700 115

2. Malwan Plot No. B-4 & B-5 UPSIDC Industrial Areas Malwan, Fatehpur (U.P) Pin - 212664

3. Panskura, VIII: Kanakpur, P.O.- Naranda (Panskura) Dist: Purba Medinipore (West Bengal) Pin -721139

26. Credit Rating:

The company had been assigned CRISIL BB-/Stable (Assigned) by a bank approved Rating Agency in respect of Fund Based Working Capital facilities from the bank vide letter dated 21st November, 2023. The company has complied with the disclosures requirements stipulated by the Rating Agency. The company has not mobilized any fund by issue of any debt securities or deposits from public through preferential or qualified institutional placement or private placement.

27. Annual Certification of Code of Conduct under Regulation 34(3) read with Regulation-26 of the SEBI (LODR) Regulations, 2015;

In compliance with Regulation 34(3) read with Regulation 26.3 of the SEBI (LODR) Regulations, 2015; the company has formulated Code of Conduct for directors and senior management personnel and placed it on the website of the company. We hereby confirm that all the board members and senior management personnel of the company have affirmed compliance with the Code of Conduct of the company during the year ended 31st March, 2024.

28. Other Disclosures:**(a) Certificate from Practising Company Secretary**

- (i) Certificate as required under Part C of Schedule V of SEBI Listing Regulations, received from Rinku Gupta and Associates, Company Secretary in Practice certifying that none of the directors on the Board of the Company is debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority, is annexed at the end of this Report.
- (ii) Certificate on Annual Secretarial Compliance Report for the year ended 31st March, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) received from Rinku Gupta and Associates, Company Secretary in Practice.

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

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the financial year 2023-24.

(c) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements prescribed by SEBI Listing Regulations. The Company has also complied with non-mandatory requirements as stated under Part E of Schedule II to the Listing Regulations for financial year 2023-24

- (d) The company has not issued any Global Depository Receipt / American Depository Receipt / Warrant or any convertible instrument, which is likely to have impact on the company's equity.
- (e) The Chairman of the Company has no separate office maintained by the Company.
- (f) The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company
- (g) Internal Auditor functionally reports to the Audit Committee.
- (h) ***Loans and advances in the nature of loans to firms/companies in which Directors are interested***

There were no loans given to any companies or firms in which Directors of the Company are interested.

(i) Associate/Subsidiary/Joint Venture

The Company has no Associate or Subsidiary Company. The Company has not entered into any Joint Venture Agreement.

(j) Agreements that subsist under Clause 5A to para A of Part A of Schedule III to the Listing Regulations : None

(k) Disclosure of certain types of agreements binding listed entities

During the year, there has been no agreements executed, amendment or alteration of such agreements or any rescission, thereto into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, whether or not in which the listed entity is a party to such agreements. Accordingly, requisite disclosures with respect to such agreements in the Annual Report for the Financial Year 2023-24 are not applicable.

(l) Details of Corporate Policies

Particulars	Website Details/Links
Composition and Profile of the Board of Directors	http://aplmetalsltd.com/ShareHoldersInfo.aspx
Terms and conditions of appointment of Independent Directors	http://aplmetalsltd.com/ShareHoldersInfo.aspx
Policy on Appointment and Removal of Directors	http://aplmetalsltd.com/ShareHoldersInfo.aspx
Familiarization Programme for Independent Directors	http://aplmetalsltd.com/ShareHoldersInfo.aspx
Remuneration Policy of Directors, KMPs & Other Employees	http://aplmetalsltd.com/ShareHoldersInfo.aspx
Code of Conduct	http://aplmetalsltd.com/ShareHoldersInfo.aspx

Particulars	Website Details/Links
Criteria for Making Payments to Non-Executive Directors	http://aplmetsltd.com/ShareHoldersInfo.aspx
Corporate Social Responsibility Policy	http://aplmetsltd.com/ShareHoldersInfo.aspx
Code of Conduct for Non-Executive Directors	http://aplmetsltd.com/ShareHoldersInfo.aspx
Policy on Related Party Transactions	http://aplmetsltd.com/ShareHoldersInfo.aspx
Whistle Blower Policy	http://aplmetsltd.com/ShareHoldersInfo.aspx
Code of Corporate Disclosure Practices	http://aplmetsltd.com/ShareHoldersInfo.aspx
Policy on Determination of Materiality for Disclosure	http://aplmetsltd.com/ShareHoldersInfo.aspx
Document Retention and Archival Policy	http://aplmetsltd.com/ShareHoldersInfo.aspx
Prevention of Sexual Harassment (POSH) at Workplace Policy	http://aplmetsltd.com/ShareHoldersInfo.aspx
Reconciliation of Share Capital Audit Report	http://aplmetsltd.com/ShareHoldersInfo.aspx

For and on behalf of Board of Directors

Prakash Kumar Damani
Chairman
(DIN-01166790)

Sanjiv Nandan Sahaya
Managing Director
(DIN- 00019420)

Place: Kolkata
Date: 06 / 08 / 2024

29. Certificate by Chief Executive Officer & Chief Financial Officer under Reg- 33(2) and 17(8)

While placing quarterly financial results CEO and CFO of the company; certify to the Board under Reg-33(2) that the financial results do not contain (i) any false or misleading statement or figures and (ii) do not omit any material fact which makes the statements misleading. The Annual Certificate by CEO/CFO under Reg-17(8) is furnished below:-

The Board of Directors

APL Metals Limited

16/S, Block-A, 2nd Floor, New Alipore, Kolkata-700053.

To the best of our knowledge and belief, we certify that-

- (a) We have reviewed the financial statements and the cash flow statement for the year ended on 31st March,2024 and based on our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- (b) There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the same over the financial reporting of the Company and we have not come across any reportable deficiencies in the design or operation of internal controls.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee-
 - (i) significant changes, if any, in the internal control over financial reporting during the year
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) There are no instances of significant fraud of which we have become aware.

Place: Kolkata

Rajnish Gambhir

Sanjiv Nandan Sahaya (DIN-00019420)

Dated: 06/08/2024 Chief Financial Officer

Managing Director & CEO

30. **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members of APL Metals Limited,
Kolkata , West Bengal

I have examined the relevant registers, records, forms, returns and disclosures received from the Directorsof **APL Metals Limited** havingCIN : L24224WB1948PLC017455 and having registered officat 18/1A, Hindustan Road, Kolkata-700 029 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sl	Name of Director	DIN	Date of Appointment
1	Mr. Sanjiv Nandan Sahaya	00019420	6 th January, 20052
2	Mr Rahul Damani	05216197	9 th August, 2023
3	Mr. Raghav Bajora	08713745	1 st July, 2021
4	Mr. Rajendra Sahay	02633026	30 th May, 2013
5	Mr. Prakash Kumar Damani	01166790	12 th Nov, 2016
6	Mrs. Harsha Sharma	09255202	3 rd August, 2021
7	Mr Varun Daga	06770822	9 th August, 2023

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

Place: Kolkata
Date : 06/08/2024
UDIN: F009237F000907530

For Rinku Gupta & Associates

Rinku Gupta,
Company Secretary in Practice
Membership No. : FCS 9237
CP No. : 9248

31. Auditors' Certificate on Corporate Governance

To
The Members of
APL Metals Limited

We have examined the compliance of the conditions of Corporate Governance by APL Metals Limited (Formerly Associated Pigments Limited) having registered office at 18/1A, Hindustan Road, Kolkata- 7000029 as per Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2024.

Management's responsibility

The Company's management takes full responsibility of the compliance of the conditions of corporate governance as stipulated in the regulations mentioned above.

Auditors' responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificates for 'Special Purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify based on the work done.

Conclusion

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

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

Restrictions on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For VPC & Associates
Chartered Accountants
Firm Registration No: 313203E

(R K VYAS)
(Proprietor)
Membership No. 051386
UDIN – 24051386BKEML09754

Date: 06 / 08 / 2024
Place: Kolkata

ANNEXURE - 2

STATEMENT OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) & (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR FY 2023-24

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24	(ii) Percentage increase in Remuneration during 2023-24
Mr. Sanjiv Nandan Sahaya	Managing Director/CEO	15.31:1	NIL
Mr. Rajnish Gambhir	Executive Director/CFO	4.74:1	NIL
Mr. Ram Narayan Prajapati	Company Secretary	4.49:1	NIL

Sl. No.	Description	Remarks
(iii)	the percentage increase in the median remuneration of employee in the financial year;	12.97%
(iv)	the number of permanent employees on the rolls of company;	94
v.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Percentile Increase in Remuneration of Non-Manual Remuneration – 7.08%. Average Percentile Increase in Remuneration of Managerial Remuneration- 8.11% The Increase is normal and based on financial position and performances of employee decided by company management.

No employee was in receipt of remuneration exceeding the minimum threshold limit prescribed for reporting under Rule-5(2) and hence same is not furnished.

The list of top ten employees in terms of Remuneration on 31st March, 2024 as per Rule-5(2) are as under:-

SI	Name/Age/Qualification/Experience/Last Employment/ Date of Appointment	Designation/Number of Equity Shares held	Gross Remuneration (Rupees)
1	Mr. Sanjiv Nandan Sahaya/63/B.Tech/more than 40 years/None/1 st October, 1982	Managing Director and Chief Executive Officer (KMP)-21,63,657 equity shares	36,00,000
2	Mr. Ram Narayan Prajapati/71/B.Com, FCA, FCS,LLB/more than 42 years/Jindal Pipes Limited/30 th May,2013	Company Secretary and Compliance Officer (KMP)-100 equity shares	11,88,000
3	Mr. Rajnish Gambhir /62/B.Com//more than 38 years/ Self-employed/1 st November,2008	Executive Director/Chief Financial Officer (KMP)-500 equity shares	11,28,000
4	Mr. Pushpendu Das/63/B.Sc/more than 38 yrs/ Self-employed//1 st April,1992	General Manager –Nil equity shares	1020000
5	Mr. Basant Kumar Jha /62/B.com/LLB/ Diploma in Personal Management/ more than 41 yrs /Self employed/2 nd August, 2021(Employed for part of the year)	Factory Manager –500 equity shares	9,60,000
6	Mr. Sanjay Prasad/59/B.Com(Hon)/ more than 32years/Self-employed/1 st July ,2003	Senior Manager (Accounts) -622 equity shares	9,36,000
7	Mr. Anil Kumar Verma/75/MBA/ more than 46 years /Self Employed /1 st April , 2009	Regional Sales Manager-322 equity shares	8,64,000
8	Mr. Anupam Rakshit/39/B.Tech in Chemical Engineering/ more than 13 years / Self Employed /1 st January, 2013	Production Manager – Nil Equity Shares	8,70,000
9	Mr. Kunal Gupta/66/B.A. (Hon)/ more than 40 years/ Self Employed /1 st February, 2011	Deputy General Manager (Sales)–Nil equity shares	7,69,440
10	Mr. Raju Chowdhury / 33/ M.com, ACS, LLB/ more than 10 years/ Self Employed / 1 st March, 2021)	Jt. Company Secretary -- Nil Equity Shares	6,66,000

It is hereby affirmed that the remuneration to managerial personnel referred above is as per the remuneration policy of the company and Appointment Letters accepted by the employees.

All above employee were paid remuneration for the full year.

None of the above employees except Mr. Sanjiv Nandan Sahaya is a member of the Board of Directors nor any of them is a relative of any director. Other details can be furnished to the shareholders on request.

ANNEXURE - 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
(Pursuant to Section-135 read with the Companies Social Responsibility Policy Rules, 2014)
(CSR Rules)

1. Brief Outline on CSR Policy of the Company:

The Board of Directors have approved its CSR Policy recommended by CSR Committee named as APL CSR Policy in accordance with Section 135 of the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 which underlines the guiding principles and mechanisms for undertaking various CSR activities/programs by the Company. The objectives of the APL CSR Policy are to:

- Increasingly contribute to activities that are beneficial to the society and community at large.
- Chart out a mechanism for undertaking CSR activities directly or engaging approved external agency to carry out such activities in compliance to the existing and up dated legal and regulatory requirements.

2. Composition of CSR Committee:

SR. 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.	Mrs. Harsha Sharma	Chairperson – Non Executive Independent Director	2	2
2.	Mr. Prakash Kumar Damani	Member – Non Executive Director	2	2
3.	Mr. Sanjiv Nandan Sahaya	Member – Managing Director	2	2
4.	Mr Rajendra Sahay	Member – Non Executive Independent Director	2	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company-<http://aplmetalsltd.com/Index.aspx>.
4. 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 – **Not Applicable**.
5. (a) Average net profit of the company as per sub-section (5) of section 135: Rs.671.77 lacs
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135 : Rs. 13.44 lacs

- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set-off for the financial year, if any. Nil
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)] : Rs. 13.44 lacs
- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Rs 13.50 lacs
- (b) Amount spent in Administrative Overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable : Nil
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)] :Rs 13.50 lacs
- (e) **CSR amount spent or unspent for the Financial Year:-**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub- section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5)		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 13.50 lacs	-	-	-	-	-

(f) Excess amount for set-off, if any:

Sr. No	Particulars	Rupees in lacs
1	Two percent of average net profit of the company as per section 135(5)	13.44
2	Total amount spent for the Financial Year	13.50
3	Excess amount spent for the financial year [(2)-(1)]	0.06
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(3)-(4)]	0.06

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of section 135	Balance Amount in UnspentCSR Account under sub- section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
NIL								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

Hence no reporting of Capital Assets created is required.

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

Mr.SanjivNandanSahaya (DIN – 00019420)
Managing Director

Mrs. Harsha Sharma (DIN- 09255202)
Chairperson, CSR Committee

Place: Kolkata

Dated: 06/08/2024

MR - 3

Secretarial Audit Report

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

FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2024

To,

The Board of Directors

APL METALS LIMITED

(Formerly Associated Pigments Limited)

16/S, Block-A, 2nd Floor

New Alipore, Kolkata-700 053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by APL Metals Limited (hereinafter called “the Company”). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by APL Metals Limited for the financial year ended on 31st March, 2024 according to the provisions of-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company:-
 - a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) 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;
- f) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
- g) The Securities and Exchange Board of India (Buyback of securities) Regulations, 2008;
- h) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999;
- i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vi) Other Applicable Acts:
 - a. The Employees Provident fund and Miscellaneous Provisions Act, 1952
 - b. Employees' State insurance Act, 1948
 - c. Factories Act, 1948
 - d. Indian Contract Act, 1872
 - e. Income Tax Act, 1961 and Indian Tax Laws
 - f. Industrial dispute Act, 1947
 - g. The Payment of Bonus Act, 1965
 - h. The Payment of Gratuity Act, 1972
 - i. The Payment of Wages Act, 1936 and other applicable Labour Laws.
 - j. Sexual harassment of woman at workplace (prevention, Prohibition and Redressal) Act, 2013
 - k. Indian Boilers Act, 1923.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by the institute of Company Secretaries of India.
- (ii) The Listing Agreements entered in to by the Company with Stock Exchanges

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change 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 related notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

Place: Kolkata
Date : 06/08/2024
UDIN: F009237F000907563

For Rinku Gupta & Associates

Rinku Gupta,
Company Secretary in Practice
Membership No. : FCS 9237
CP No.: 9248

To,

The Board of Directors
APL METALS LIMITED
(Formerly Associated Pigments Limited)
16/S, Block-A, 2nd Floor
New Alipore, Kolkata-700 053

ANNEXURE - A

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

1. Maintenance of Secretarial record is the responsibility of the Management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I had 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. I believe that the processes and practices, followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required I have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither as assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date : 06/08/2024
UDIN: F009237F000907563

For Rinku Gupta & Associates
Rinku Gupta,
Company Secretary in Practice
Membership No. :FCS 9237
CP No.: 9248

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF APL METALS LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **APL METALS LIMITED**, which comprises of the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity, the Cash Flow Statement, and notes to the standalone Ind AS financial statements, a summary of the significant accounting policies and other explanatory information for the year then ended, in which are incorporated the accounts of company's manufacturing units at Panskura (West Bengal), B.T. road (West Bengal) and Malwan (Uttar Pradesh), Malwan branch not visited by us. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended ('Ind AS') and other principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, the Loss and other comprehensive income changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

The company has incurred a net cash loss during the current financial year. However, the financial statement of the company has been prepared as a "Going Concern" basis for details and reason please refer Note **2.04**.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of this report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountant of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provision 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 standalone financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a

whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The applicable KAM are as under:

Description of Key Audit Matters

The Key Audit Matters	Audit checks and balances adopted
Conversion of Land in stock in trade	
Transfer of Land at production unit at B.T.Road (W.B) to stock in trade as described in note no 2.03	<ul style="list-style-type: none"> ● Copy of order issued by West Bengal Pollution Control Board. ● Study of relevant resolution passed by the Board of Directors. ● Information and clarification extended by the management.
Status of Taxation	
<p>1. The company has computed its Deferred Tax Assets and liabilities resulting in provision for deferred tax income aggregating to ₹ 326.62 Lacs (Previous year expenses-180.05 Lacs) due to business loss and other adjustments (Refer Statement of Profit & Loss).</p> <p>2. The company has received ademand of ₹ 432.90 crore for earlier years against which the company has preferred an appeal with the appropriate authorities.</p>	<ul style="list-style-type: none"> ● Reference to provisions of the act in this regard. ● Scrutiny of the relevant working statement. ● Information and explanation provided by the management. <ul style="list-style-type: none"> ● Scrutiny of the notice received and assessment orders. ● Copy of appeals filed with the appellent authorities. ● Information and explanation provided by the management.

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

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, Corporate Governance and Shareholders Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

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

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it 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 considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by 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 the Statement of Other Comprehensive Income, the Cash Flow Statement, the Statement of changes in Equity dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e. On the basis of the written representations received from the Directors as on 31st March,

2024 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2024 from being appointed as Director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls and operating effectiveness of such controls, refer to our separate report in “Annexure B”. Our report expresses an unmodified opinion of the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended,
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note No. 2.14.
 - ii. The Company had made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivative contracts-Refer Note no. 2.15.
 - iii. The Company does not have any amount which is required to be transferred to the Investor Education and Protection Fund by the Company as per section 124 of the Companies Act 2013.
 - iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in

other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

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 aforesaid representations contain any material mis-statement.

- v. The Company has not declared or paid dividends during the year.
 - vi. The company’s accounting software in use during the period under review do not have a feature of recording audit trail (edit log) facility as required by law. As explained to us, the matter is in process of implementation.
- 2) As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For VPC & Associates
Chartered Accountants
Firm Registration No: 313203E

(Rajendra Kumar Vyas)
(Partner)
Membership No. 051386
Place: Kolkata
Date: 29th May, 2024
UDIN: 24051386 BKEMKV6802

ANNEXURE “A” TO THE AUDITORS’ REPORT

(Referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date)

- 1.01 The Company has maintained proper records to show full particulars, including quantitative details and situation of Property, Plant & Equipment.
- 1.02 All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification of all the Property, Plant and Equipment over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- 1.03 The title deeds of immovable properties are held in the name of the company.
- 1.04 The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31st March, 2024.
- 1.05 There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 2.01 The inventory has been physically verified at reasonable intervals during the year by the internal auditor (a firm of chartered accountant). The minor discrepancies were less than 10% (in value & quantity) for each class of inventory were not reported.
- 2.02 The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- 3.01 According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- 3.02 Since the company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year so reporting under clause b,c,d,e & f is not required.
4. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant to

the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

- 7.01 According to the records of the company undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty and other material statutory dues have been generally regularly deposited with the appropriate authorities.
- 7.02 According to the information and explanation given to us and the records of the company examined by us, there are no dues of wealth tax and customs duty which have not been deposited on account of any dispute. The particulars of any dues of income tax, sales tax, service tax and excise duty as at 31st March, 2024 which have not been deposited on account of a dispute, are as under :

Name of Statute	Nature of the Dues	Amount (₹ in lacs)	Period to which the Amount relates	Forum where dispute is pending
West Bengal Sales Tax Act, 1994	Purchase Tax	0.21	1994-95	The West Bengal Commercial Tax Appellate & Revisional Board
-Do-	Central Sales Tax	0.62	1994-95	-Do-
-Do-	West Bengal sales tax Interest Purchase Tax Penalty	3.27 0.21 1.00 0.10	2004-05	The West Bengal Commercial Tax Taxation Tribunal
Central Sales Tax Act, 1956	Central Sales Tax Penalty	2.31 0.15	2004-05	-Do- Additional
West Bengal Value Added Tax Act, 2003	Vat P. Tax ITC Interest	9.41 0.13 18.49 6.38	2013-14	Commissioner Commercial Taxes
Income Tax Act, 1961	Income Tax	43290.47	2015-16 2018-19 2019-20 2020-21 2021-22 2022-23	Hon'ble High Court Calcutta & Commissioner Appeals, Income Tax
Central Excise Act, 1944	Excise Duty Demand Penalty	63.50 63.50	2014-15 & 2015-16	Joint Commissioner CGST & Central Excise

8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9. (a) The Company has not defaulted in repayment of loans or other 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 government or any government authority.
 - (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
 - (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.
 - (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
10. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. (a) No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
 - (b) According to the information and explanations given by the management, during the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
12. The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.

13. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.
14. (a) According to the information and explanations given by the management, the Company has an internal audit system commensurate with the size and nature of its business.
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
15. According to information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
16. (a) According to the information and explanations given by the management, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, the requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.
(b) According to the information and explanations given by the management, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) According to the information and explanations given by the management, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
17. Unlike previous year the company has incurred cash loss during the year under review.
18. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
19. On the basis of the financial ratios disclosed in note 2.19 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section (5) of section 135 of the Act. This matter has been disclosed in note 2.08 to the financial statements.
- (b) There are no amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, required to be transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act.
21. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For VPC & Associates
Chartered Accountants
Firm Registration No: 313203E

(Rajendra Kumar Vyas)
(Partner)
Membership No. 051386
Place: Kolkata
Date: 29th May, 2024
UDIN: 24051386BKEMKV6802

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN
DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF
APL METALS LIMITED.**

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 **APL METALS LIMITED** as of 31st March, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. 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 168 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 Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence 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 Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024.

For VPC & Associates
Chartered Accountants
Firm Registration No: 313203E

(Rajendra Kumar Vyas)
(Partner)
Membership No. 051386
Place: Kolkata
Date: 29th May, 2024
UDIN: 24051386BKEMKV6802

APL METALS LIMITED
CIN: L24224WB1948PLC017455
BALANCE SHEET AS AT 31ST MARCH, 2024

(₹ in lacs)

Particulars	Notes	As At 31.03.2024	As At 31.03.2023
ASSETS :			
Non-current Assets			
Property, Plant & Equipment	3	2,461.29	2,344.69
Financial Assets			
(i) Other Financial Assets	4	76.29	83.73
Total Non-Current Assets (1)		2,537.58	2,428.42
Current Assets			
Inventories	5	24,422.12	16,649.83
Financial Assets			
(i) Trade Receivables	6	657.48	1,060.42
(ii) Cash & Cash equivalents	7	680.09	26.39
(iii) Other Bank Balance with Banks	8	61.62	128.66
(iv) Other Financial Assets	9	-	0.19
Current Tax Assets(Net)		344.16	227.66
Other current Assets	10	2,727.79	1,175.18
Total Current Assets (2)		28,893.26	19,268.33
Total Assets (1+2)		31,430.84	21,696.75
EQUITY AND LIABILITIES:			
Equity			
Equity Share Capital	11	1,072.09	1,072.09
Other Equity	12	3,677.20	1,576.70
Total Equity (1)		4,749.29	2,648.79
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	13	3,810.97	4,670.49
Provisions	14	115.17	113.81
Deffered Tax Liabilites (Net)	15	817.67	211.02
Total Non-Current Liabilities (2)		4,743.81	4,995.32
Current Liabilities			
Financial Liabilities			
(i) Borrowings	16	9,599.85	11,409.48
(ii) Trade Payables	17		
(A) total outstanding dues of micro and small enterprises; and		-	-
(B) total outstanding dues other than micro and small enterprises		12,026.30	1,936.42
(iii) Other financial liabilities	18	118.30	113.64
Other current liabilities	19	193.29	593.10
Total Current Liabilities (3)		21,937.74	14,052.64
Total Equity and Liabilities (1+2+3)		31,430.84	21,696.75

Summary of Significant Accounting Policies 1
 The accompanying notes 1 to 28 are an integral part of these Financial Statements

For and on behalf of the Board of Directors

For VPC & Associates
 Chartered Accountants
 Firm Registration No : 313203E

Rajnish Gambhir
 Chief Financial Officer
 DIN : 00459644

Rahul Damani
 Director
 DIN : 05216197

(Rajendra Kumar Vyas)
 Partner
 Membership No : 051386
 Kolkata
 29th May, 2024
 UDIN:24051386BKEMKV6802

Ram Narayan Prajapati
 Company Secretary &
 Compliance Officer
 Membership No- FCS 1889

Sanjiv Nandan Sahaya
 Managing Director
 DIN : 00019420

APL METALS LIMITED

CIN: L24224WB1948PLC017455

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2024 (₹ in lacs)

Particulars	Notes	For The Year Ended 31.03.2024	For The Year Ended 31.03.2023
Income			
Revenue from Operations	20	70,256.85	73,583.94
Other Income	21	3.09	82.63
Total Income (1)		70,259.94	73,666.57
Expenses			
Cost of raw materials consumed	22	65,769.55	67,407.78
Purchase of stock-in-trade	23	574.57	419.66
Increase/Decrease in inventories of finished goods, work-in- progress and stock-in-trade	24	(2,565.65)	(2,123.31)
Employees benefits expenses	25	845.06	836.32
Finance costs	26	2,383.06	1,889.81
Depreciation and amortisation expenses	3	150.52	151.24
Other expenses	27	4,412.99	4,651.70
Total Expenses (2)		71,570.10	73,233.20
(Loss)/Profit Before Tax (1-2)		(1,310.16)	433.37
Tax Expenses/Income:			
- Current Tax		-	-
- Deferred Tax		(326.62)	180.05
(Loss)/Profit for the year		(983.54)	253.32
Other Comprehensive Income /Expenses(net of tax) Items that will not be reclassified to profit & loss in subsequent period			
a) Finance cost on fair valuation of Non-Convertible redeemable Preference Shares		(62.11)	(57.51)
b) Remeasurement of net defined benefit asset/liability		(4.56)	(8.90)
c) Income tax on net defined benefit		1.14	2.24
d) Surplus on Land converted to Stock in Trade		4,083.98	-
e) Income tax on Surplus on Land stock in trade		(934.41)	-
Total Other Comprehensive Income/Expense for the year (net of tax)		3,084.04	-64.17
Total Comprehensive Income for the year		2,100.50	189.15
Earning Per Share (in ₹)			
Basic and diluted EPS (Face Value of Rs. 10 each)	28	(9.17)	2.36

Summary of Significant Accounting Policies

1

The accompanying notes 1 to 28 are an integral part of these Financial Statements

For VPC & Associates

Chartered Accountants

Firm Registration No : 313203E

For and on behalf of the Board of Directors

Rajnish Gambhir
Chief Financial Officer
DIN : 00459644

Rahul Damani
Director
DIN : 05216197

(Rajendra Kumar Vyas)

Partner

Membership No : 051386

Kolkata

29th May, 2024

UDIN:24051386BKEMKV6802

Ram Narayan Prajapati
Company Secretary &
Compliance Officer
Membership No- FCS 1889

Sanjiv Nandan Sahaya
Managing Director
DIN: 00019420

APL METALS LIMITED
CIN: L24224WB1948PLC017455
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2024

(₹ in lacs)

	Particulars	For The Year Ended 31.03.2024	For The Year Ended 31.03.2023
A	<u>Cash Flow From Operating Activities</u>		
	Net Profit/ (Loss) Before Tax	(1,310.16)	433.37
	Adjustments :		
	(Profit)/Loss on Sale of Assets	-	(36.52)
	Finance costs	2,383.06	1,889.81
	Depreciation & Amortization Expenses	150.52	151.24
	Interest Income	(3.03)	(7.36)
	Sundry Balance Written Back	0.06	-
	Sundry balance written off	-	0.41
	<u>Operating profit Before Working Capital Changes</u>	1,220.45	2,430.95
	Increase/(decrease) in Provisions	(3.20)	1.80
	Increase/(decrease) in Trade Payables	10,089.82	(2,243.98)
	Increase/(decrease) in Other Financial Liabilities	4.66	11.03
	Increase/(decrease) in Other Current Liabilities	(399.81)	373.17
	Increase/(decrease) in Other Non Current Liabilities	-	(250.00)
	Decrease/(Increase) in Other Non Current Financial Assets	7.44	0.69
	Decrease/(Increase) in Inventories	(3,687.22)	(1,493.42)
	Decrease/(Increase) in Trade & Other Receivables	402.94	(575.98)
	Decrease/(Increase) in Other Current Financial Assets	(1,552.61)	233.03
	Decrease/(Increase) in Other Current Assets	0.19	0.15
	Decrease/(Increase) in Current Tax Assets (Net)	(116.50)	(67.16)
	Cash Generated from Operating Activities	5,966.16	(1,579.72)
	Net Cash flow from/(used in) Operating Activities (A)	5,966.16	(1,579.72)
B	<u>Cash Flow From Investing Activities</u>		
	Purchase of Fixed Assets(including Capital Work-in-Progress)	(268.21)	(247.18)
	Proceeds from Sale of Fixed Assets	-	48.80
	Interest received	3.03	7.36
	Net Cash From Investing Activities (B)	(265.18)	(191.02)
C	<u>Cash Flow From Financing Activities</u>		
	Proceeds From Long Term Borrowings	3,617.37	1,822.20
	Repayment of Long Term Borrowings	(4,393.85)	(1,906.88)
	Proceeds From / (Repayment of) Short Term Borrowings	(1,954.78)	2,157.20
	Interest paid	(2,383.06)	(1,889.81)
	Net Cash From Financing Activities (C)	(5,114.32)	182.71
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	586.66	(1,588.03)
	Opening Cash and Cash Equivalent & Other Bank Balance	155.05	1,743.08
	Closing Cash and Cash Equivalent & Other Bank Balance	741.71	155.05

NOTE:

- 1) The above "Cash Flow Statement" has been prepared under "Indirect Method".
- 2) Previous year's figures have been re-arranged/regrouped wherever considered necessary.
- 3) Cash and cash equivalents includes ;

Cash in hand & Balance with Scheduled Banks

a) On Current Accounts	675.75	16.32
b) Cash in hand (As Certified)	4.34	10.07
	680.09	26.39

Other bank balances

D Fixed Deposits	61.62	128.66
Total	741.71	155.05

Summary of Significant Accounting Policies

1

The accompanying notes 1 to 28 are an integral part of these Financial Statements

For VPC & Associates

Chartered Accountants

Firm Registration No : 313203E

For and on behalf of the Board of Directors

Rajnish Gambhir
Chief Financial Officer
DIN : 00459644

Rahul Damani
Director
DIN : 05216197

(Rajendra Kumar Vyas)

Partner

Membership No : 051386

Kolkata

29th May, 2024

UDIN:24051386BKEMKV6802

Ram Narayan Prajapati
Company Secretary &
Compliance Officer
Membership No- FCS 1889

Sanjiv Nandan Sahaya
Managing Director
DIN : 00019420

APL METALS LIMITED

CIN: L24224WB1948PLC017455

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

(₹ in lacs)

A) Equity Share Capital					
Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the previous year	Balance as at March 31, 2024	
1,072.09		1,072.09		1,072.09	
Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the previous year	Balance as at March 31, 2023	
1,072.09		1,072.09		1,072.09	

B) Other Equity

Particulars	Reserve and Surplus				Other Comprehensive Income			Total
	Securities Premium	General Reserve	Capital Reserve	Retained Earnings	Fair Value of Non-Convertible Redeemable Preference Shares	Present Value of Defined Benefit Obligation	Fair Value of Land	
Balance as at April 01, 2022	81.29	1201.89	432.14	(895.07)	501.14	66.16	-	1,387.55
Profit for the year				253.32				253.32
Other comprehensive income/(Expense) for the year (Net of Taxes)				0.00	(57.51)	(6.66)	-	(64.17)
Balance as at March 31, 2023	81.29	1201.89	432.14	(641.75)	443.63	59.50	-	1,576.70
Balance as at April 01, 2023	81.29	1201.89	432.14	(641.75)	443.63	59.50	-	1,576.70
Profit / (Loss) for the year				(983.54)				(983.54)
Other comprehensive income/(Expense) for the year (Net of Taxes)					(62.11)	(3.42)	3,149.57	3,084.04
Balance as at March 31, 2024	81.29	1,201.89	432.14	(1,625.29)	381.52	56.08	3,149.57	3,677.20

**NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS AS
AT AND FOR THE YEAR ENDED 31ST MARCH, 2024**

NOTE NO. 1: -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CORPORATE INFORMATION

The Company is principally engaged in production of Refined Lead and Lead Alloys at its plants at Panskura, (WB) and Lead Oxides at its plants at B. T. Road (WB) and Malwan (UP). The registered office is situated at Kolkata, West Bengal. The company's financial statements are standalone statements. The Company have no holding/ subsidiary company.

1.01. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The disclosures of significant accounting policies are pertaining to the present activities of the company. However, in the year of new activity, the relevant accounting policies are incorporated.

I. Statement of Compliance

The Standalone Financial Statements for the year under review have been prepared in accordance with Indian Accounting Standards(IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant amended provisions and rules of the Act issued thereafter.

II. Use of Estimates and Judgments

In preparing these Standalone Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from such estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31st March, 2024 are as follows:

- (a) Recognition of deferred tax assets depends on availability of future taxable profit against which tax losses carried forward can be used;
- (b) Measurement of defined benefit obligations are based on key actuarial assumptions;
- (c) Recognition and measurement of provisions and contingencies are based on key assumptions about the likelihood and magnitude of an outflow of resources;
- (d) Determining the fair value less costs to sell of the Non-Current Assets held for Sale on the basis of significant unobservable inputs;

III. Functional and Presentation of Currency

All amounts stated in the financial statement are in Indian Rupees (INR in lacs) (r/off), unless specified otherwise.

IV. Basis of Measurement

The Financial Statements are generally prepared on the historical cost convention basis. However, consistent practice followed from past some of the Financial Instruments is measured at fair value at the end of each reporting date.

1.02 Classification of Assets and Liabilities

I. Schedule III to the Act, requires assets and liabilities to be classified as either Current or Non-current.

(a) An asset shall be classified as current when it satisfies any of the following criteria:

- (i) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) It is held primarily for the purpose of trading;
- (iii) It is expected to be realized within twelve months after the reporting date; or
- (iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

(b) All assets other than current assets are classified as non-current.

(c) A liability is classified as current when it satisfies any of the following criteria:

- (i) It is expected to be settled in the Company's normal operating cycle;
- (ii) It is held primarily for the purpose of trading;
- (iii) It is due to be settled within twelve months after the reporting date; or
- (iv) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(d) All liabilities other than current liabilities are classified as non-current.

II. Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company's operating cycle is twelve months for the purpose of current or non-current classification of assets and liabilities.

III. Property Plant and Equipment

i. Grants & Incentive

Government Grant and Incentives are recognized when there is reasonable assurance that the company would be able to comply with the conditions for receipt of the same.

ii. Recognition and Measurement

An item of Property, Plant and Equipment (erstwhile Fixed Assets) that qualifies for recognition as an asset is initially measured at its cost and then carried at the cost less accumulated depreciation and accumulated impairment, if any.

The cost of an item of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of Property, Plant and Equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use.

iii. Capital Work In Progress

Tangible Property, Plant and Equipment under construction are disclosed under this head. However, no such items prevailed at the end of the year under review.

iv. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

v. Depreciation

The depreciable amount of an item of Property, Plant and Equipment is allocated on a systematic basis over its useful life. Depreciation is provided on cost of Asset less its estimated residual value on the straight-line method at the rates prescribed under Schedule-II of the Companies Act, 2013 on the basis of useful life of the Assets. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company. Based on internal technical evaluation, the management believes useful lives of the assets are appropriate. The depreciation method is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted for as a change in an accounting estimate in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The depreciation charge for each period is generally recognized in the Statement of Profit and Loss and is deducted in arriving at the carrying amount of relevant asset. The residual value and the useful life of an asset is reviewed at year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with Ind AS 8. The estimated useful lives for the assets are as per the life provided in the Companies Act, 2013.

Depreciation on additions/ disposals is provided on a periodical pro-rata basis i.e. from/ up to the date on which asset is ready for use /disposed off.

Property, Plant & Equipment are stated at their original cost including all expenses attributable to bring the assets to its intended use less Input Credit / Capital Subsidy availed on acquisition. The Details of useful life of assets are given below:

<u>Type of Assets</u>	<u>Useful life</u>
Buildings	5-60 years
Plant & Equipment	10-25 years
Furniture & Fixture	5-10 years
Vehicles	8 years
Computer and Accessories	3 years
Electric Installations	10 years
Office Equipment	5 years

vi. Disposal

The carrying amount of an item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of Property, Plant and Equipment is charged in Statement of Profit and Loss when the item is derecognized.

IV. Intangible Assets

i. Recognition and Measurement

An intangible asset is an identifiable monetary asset without physical substance. Intangible assets are initially measured at its cost and then carried at the cost less accumulated depreciation and accumulated impairment, if any.

ii. Amortization

The intangible assets are amortized on the straight line method. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company.

The amortization method is reviewed at least at each financial year-end and, if

there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted for as a change in an accounting estimate in accordance with INS AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The residual value and the useful life of an asset is reviewed at least at each financial year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with IND AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. The estimated useful lives as estimated by management are as follows:

Asset Class	Useful Lives (No of years) – as estimated by the Company
Technical Know	10 years

Amortized intangible asset is displayed as amortization on the face of Standalone Statement of Profit and Loss.

V. Inventories

i. Measurement of Inventory

Inventories of finished goods are measured at the lower of cost and net realizable value. Land held as inventory is valued at Fair Market Value on the date of conversion and includes expenses directly attributable to the asset incurred during the year and are held for sale/ commercial use of the same. Inventories of stores and raw material are valued at cost.

ii. Cost of Inventory

The cost of inventories in consistence with the practice followed from the past comprises all costs of purchase including the costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The costsof inventories comprise the purchase price, import duties (where applicable) and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs/ overhead directly attributable to the acquisition of finished goods, materials and services.

Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The costs of conversions of inventories include costs directly related to the units of production and a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods.

Other costs (if any) are included in the cost of inventories only to the extent that they are incurred in bringing the inventories to their present location and condition after considering the normal wear and tear.

iii. Net Realizable Value

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Net realizable value is ascertained for each item of inventories with reference to the selling prices of related finished products.

iv. Valuation of Spare Parts, Stand-by Equipment and Servicing Equipment

Spare parts, stand-by equipment and servicing equipment are recognized as Property, Plant and Equipment if and only if it is probable that future economic benefits associated with them will flow to the Company and their cost can be measured reliably. Otherwise such items are classified and recognized as Inventory.

VI. Financial Instruments**i. Recognition**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

ii. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks and cash in hand which are unrestricted for withdrawal and usage.

iii. Financial Assets at Amortised Cost

The Company's objective is not to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv. Financial Assets at Fair Value through Other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

v. Financial assets at Fair Value through Profit or Loss

Financial assets are measured at fair value through profit or loss unless they are measured at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

vi. Financial Liabilities

Financial liabilities are classified as measured at amortised cost or Fair Value through Profit & Loss (FVTPL). A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and Losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

vii. Derivative Instruments

The Company has not entered into any derivative financial instruments during the year such as option Contract to mitigate the risk of changes in exchange rates on foreign currency exposures.

The category includes derivatives financial assets or liabilities which are not designated as hedges although the company believes that this derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as financial assets or liabilities at fair value through profit and loss.

Derivative not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income or finance cost. Asset / liabilities in these categories are presented as current asset or current liabilities.

viii. Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

VII. Revenue Recognition**Sale of Goods**

As per Ind AS 115 Revenue from the sale of products is recognized when the performance obligations have been satisfied. Performance Obligations of the company are recognized when the following conditions are satisfied :

- (a) The significant risks and rewards of ownership of the goods is transferred to the buyer;
- (b) The Risk and Rewards of Ownership is transferred when the goods are delivered to the customer,
- (c) The entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (d) The amount of revenue can be measured reliably;
- (e) It is probable that the economic benefits associated with the transaction will flow.
- (f) The costs incurred or to be incurred in respect of the transaction can be measured reliably.
- (g) The company has no obligation for returns, refunds and other similar obligation at year end.
- (h) There is no warranty or related obligation during the year.

The Company measures revenue at the fair value of the consideration received or receivable taking into account the amount of any sales returns, trade discounts and volume rebates allowed by the Company.

Interest Income

Interest income is recognized using the effective interest method as set out in Ind AS 39 - Financial Instruments: Recognition and Measurement, when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of the revenue can be measured reliably. The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability (or group of financial assets or financial liabilities) and of allocating the interest income or interest expense over the relevant period.

VIII. Foreign Currency Transactions

Recognition

Functional currency is the currency of the primary economic environment in which the Company operates whereas presentation currency is the currency in which the financial statements are presented. Indian Rupee is the functional as well as presentation currency for the Company. A foreign currency transaction is recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency on the date of the transaction.

At the end of each reporting period, foreign currency monetary items are translated using the closing rate whereas non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous Financial Statements are recognized in the Standalone Statement of Profit and Loss in the period in which they arise.

When a gain or loss on a non-monetary item is found in Other Comprehensive Income, any exchange component of that gain or loss is recognized in Other Comprehensive Income. Conversely, when a gain or loss on a non-monetary item is recognized in Statement of Profit and Loss, any exchange component of that gain or loss is recognized in Statement of Profit and Loss.

Foreign currency risk

The foreign currency risk are primarily related to operating activities, since foreign currency are not hedged and the fluctuation in respect of unhedged foreign currency are accounted at the exchange rate prevailing at the reporting date of financial statement.

IX. Accounting of Claims

- a) Claims receivable are accounted at the time when certainty of receivable is established.
- b) Claims raised by the Government Authorities regarding taxes & duties, which are disputed by the company, are accounted based on the merits of each claim and when the matter is crystalized.

X. Employee Benefit

a) Short Term Employee Benefits:

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by employee is recognized during the year when the employee remains under the service. This benefit includes salary, wages, short term compensatory absences and bonus.

b) Post-Employment Benefits:

i. Defined Contribution Plans

This benefit includes contribution to Employee's State Insurance Corporation {ESI} and Provident Fund Contribution {PF} to the Regional Provident Fund Commissioner. These contributions are defined as an expense in the Statement Profit & Loss as and when such contributions are due.

ii. Defined Benefit Plans

For Gratuity and compensated leave

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. The Company accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognized as Other Comprehensive Income and are not reclassified to Profit & Loss in subsequent period. Liability for Gratuity is partly funded with a recognized Gratuity Fund managed by Bajaj Allianz Life Insurance Co.

c) Other Log term Employee Benefits – Compensated Absences

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognized in the Standalone Statement of Profit and Loss.

XI. Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit Before Tax (PBT) is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from

operating, investing and financing activities of the company are segregated based on the available information.

XII. Taxation

Income Tax

Income tax comprises current and deferred tax. It is recognized in Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognized directly in Equity or in Other Comprehensive Income. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

(a) 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 settled in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

(b) Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- i.** Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- ii.** Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities,

but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

XIII. Provisions, Contingent Assets and Contingent Liabilities

- a) Provision is created when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- b) Contingent liability is disclosed by way of notes, unless the possibility of an outflow of resources embodying the economic benefit is remote.
- c) Contingent Assets are neither recognized nor disclosed in Financial Statements.

XIV. Earnings per Share

Basic and Diluted Earnings per share

The Company calculates basic earnings per share amounts for profit or loss before Other Comprehensive Income attributable to ordinary equity holders and, if presented, profit or loss from continuing operations attributable to those equity holders.

Basic earnings per share is calculated by dividing profit or loss attributable to equity holders (the numerator) by the weighted average number of equity shares outstanding (the denominator) during the period.

The weighted average number of ordinary shares outstanding during the period and for all periods presented shall be adjusted for events, other than the conversion of potential ordinary shares that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares calculated for calculating basic earnings per share and adjusted the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential equity shares into ordinary shares. Dilutive potential ordinary shares are deemed to have been converted into equity shares at the beginning of the period or, if later, the date of the issue of the potential equity shares.

XV. Borrowing Costs

The Company capitalizes borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. The Company recognizes other borrowing costs as an expense in the period in which it incurs them. Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

XVI. Leases

IND-AS 116 is applicable on the company during the year under review and same has been applied by the company but no material impact has been seen on the financial statements of the company.

NOTE NO. 2**NOTES ON ACCOUNTS**

- 2.01** Identification of transactions with Micro, Small and Medium Enterprise is identified and disclosed in the account on the basis of written declaration received from the eligible parties. However, no declaration has been received from any party. In the circumstance, provision for interest in this regard is not considered necessary.
- 2.02** In terms of Schedule-II of The Companies Act, 2013 depreciation for the year has been calculated on the basis of useful life of the Property Plant and Equipment.
- 2.03** During the year under review, in terms of various inquiries as well as by an order No 1975(1)/09/0078 dated 16th Feb, 2024 from West Bengal Pollution Control Board, the company has directed to shift/remove its production unit at B.T Road (W.B) on or before 31st Dec, 2024 on technical ground.
- The company intends to enter into proposed joint venture Agreement as approved by the Board of Directors, the land under reference is likely to be used for commercial/residential. As a result of which the book value of the said portion of the factory land is transferred from "Property, Plant & Equipment" to "Stock in Trade" at a fair market value (determined by a registered valuer) as approved by Board of Directors vide resolution dated 7th Feb, 2024 resulting in other comprehensive income by Rs 31.49 crores (Net of Deferred Tax Rs 9.34 crores). As a result of which the Other Equity for the year is increased by the above amount.
- 2.04** Although the financial results for the current financial year is showing a cash loss, the accounts are prepared on "Going Concern" basis in view of market value of its assets, running production, sufficient orders in hand and proposed joint development agreement for construction.
- 2.05** Other Expenses in Note No. 27 includes ₹ NIL (₹ 0.41) lacs being sundry irrecoverable balance written off as per normal accounting practices followed by the company.
- 2.06** 5% Non-Convertible Redeemable Preference Share of Rs. 1,220 lakhs issued in F.Y. -2013-2014 with maturity date of 11.02.2029, Fair Valued on the Transition date considering discounting rate @ 8% based on appropriate borrowing rate consistently considered by the company. Notional Finance Cost arising out of Fair Valuation has been disclosed separately in OCI. (Refer Note no. 12 & 13)
- 2.07** There are no sundry debit/credit balances, advances and investments from/to the company with body corporates whose name has been struck off by the Registrar of Companies under section 248 of the Companies Act, 2013.

2.08 Corporate Social Responsibility (CSR) Expenditure

(₹ in lacs)

	Year Ended 31.03.2024	Year Ended 31.03.2023
Amount Required to be spent	13.44	15.93
Amount Spent	13.50	16.00
Shortfall/(Surplus) at the end of year	(0.06)	(0.07)
Total previous year shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR Activities	Promoting, Sanitation, safe drinking water, eradicating hunger, poverty etc.	
Detail of Related Party transactions in relation to CSR expenditure as required under relevant Accounting Standard	NIL	NIL

2.09 CIF Value of Imports

Raw Materials	41051.27	38,650.66
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2.10 FOB Value of Exports

Sales	3890.56	6507.33
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2.10 Expenditure in Foreign Currency

Interest and Bank Charges	2.50	1.50
Commission	-	6.98
Travelling Expenses	10.83	8.14

2.11 Managerial Remuneration (Salary paid to) Key Managerial Personnel

Managing Director	36.00	36.00
Chief Financial Officer	11.04	10.56
Company Secretary	11.64	11.16

2.12 Value of Imported & Indigenous Raw Materials, Stores & Spare Parts Consumed

Particulars	Raw Materials	%	Particulars	Stores & Spares	%
Imported	44645.95	67.88	Imported	NIL	NIL
	(38889.15)	(57.69)		NIL	(NIL)
Indigenous	21123.61	32.12	Indigenous	2028.33	100%
	(28518.63)	(42.31)		(1985.94)	(100%)
Total	65769.56		Total	2028.33	
	(67407.78)			(1985.94)	

2.13 Related Party Transactions (IND AS-24)

I. List of parties who have control over the company and with whom transactions have taken place and their relationships.

a) Name of the Related Parties

Names	Relationship
Mr. Sanjiv Nandan Sahaya	Key Management Personnel (KMP)
Mr. Rajnish Gambhir	-do-
Mr. Ram Narayan Prajapati	-do-
Mrs. Saloni Sahaya	Relative of KMP
Mrs. Pammi Sahaya	-do-
Mr. Prakash Kumar Damani	Director
Mr. Rahul Damani	Director
Mr. Sanjay Sarda	Director/Relative of Director
Mac Services Private Limited	Director Interested
DamaniFinvest Private Limited	-do-
Gold Star Merchaints Private Limited	-do-
Sahaya Properties Private Limited	-do-

b) Transactions with related parties during the year (₹ in lacs)

Nature of Transaction	Director Interested	KMP / Directors	Relatives of KMP/ Directors	Total (₹ in lacs)
Unsecured Loan Received	1198.74	9.80	-	1207.54
	(465.00)	(15.02)	(3.00)	(483.02)
Interest Paid / Provided	17.27	74.00	0.70	91.97
	(5.19)	(66.63)	(0.45)	(72.28)
Remuneration Paid/Provided	-	58.68	-	58.68
	(-)	(57.72)	(-)	(57.72)
Unsecured Loan Repaid	1220.32	26.00	-	1246.32
	(295.00)	(-)	(-)	(295.00)

c) Closing Balance as on 31.03.2024 of related parties

Nature of Transaction	Director Interested	KMP / Directors	Relatives of KMP/ Directors	Total ₹ (in lacs)
Liabilities Outstanding	9.38	166.37	4.42	180.17
	(3.65)	(94.30)	(3.79)	(101.73)
Unsecured Loan Taken	180.68	685.67	7.80	874.15
	(202.25)	(701.87)	(7.80)	(911.92)

NOTE: There are no related parties on whom the company has any control.

2.14 Contingent Liabilities not provided for in respect of:

	₹ (in lacs)	
Unredeemed Bank Guarantee	73.15	68.77
Claims against the Company not acknowledged as Debts*	43459.75	6648.16
Bills Discounted with Banks but not matured	2896.99	2996.65

*Demands from Income Tax Department aggregating to ₹ 43290.47 lacs in respect of assessment of earlier years have been received during the year under review against which the company has preferred appeals before appropriate authorities and same will be given effect as and when matters are crystalized.

2.15 Commercial Commitments not provided in respect of:

	₹ (in lacs)	
Contract for Import	750.15	6292.43

2.16 The company has single reportable segment of Lead products. So, reporting Under IND AS-108 is not applicable during the year under review.

2.17 For better presentation and reporting the previous year figures have been rearranged / regrouped wherever considered necessary and has been shown in brackets. All the amounts in the financial statements and in notes attached thereto are Indian Rupees in lacs unless specified otherwise

2.18 Retirement Benefit (IND AS-19)

The details of the Company's defined benefit plans for its employees are as under:

Amount recognized in the Balance Sheet in respect of Gratuity (Funded by the Company)

(₹ in lacs)

Expense Recognized in Statement of Profit / Loss :	As at 31/03/2024	As at 31/03/2023
In Income Statement		
Current Service Cost	4.55	3.74
Past Service Cost	-	-
Interest Cost	1.89	1.23
Expected Return on Plan Asset	-	-
Benefit Cost (Expense Recognized in Statement of Profit/Loss)	6.44	4.98
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	3.91	7.77
Return on Plan Asset	(0.64)	(1.13)
Net (Income) / Expenses for the period recognized in OCI	4.55	8.90

Funded Status :	As at 31/03/2024	As at 31/03/2023
In Income Statement		
Present Value of Obligation at end Year	59.66	56.93
Fair Value of Plan asset at year end	-	-
Interest Cost	1.89	1.23
Expected Return on Plan Asset	-	-
Benefit Cost (Expense Recognized in Statement of Profit/Loss)	6.44	4.98
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	3.91	7.77
Return on Plan Asset	(0.64)	(1.13)
Net (Income) / Expenses for the period recognized in OCI	4.55	8.90

Movement in liability recognized in Balance sheet:	As at 31/03/2024	As at 31/03/2023
Opening Net Liability	31.75	22.81
Expenses as above	1.61	8.94
Contributions		
Closing Net Liability	33.36	31.75

(₹ in lacs)

	As at 31/03/2024	As at 31/03/2023
Changes in Present Value of Obligations :		
Present Value of Obligation at Beginning of year	56.93	53.50
Acquisition Adjustment	-	-
Interest Cost	3.64	3.46
Past Service Cost	-	-
Current Service Cost	4.55	3.74
Curtailment cost	-	-
Settlement Cost	-	-
Benefits Paid	(9.38)	(11.54)
Actuarial gain/loss on Obligations	3.91	7.77
Present Value of Obligation at end of Year	59.65	56.93
Changes in Fair Value of Plan Assets :		
Fair Value of Plan Asset at Beginning of year	25.18	30.69
Acquisition Adjustment		
Expected Return on Plan Asset	1.76	2.22
Contributions		
Benefits Paid	(9.38)	(11.54)
Actuarial gain/loss on Plan Asset	(0.64)	(1.13)
Fair Value of Plan Asset at End of year	26.29	25.18
Actuarial Assumptions :		
Mortality Table	IALM (2012-2014) ULTIMATE	IALM (2012-2014) ULTIMATE
Superannuation Age	58	58
Early Retirement & Disablement	5	5
Discount Rate	6.97%	7.24%
Inflation Rate	5%	5%
Return on Asset	6.97%	7.24%
Remaining Working Life	17	18
FORMULA USED	Projected unit credit method	Projected unit credit method

Amount recognized in the Balance Sheet in respect of Leave Encashment (Accrued but not Funded)

Present value of the funded defined benefit obligation

Expense Recognized in Statement of Profit / Loss :	As at 31/03/2024	As at 31/03/2023
Current Service Cost	6.70	6.60
Past Service Cost	-	-
Interest Cost	4.16	4.37
Expected Return on Plan Asset	-	-
Curtailement cost	-	-
Settlement Cost	-	-
Actuarial gain/loss recognized in the year	(4.42)	(5.22)
Expense Recognized in Statement of Profit/Loss	6.45	5.75

Funded Status:	As at 31/03/2024	As at 31/03/2023
Present Value of Obligation at end Year	Not applicable as Scheme is unfunded	Not applicable as Scheme is unfunded
Fair Value of Plan Asset at end Year		
Funded Status		
Unrecognized actuarial gain/loss at end of the year		
Net Asset (Liability) Recognized in Balance Sheet		
Opening Net Liability		
Expenses as above	6.45	5.75
Contributions	-	-
Closing Net Liability	6.45	5.75
Closing Fund/Provision at end of Year	62.27	63.63

Changes in Present Value of Obligations :	As at 31/03/2024	As at 31/03/2023
Present Value of Obligation at Beginning of year	63.63	62.96
Acquisition Adjustment	-	-
Interest Cost	4.16	4.37
Past Service Cost	-	-
Current Service Cost	6.70	6.60
Curtailement cost	-	-
Settlement Cost	-	-
Benefits Paid	7.82	5.09
Actuarial gain/loss on Obligations	(4.42)	(5.22)
Present Value of Obligation at end of Year	62.27	63.63

Changes in Fair Value of Plan Assets :	As at 31/03/2024	As at 31/03/2023
Fair Value of Plan Asset at Beginning of year	Not applicable as Scheme is unfunded	Not applicable as Scheme is unfunded
Acquisition Adjustment		
Expected Return on Plan Asset		
Contributions		
Benefits Paid		
Actuarial gain/loss on Plan Asset		
Fair Value of Plan Asset at End of year		

Actuarial Assumptions :	As at 31/03/2024	As at 31/03/2023
Mortality Table	IALM (2012-2014) ULTIMATE	IALM (2012-2014) ULTIMATE
Superannuation Age	58	58
Early Retirement & Disablement	5	5
Discount Rate	6.97%	7.24%
Inflation Rate	5%	5%
Return on Asset	NA	NA
Remaining Working Life	9	9
FORMULA USED	Projected unit credit method	Projected unit credit method

As the scheme is unfunded, charge to statement of profit and loss has been based on following assumptions:

1. Previous obligation was provided for at last accounting date.
2. Benefit to exits has been paid to debit of above provision.
3. Current obligation will be provided for at current accounting date.

2.19 Other statutory information

- A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party(s) (Funding Party) with the

understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- B. The borrowings from banks and financial institutions have been used for the purposes for which it was taken at the balance sheet date.
- C. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company and benami property.
- D. The Company does not have any creation or satisfaction of charge which is yet to be registered with ROC beyond statutory period.
- E. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year (March 31, 2023: Nil).
- F. The Company does not have any transaction which is not recorded in the books of account that has been surrendered, disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any of the relevant provisions of the Income tax Act, 1961.)

2.20 Additional Regulatory Requirements

Analytical Ratios

Sl.	Particulars	Numerator	Denominator	Ratios		Variance %	Remarks for variance more than 25%
				2023-2024	2022-2023		
(a)	Current Ratio	Current Assets	Current Liability	1.32	1.37	(3.95%)	NA
(b)	Debt Equity Ratio	Debt (Borrowings)	Shareholder's Equity	5.28	4.55	(16.07%)	NA
(c)	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest + Principal repayments	(0.94)	0.93	(200.39%)	Increase of EMI and Loss for the year
(d)	Return on Equity Ratio (ROE) (%)	Profit for the year less Preference dividend	Shareholder Equity	(97.43%)	17.94%	(643.13%)	Operating loss during the year
(e)	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	3.36	4.48	(24.90%)	NA
(f)	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable	21.61	22.75	(4.98%)	NA
(g)	Trade Payables Turnover Ratio	Net Credit Purchase	Average Trade Payable	9.67	22.53	(57.05%)	Decline in Purchase/Increase in creditors
(h)	Net Capital Turnover Ratio	Revenue from Operation	Net WC=Current Assets - Current Liability	11.83	16.44	(28.04%)	Decline in sales/Increase in net current assets
(i)	Net Profit Ratio (%)	Profit for the year	Revenue from Operation	(1.40%)	0.34%	(506.65%)	Operating loss during the year
(j)	Return on Capital Employed (ROCE) (%)	Profit before tax and finance costs	Capital employed = Net worth + Deferred tax liabilities	6.80%	12.30%	(44.72%)	Due to operating loss during the year
(k)	Return on Investment	Income generated from invested funds	Average invested funds in treasury investments	NA	NA	0.00%	

Note:- Figures in bracket indicates Negative figures.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2024

3. Property, Plant and Equipment along with Intangible Assets and Capital Work-in-Progress (₹ in lacs)

Tangible Assets	Freehold Land & Site Development	Buildings	Factory Godowns & Shed	Plant & Machinery	Electric Installations	Computers	Furniture & Fittings	Office Equipments	Motor Car & Vehicles	Total	Capital Work in Progress
GROSS BLOCK											
As at March 31, 2022	260.96	43.65	535.66	3195.55	141.63	25.64	17.29	20.81	166.63	4407.82	14.16
Additions	1.65		18.25	136.59	5.77	1.05	0.10	11.54	86.39	261.34	
Deductions		16.00		59.18						75.18	14.16
As at March 31, 2023	262.61	27.65	553.91	3272.96	147.40	26.69	17.39	32.35	253.02	4593.98	-
Additions	0.36		2.54	261.32	1.32			2.67		268.21	
Deductions	1.09									1.09	
As at March 31, 2024	261.88	27.65	556.45	3534.28	148.72	26.69	17.39	35.02	253.02	4861.10	-
ACCUMULATED DEPRECIATION											
As at March 31, 2022	-	23.03	335.65	1575.68	93.33	21.95	6.43	11.44	93.44	2160.95	-
Additions	-	0.44	9.29	105.94	6.00	1.49	1.12	2.43	24.53	151.24	-
Deductions	-	3.72		59.18						62.90	
As at March 31, 2023	-	19.75	344.94	1622.44	99.33	23.44	7.55	13.87	117.97	2249.29	-
Additions	-	0.23	8.87	105.74	6.38	1.57	1.12	4.27	22.34	150.52	-
Deductions	-									0.00	
As at March 31, 2024	-	19.98	353.81	1728.18	105.71	25.01	8.67	18.14	140.31	2399.81	-
NET BLOCK											
As at March 31, 2024	261.88	7.67	202.64	1806.10	43.01	1.68	8.72	16.88	112.71	2461.29	0.00
As at March 31, 2023	262.61	7.90	208.97	1650.52	48.07	3.25	9.84	18.48	135.05	2344.69	0.00

Capital Work-in-Progress Ageing- NIL (NIL)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

	As at 31.03.2024	As at 31.03.2023
4 Non Current Financial Assets - Others		
Security Deposits	56.44	63.88
Deposits with Central Excise Department	11.85	11.85
Deposits with W.B. Commercial Tax Department	8.00	8.00
Total	76.29	83.73

Current Assets

5 Inventories

Raw Materials	5,944.97	4,744.78
Work-in-Progress	12,068.97	9,490.60
Finished Goods	239.54	252.26
Traded Goods	9.46	9.46
Stock-in-Trade (Land) (Refer Note No. :- 2.03)	5,751.41	1,666.34
Stores and Spare Parts	407.77	486.39
Total	24,422.12	16,649.83

6 Current Financial Assets - Trade Receivables

Unsecured, considered good (Net of Bill Discounting)	657.48	1,060.42
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Trade Receivable Ageing Schedule

Undisputed Trade receivable – Unsecured considered good	Not Due	Less than 6 months	6 month- 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31.03.2024		657.48					657.48
As at 31.03.2023		1,060.42					1,060.42

7 Current Financial Assets - Cash & cash equivalents

Balances with Scheduled Banks -In Current Accounts	675.75	16.32
Cash in hand (As certified by the management)	4.34	10.07
Total	680.09	26.39

8 Current Financial Assets -Other Bank Balance

Fixed Deposit with Banks (Margin money against Bank Guarantee, receipts are lodged with bank under lien)	61.62	128.66
Total	61.62	128.66

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

9 Other Financial Assets - Current

Interest Accrued on Deposits	-	0.19
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10 Other Current Assets

<u>Advance/Balances</u>		
- With Statutory Authorities	1,558.45	499.98
- With Suppliers and Others	1,149.68	662.57
- With Employees	12.44	9.91
Prepaid Expenses	7.22	2.72
Total	2,727.79	1,175.18

11 Equity Share Capital

	As at 31.03.2024	As at 31.03.2023
<u>Authorized capital</u> 1,10,00,000 (1,10,00,000) Equity Shares of Rs.10/- each	1,100.00	1,100.00
<u>Issued, subscribed and paid-up capital</u> 1,07,26,387 (1,07,26,387) Equity Shares of Rs.10/- each	1,072.64	1,072.64
Less: Calls in Arrear	0.55	0.55
Total	1,072.09	1,072.09

a. Reconciliation of shares outstanding at the beginning and at the end of reporting period
Equity Shares

	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	1,07,26,387	1,072.09	1,07,26,387	1,072.09
Less: During the year	-			-
Outstanding at the end of the year	1,07,26,387	1,072.09	1,07,26,387	1,072.09

b. Rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of Equity Shares with equal rights for voting, dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. The details of shareholders holding more than 5% equity shares is set below:

	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Sanjiv Nandan Sahaya	21,63,657	20.17%	21,63,657	20.17%
Mrs. Pammi Sahaya	24,02,350	22.40%	24,02,350	22.40%
Ms. Saloni Sahaya	18,76,641	17.50%	18,76,641	17.50%

d. Disclosure of shareholding of promoters

Disclosure of shareholding of promoters as at 31.03.2024

Promoter Name	No of shares as at 01.04.2023	Change During the year	No. of shares at 31.03.2024	% of Total Shares
Sanjiv Nandan Sahaya	21,63,657		21,63,657	20.17%
Sanjiv Nandan Sahaya (Huf)	3,97,006		3,97,006	3.70%
Mrs. Pammi Shaya	24,02,350		24,02,350	22.40%
Mrs. Saloni Sahaya	18,76,641		18,76,641	17.50%
Rajiv Nandan Sahaya (Huf)	1,32,419		1,32,419	1.24%
Mr. Abhinav Sahaya	84,763		84,763	0.79%
Mrs. Divya Sahaya	12,777		12,777	0.12%
Mr. Rajiv Nandan Sahaya	12,741		12,741	0.12%
Mrs. Amita Sahaya	11,793		11,793	0.11%
Mr. Ravi Nandan Sahaya	10,771		10,771	0.10%
Kumud Nandan Sahaya	2,970		2,970	0.02%
Shreeshivjee Sebait Keshrinandan Sahaya	27,175		27,175	0.25%
Shree Shiv Parvatijee Sebait R. N. Sahaya	26,175		26,175	0.24%
Ram Janki Sebait Krishnanandan Sahaya	8,765		8,765	0.08%
Gurugrath Sahib Varanashi	8,736		8,736	0.08%
Gajraj Hospital Trustee Srinandan Sahaya	8,000		8,000	0.08%
K.L. Commercial Pvt. Ltd.	4,94,750		4,94,750	4.61%
Mac Services Pvt. Ltd.	95,600		95,600	0.89%
Pigments & Chemicals Inds Pvt. Ltd.	4,575		4,575	0.04%
Indian Lead Products Ltd.	15		15	0.00%

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST
MARCH 2024**

Disclosure of shareholding of promoters as at 31.03.2023

Promoter Name	No of shares as at 01.04.2022	Change During the year	No. of shares at 31.03.2023	% of Total Shares
Sanjiv Nandan Sahaya	21,63,657		21,63,657	20.17%
Sanjiv Nandan Sahaya (Huf)	3,97,006		3,97,006	3.70%
Pammi Shaya	24,02,350		24,02,350	22.40%
Saloni Sahaya	18,76,641		18,76,641	17.50%
Rajiv Nandan Sahaya (Huf)	1,32,419		1,32,419	1.24%
Abhinav Sahaya	84,763		84,763	0.79%
Divya Sahaya	12,777		12,777	0.12%
Rajiv Nandan Sahaya	12,741		12,741	0.12%
Amita Sahaya	11,793		11,793	0.11%
Ravi Nandan Sahaya	10,771		10,771	0.10%
Kumud Nandan Sahaya	2,970		2,970	0.02%
Shreeshivjee Sebait Keshrinandan Sahaya	27,175		27,175	0.25%
Shree Shiv Parvatijee Sebait R. N. Sahaya	26,175		26,175	0.24%
Ram Janki Sebait Krishnanandan Sahaya	8,765		8,765	0.08%
Gurugranth Sahib Varanashi	8,736		8,736	0.08%
Gajraj Hospital Trustee Srinandan Sahaya	8,000		8,000	0.08%
K.L. Commercial Pvt. Ltd.	4,94,750		4,94,750	4.61%
Mac Services Pvt. Ltd.	95,600		95,600	0.89%
Pigments & Chemicals Inds Pvt. Ltd.	4,575		4,575	0.04%
Indian Lead Products Ltd.	15		15	0.00%

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

As at 31.03.2024	As at 31.03.2023
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12 Other Equity

(A) Reserve & Surplus		
(1) Securities Premium	81.29	81.29
(2) General Reserve	1,201.89	1,201.89
(3) Capital Reserve	432.14	432.14
(4) Retained Earnings		
Opening balance	(641.75)	(895.07)
(+) Net Profit/(Loss) For the year	(983.54)	253.32
	(1,625.29)	(641.75)
Total Reserve & Surplus (1+2+3+4)	90.03	1,073.57
(B) Other Comprehensive Income		
(i) Fair Value of Non-Convertible Redeemable Preference Share		
As Per last Balance sheet	443.63	501.14
Add:- Movement During the year	(62.11)	(57.51)
Closing Balance	381.52	443.63
(ii) Defined Plan of Employees Benefits		
As Per last Balance sheet	59.50	66.16
Add:- Movement During the year	(3.42)	(6.66)
Closing Balance	56.08	59.50
(ii) Conversion of Land to Stock in Trade		
As Per last Balance sheet	-	-
Add:- Movement During the year	3,149.57	-
	3,149.57	-
Total Other Comprehensive Income	3,587.17	503.13
Total (A+B)	3,677.20	1,576.70

Nature & Purpose of Reserve

(a) Capital Reserve

It represents the amount received in past for acquisition of eligible assets as an incentive for industrial promotion and surplus of capital nature on cancellation/settlement and to be utilized as per the applicable provisions of the law & terms of disbursement.

(b) Securities Premium

Securities premium represents amount collected on issue of equity shares. The reserve to be utilised in accordance with the provisions of section 52 of the Companies Act, 2013 and other applicable provisions.

(c) General Reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(d) Retained Earnings

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

As at 31.03.2024	As at 31.03.2023
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13 Non Current Financial Liabilities - Borrowings

Secured		
Term Loan		
From Banks		
(Net of current maturities ₹ 34.37 lacs)	38.17	72.54
ECL 2.0 COVID-19 Term Loan from a bank (Secured by Hypothecation of Stocks, Book-Debts & Other Movable Assets and Equitable Mortgage by Deposit of title deeds of Immovable Properties of units located at B.T.Road (WB), Panskura (WB) & Malwan (UP) and guaranteed by a Director and a promoter) (Net of current maturities ₹ 650.04 Lacs)	950.89	1,622.83
From Non Banking Financial Institutions	510.26	635.30
(Net of current maturities ₹ 125.04 lacs)		
Unsecured Loans		
5% Non convertible redeemable preference shares	838.48	776.37
Loan from Related Parties		
From Directors	842.51	792.11
From Relatives of Directors	12.22	11.59
From Bodies Corporate	190.05	34.67
Other Loans		
From Bodies Corporate	428.39	725.08
Total	3,810.97	4,670.49

Note: A

- Loan from HDFC bank against Hypothecation of Vehicle are repayable in 60 Months, 84 Months & 48 Months.
- Loan from Tata Capital against hypothecation of property of Mac Services Private Limited is repayable in 96 Months
- Loan from Kotak Mahindra bank against Hypothecation of DG-Set repayable in 46 Months
- Loan from Axis bank against Hypothecation of 3 Forklift and 1 backhoe Loader repayable in 47 Months
- Loan from Indian Bank under Emergency Credit Line Guarantee Scheme is repayable in 48 months after moratorium of 12 months from the date of sanction
- Loan from Indian Bank under Emergency Credit Line Guarantee Scheme 2.0 is repayable in 48 months after moratorium of 24 months from the date of sanction

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

As at 31.03.2024	As at 31.03.2023
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14 Non Current Provisions

Provision for employee benefits		
Gratuity Payable	59.66	56.93
Less:- Plan Asset	6.75	6.75
	52.91	50.18
Leave encashment	62.26	63.63
Total	115.17	113.81

15 Deferred tax Liabilities (net)

Deferred Tax Liabilities comprises of following:		
Fixed Assets	235.72	222.51
Conversion of Land	285.41	285.41
On remeasurement income on defined plans charged to OCI	16.97	18.11
On Surplus of conversion of land stock in trade	934.41	
Deferred Tax Assets comprises of following:		
Provision for Statutory Dues	(32.86)	(32.51)
On unabsorbed Business Loss and Depreciation	(621.98)	(282.50)
Total	817.67	211.02

Current Liabilities

16 Current Financial Liabilities - Borrowings

Loans repayable on demand		
Working Capital Loan from Bank - Secured	8,790.40	6,616.94
Pre & Post Shipment Foreign Currency Loan (Secured by Hypothecation of Stocks, Book-Debts & Other Movable Assets and Equitable Mortgage by Deposit of title deeds of Immovable Properties of units located at B.T.Road (WB), Panskura (WB) & Malwan (UP) and guaranteed by a Director and a promoter)	-	1,763.29
Unsecured Loan from Schedule commercial Bank	-	2,364.95
Current Maturities of Term Loan (Refer Note 13)	809.45	664.30
Total	9,599.85	11,409.48

17 Current Financial Liabilities - Trade Payables

Total outstanding dues of creditors other than Micro and Small Enterprises	12,026.30	1,936.42
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Trade Payable Ageing Schedule

Unsecured Considered good	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31.03.2024	11,952.64	61.44	-	12.22	12,026.30
As at 31.03.2023	1,909.59	17.61	9.22	-	1,936.42

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

	As at 31.03.2024	As at 31.03.2023
18 Current Financial Liabilities - Others		
Expenses payable	118.30	113.64
19 Other Current Liabilities		
Advances from Customers	0.26	406.78
Trade Deposits from Suppliers	155.00	158.00
Statutory liabilities (includes Provident Fund, Tax Deducted at Source etc.)	38.03	28.32
Total	193.29	593.10
20 Revenue From Operations		
Sale of products & Others		
Finished goods	74,015.74	78,303.97
Traded goods (include interunit 13.38 Lacs)	575.21	1.65
Scrap	332.22	318.88
	74,923.17	78,624.50
Add: Taxes & Duties	12,004.47	12,141.04
Gross Sales	86,927.64	90,765.54
Less:- Interunit Sales	4,666.32	5,040.56
Gross Market Sales	82,261.32	85,724.98
Less:- Taxes Realised	12,004.47	12,141.04
Revenue from operation (net)	70,256.85	73,583.94
Details of products sold		
Finished goods sold		
Refined Lead	40,942.67	40,590.79
Lead Alloy	25,181.24	28,141.30
Lead Oxides	7,891.83	9,571.88
	74,015.74	78,303.97
Sale of Stock in Trade		
Lead Scrap (inter Unit)	13.38	-
Zinc Oxides	3.12	-
Lead	558.71	-
Stores Material	-	1.65
	575.21	1.65
21 Other Income		
Interest on Banks Deposits	3.03	7.36
Profit on Sale of Fixed Asset	-	36.52
Insurance Claim Received	-	38.75
Sundry Balance Written Back	0.06	-
Total	3.09	82.63

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

As at 31.03.2024	As at 31.03.2023
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22 Cost of Raw Materials Consumed

Inventory at the beginning of the year	4,744.78	3,684.66
Add:Purchases	66,969.74	68,467.90
Less:Inventory at the end of the year	5,944.97	4,744.78
Cost of raw materials consumed	65,769.55	67,407.78

Details of Raw Materials consumed		
Lead	38,572.30	33,560.60
Lead concentrate	607.72	536.16
Lead scraps etc.	26,589.53	33,311.02
	65,769.55	67,407.78

Details of Inventory of Raw Materials

Lead	733.09	1,996.49
Lead scraps etc.	5,211.88	2,748.29
	5,944.97	4,744.78

23 Purchases of Traded Goods

Lead/Lead Scrap (Net of Interunit Rs 13.38 Lacs)	574.57	-
Store Material	-	1.54
Land Stock in Trade (Refer Note No.2.03)	-	418.12
Total	574.57	419.66

24 Inventories of Finished Goods,Work-in-Progress & Stock-in-trade

(a) Inventory at the beginning of the year		
Goods Manufactured		
Finished Goods	252.26	309.79
Work-in-Progress	9,490.60	7,727.88
Stock in Trade		
Goods	9.46	9.46
Land	1,666.34	1,248.22
	11,418.66	9,295.35

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

	As at 31.03.2024	As at 31.03.2023
(b) Inventory at the end of the year		
Goods Manufactured		
Finished Goods	239.54	252.26
Work-in-Progress	12,068.97	9,490.60
Stock in Trade		
Goods	9.46	9.46
Land	5,751.41	1,666.34
Less:-Surplus on conversion through OCI	(4,083.98)	
Less:-Transferred through Fixed Assets	(1.09)	
	1,666.34	1,666.34
	13,984.31	11,418.66
(Increase)/Decrease In Inventories (a-b)	(2,565.65)	(2,123.31)
Inventories		
Goods Manufactured		
Finished Goods		
Lead	239.54	252.26
Work-in-Progress		
Lead	12,068.97	9,490.60
Stock in Trade		
Goods in Trade		
Lead/Lead Alloy	9.46	9.46
Land Stock in Trade	5,751.41	1,666.34
Total Inventories	18,069.38	11,418.66

25 Employees' Benefits Expenses

Salaries, Wages, Bonus, Other allowances etc. (Including Director Remuneration)	766.17	766.05
Gratuity & Leave Pay	12.89	10.73
Contribution to Provident and Others Funds	21.00	20.28
Workmen and Staff Welfare Expenses	45.00	39.26
Total	845.06	836.32

26 Finance Costs

Interest to Banks and Others	2,302.48	1,815.35
Bank & Other Charges	80.58	74.46
Total	2,383.06	1,889.81

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2024

₹ (in lacs)

27 Other Expenses

Manufacturing Expenses

	As at 31.03.2024	As at 31.03.2023
-Power	298.73	315.29
-Fuel Expenses	1,172.06	1,263.15
-Stores & Spares Consumed	2,028.33	1,985.94
<u>-Repairs and Maintenance</u>		
Building	12.47	18.40
Machinery	161.32	222.76
Others	25.77	28.12
-Packing Expenses	38.70	45.80
-Pollution Control Expenses	58.72	48.11
-Hire Charges of Machineries	21.57	16.39
Freight and Delivery Charges	282.61	263.77
Brokerage & Commission	11.56	10.04
Audit Fees	5.00	5.00
Other Certification Charges		
-Auditor	0.65	0.40
Cost Audit Fees	0.67	0.67
Internal Audit Fees	1.20	1.20
CSR Expenses	13.50	16.00
Directors Fees	1.24	1.16
Export Expenses	39.75	174.07
Insurance	13.90	16.08
Legal and Professional Expenses	43.29	41.36
Motor Car Expenses	24.84	28.73
Sundry bad & Irrecoverable balances written off	-	0.41
Printing, Postage & Telephone	6.59	5.95
Rent	16.80	16.79
Rates & Taxes	1.63	4.02
Travelling & Conveyance	31.57	29.69
Miscellaneous Expenses	100.52	92.40
Total	4,412.99	4,651.70

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR 31ST MARCH 2024

₹ (in lacs)

For the Year Ended 31.03.24	For the Year Ended 31.03.23
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28 Earnings Per Share(EPS)**Basic/Diluted EPS**

a. Profit After Tax (₹ in lacs)	(983.54)	253.32
b. Weighted Average Equity Shares	1,072.64	1,072.64
c. Basic & Diluted EPS	(9.17)	2.36

For VPC & Associates

Chartered Accountants

Firm Registration No : 313203E

For and on behalf of the Board of Directors

(Rajendra Kumar Vyas)

Partner

Membership No : 051386

Kolkata

29th May, 2024

UDIN:24051386BKEMKV6802

Rajnish Gambhir
Chief Financial Officer
DIN : 00459644**Rahul Damani**
Director
DIN : 05216197**Ram Narayan Prajapati**
Company Secretary &
Compliance Officer
Membership No- FCS 1889**Sanjiv Nandan Sahaya**
Managing Director
DIN : 00019420



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Unit I

Panskura (West Bengal)
Mouza-Kanakpur, P.O. Naranda,
Dist: Purba Mednipur,
Panskura-721139 (W.B.)

Unit II

B. T. Road (West Bengal)
260, B.T. Road, Sukchar,
Kolkata-700 115

Unit III

Malwan (Fatehpur), U.P.
Plot No. B-4 & 5,
UPSIDC Industrial Area, Malwan,
Fatehpur- 212664 (U.P.)

Sales Office

Kanpur
123/433A, Factory Area,
Fazalganj, Kanpur - 208012