

# Industrial And Prudential Investment Company Limited



## ANNUAL **REPORT** 2023-2024



## Corporate Information

Chairman and Managing Director	Mr. Gaurav Swarup (DIN: 00374298)
Board of Directors	Mr. Probir Roy (DIN: 00033045) - <i>Independent Director</i> Mr. Debanjan Mandal (DIN: 00469622) - <i>Independent Director</i> Mr. Anish Modi (DIN: 00031232) - <i>Independent Director</i> Ms. Devina Swarup (DIN: 06831620) - <i>Non Executive Women Director</i> Mr. Varun Swarup (DIN: 02435858) - <i>Non Executive Director</i>
Chief Financial Officer	Mr. Arun Kumar Singhania
Company Secretary & Compliance Officer	Ms. Shilpishree Choudhary
Banker	HDFC Bank Ltd.
Statutory Auditors	S Jaykishan, Chartered Accountants
Secretarial Audit	Mr. Mayur Mehta, Practicing Company Secretary
Registrar & Transfer Agent	Link Intime India Private Limited, C-101, 1st Floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400083 Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
Registered Office	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027, India
Communication Details	Email : <a href="mailto:contact@industrialprudential.com">contact@industrialprudential.com</a> Website : <a href="http://www.industrialprudential.com">www.industrialprudential.com</a> Contact: 033-40133000

## Committee Information

<p><b>AUDIT COMMITTEE</b></p> <p>Mr. Probir Roy, Chairman Mr. Debanjan Mandal, Member Mr. Anish Modi, Member Ms. Devina Swarup, Member</p>	<p><b>NOMINATION AND REMUNERATION COMMITTEE</b></p> <p>Mr. Probir Roy, Chairman Mr. Debanjan Mandal, Member Mr. Anish Modi, Member Ms. Devina Swarup, Member</p>	<p><b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b></p> <p>Ms. Devina Swarup, Chairperson Mr. Debanjan Mandal, Member Mr. Probir Roy, Member</p>
<p><b>CORPORATE SOCIAL COMMITTEE</b></p> <p>Mr. Probir Roy, Chairman Mr. Gaurav Swarup, Member Ms. Devina Swarup, Member</p>	<p><b>INDEPENDENT DIRECTORS</b></p> <p>Mr. Probir Roy, Chairman Mr. Debanjan Mandal, Member Mr. Anish Modi, Member</p>	<p><b>SHARE TRANSFER &amp; INVESTMENT COMMITTEE</b></p> <p>Ms. Devina Swarup, Chairperson Mr. Debanjan Mandal, Member</p>

## Investor Information

CIN	: L65990WB1913PLC218486
ISIN	: INE620D01011
BSE Code	: 501298
AGM Date	: Monday, September, 23, 2024
Time	: 11:30 AM (IST)
Venue	: Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)



# Across the *Pages*

**Notice** 5 - 24

**Statutory Reports** 25 - 47

**Board Report along with its Annexures**

1. Form AOC -1
2. Management Discussion and Analysis Report
3. Secretarial Audit Report
4. Annual Secretarial Compliance Report
5. Annual Report on Corporate Social Responsibility (CSR) Activities

**Financial Highlights** 48

**Report on Corporate Governance** 49 - 71

1. Auditors Certificate on Corporate Governance
2. Certificate of Managing Director & Chief Financial Officer
3. Certificate on non-disqualification of Directors

**Financial Statements** 72 - 168

**Standalone Financial Statements**

1. Independent Auditors Report - Standalone Financial Statements (SFS)
2. Standalone Balance Sheet, Profit & Loss, Cash Flow Statement and Statement of Changes in Equity
3. Notes forming part of the Standalone Financial Statements

**Consolidated Financial Statements**

1. Independent Auditors Report - Consolidated Financial Statements (CFS)
2. Consolidated Balance Sheet, Profit and Loss, Cash Flow Statement and Statement of Changes in Equity
3. Notes forming part of the Consolidated Financial Statements

**Green initiative** 169





NOTICE

‘NOTICE’ is hereby given that the 108<sup>th</sup> Annual General Meeting of the Members of Industrial And Prudential Investment Company Limited will be held on Monday, 23<sup>rd</sup> September, 2024 at 11.30 A.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and of Auditors thereon

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon, be and are hereby received, considered and adopted.

“RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares for the Financial Year ended March, 31, 2024.

To declare Dividend of Rs. 90/- [Rupees ninety only] per equity share having face value Rs. 10/- [Rupee Ten only] each of the Company for the financial year ended 31st March, 2024.

3. To appoint a Director in place of Mr. Gaurav Swarup (DIN 00374298), who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider & if thought fit, to pass without modification(s), the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Gaurav Swarup (DIN 00374298), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

**SPECIAL BUSINESS:**

4. Appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Independent Director of the Company.

To consider and if, thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & other applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ajay Gaggar (DIN: 00210230) who was appointed as an Additional Director w.e.f 24th July, 2024 (Independent Director Designate) in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has

received a notice from a member signifying its intention to propose, Mr. Ajay Gaggar (DIN: 00210230), a candidate for the office of Director of the Company and a declaration from Mr. Gaggar that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of five consecutive years w.e.f 24<sup>th</sup> September, 2024 to 23<sup>rd</sup> September, 2029.

“AND RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in implementing this resolution.

By Order of the Board of Directors  
For Industrial And Prudential Investment Company Limited

Shilpishree Choudhary  
Company Secretary & Compliance Officer  
ACS : 39659

Registered Office:  
Industrial And Prudential Investment Company Limited  
Paharpur House ,  
8/1/B Diamond Harbour Road,  
Kolkata - 700027, India

Date: 24<sup>th</sup> July, 2024  
Place: Kolkata



Notice

NOTES

1. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 (“MCA Circulars”), issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (“SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), the 108th Annual General Meeting of the Members of the Company is being held through VC / OAVM which does not require physical presence of Members at a common venue. Since the AGM will be held through VC / OAVM, the route map is not Annexed to this notice.

The proceedings of 108<sup>th</sup> Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be Deemed Venue of the AGM.

2. The relevant information regarding director's who are proposed to be appointed / reappointed under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) and secretarial standards on general meeting is annexed hereto.
3. Since this AGM are being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the 108<sup>th</sup> Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email, through their registered email address with copies marked to the Company at [contact@industrialprudential.com](mailto:contact@industrialprudential.com) and to its Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
5. Members attending the 108<sup>th</sup> Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its “RTA”/ Depositories, login details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/ Depositories and/ or not updated the Bank Account mandate for receipt of dividend, the following Instructions are to be followed:

- a. Kindly login to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

OR

- b. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the 108th Annual General Meeting along with Annual Report 2023-24 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may

note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at [www.industrialprudential.com](http://www.industrialprudential.com). The Notice can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The 108<sup>th</sup> Annual General Meeting Notice is also available on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>; i.e agency for providing the Remote e-Voting facility. The Company will publish a public notice by way of advertisement given details of 108<sup>th</sup> Annual General Meeting for information to the members.

The Register of Members and the Share Transfer Books of the Company will remain closed from September 13, 2024 (Friday) to September 23, 2024 (Monday) (both days inclusive).

8. If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after September, 29<sup>th</sup>, 2024 as under:
  - (i) All Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on September 12, 2024;
  - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 12, 2024.
9. Pursuant to section 124 of the Act (as notified on the 7<sup>th</sup> September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the Authority from time to time.
10. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7<sup>th</sup> September, 2016), the Company has transferred the unpaid or unclaimed dividend amount for the financial year ended 31st March, 2016 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company is taking necessary steps in order to comply with the aforesaid provisions.
11. Other unpaid dividends that are due for transfer are detailed below:

Sl. No.	Financial Year ended	Date of AGM	Due for transfer
1	31/03/2017	01/08/2017	06/10/2024
2	31/03/2018	03/08/2018	08/10/2025
3	31/03/2019	02/08/2019	07/10/2026
4	31/03/2020	25/09/2020	01/12/2027
5	31/03/2021	13/08/2021	18/10/2028
6	31/03/2022	05/08/2022	11/10/2029
7	31/03/2023	24/08/2023	29/10/2030

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical mode should submit their PAN to the Company/Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (Link Intime).

## Notice

13. Members who have not yet encashed their dividend warrant(s), Demand Drafts/ Electronic remittance pertaining to earlier years are requested to make their claims to the Company and approach Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (Link Intime).
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Link Intime.
15. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.
16. Members holding shares in physical mode in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
17. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Remote E-Voting
  - I. The remote e-voting facility will be available during the following period:

**Commencement of E-voting:**  
From 9:00 A.M (IST) on September, 20, 2024 (Friday)

**End of E-voting:**  
Up to 5:00 P.M (IST) on September 22, 2024 (Sunday)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.
  - II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members.
  - IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. September 12, 2024.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  - V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., September 12, 2024 only shall be entitled to avail the facility of e-voting.

- VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. September 12, 2024; such Member may obtain the User ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- VII. The Board of Directors of the Company has appointed CS Mayur Mehta, Practicing Company Secretary Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting.

**19. Remote e-Voting Instructions for shareholders**

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

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

**A. Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

**Notice**

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**B. Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login>  
or  
[www.cdslindia.com](http://www.cdslindia.com)
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: [https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**C. Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website

- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - a. **User ID:**

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

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

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

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

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

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

    - ▶ Shareholders may set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).
    - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**E. Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour /

## Notice

Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### F. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DPID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of

InstaVote before the start of remote evoting.

- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**20. Helpdesk:**

- i. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:  
 Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.
- ii. Helpdesk for Individual Shareholders holding securities in demat mode:  
 Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

**21. Forgot Password:**

**i. Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the



## Notice

e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### ii. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

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

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

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

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

## 22. Instructions for members to attend Annual General Meeting (AGM) through VC/ OAVM:-

- A. Members are entitled to attend the AGM through VC/OAVM provided by RTA, Link Intime Pvt. Ltd by following the below mentioned process:
  - i. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first come-first basis.
  - ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons

of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

- iii. Members will be provided with Insta Meet facility wherein they shall register their details and attend the AGM as under:

**B. Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
  - ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
    - i. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - iii. **Mobile No.:** Enter your mobile number.
    - iv. **Email ID:** Enter your email id, as recorded with your DP/Company.
  - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

(Note: Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting).

**C. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company on or before September 12, 2024 mentioning their name, demat account number/ folio number, email ID, mobile number, questions to ask for, if any at company’s email id: [contact@industrialprudential.com](mailto:contact@industrialprudential.com).
2. Shareholders who have registered themselves as a speaker shall be allowed to express their views/ asks questions during the meeting.
3. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
4. Shareholders will get confirmation on first cum first basis. First 10 speakers registered with the company shall be allowed to speak at the AGM for a duration of 3 minutes each.
5. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
6. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
7. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
8. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

## Notice

- Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before September 12, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at: [contact@industrialprudential.com](mailto:contact@industrialprudential.com) These queries will be replied by the Company suitably by e-mail.

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

In case shareholders/members have any queries regarding login, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on Tel: 022-49186175.

### D. Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

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

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

#### Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

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

### 23. Guidelines to attend the VC Meeting (Webex) of Link Intime India Pvt. Ltd.: InstaMEET

#### How do I install the WebEx meetings desktop app?

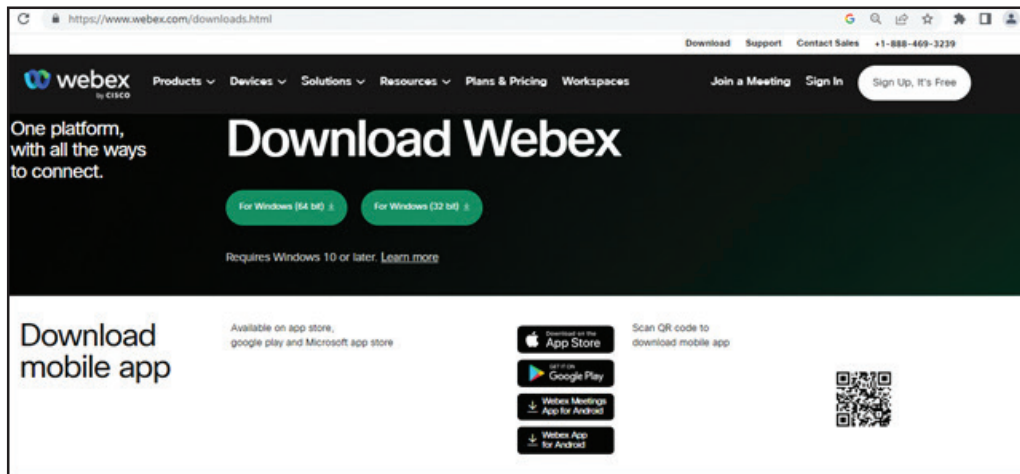
For a smooth experience of viewing the general meeting proceedings of Link Intime India Pvt. Ltd. through webex, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application.

*Refer to instructions as under:*

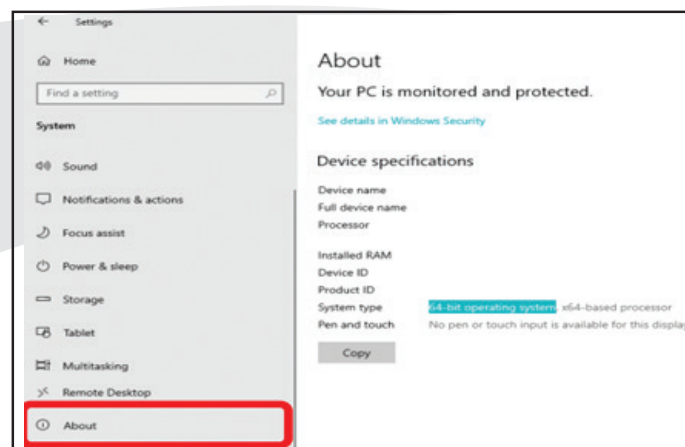
Step 1: Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

Select download option as per device windows configuration i.e. (64 bit or 32 bit)

To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device “Setting”, click on “About” to check the system type is 64 bit / 32 bit.



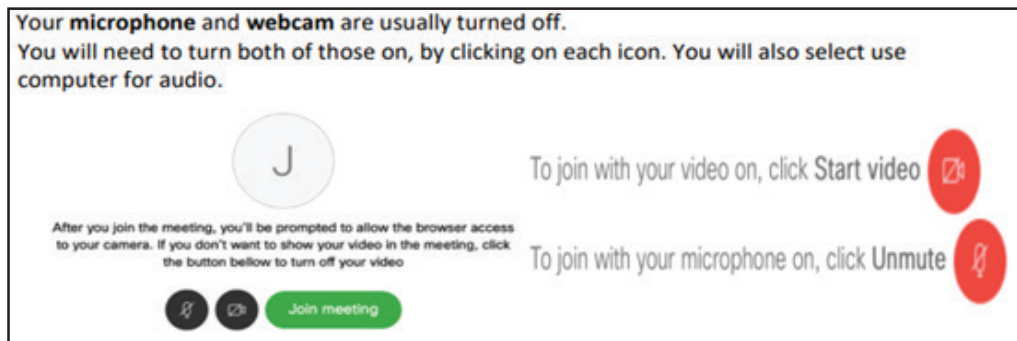
Install the desktop app to get the full-featured Webex Meetings experience.



You can still join from your web browser by clicking Join from your browser, If you can't install apps.

Notice

*How do I join the WebEx meetings?*



**Checkpoints:**

Open the internet browser and launch the Meeting URL shared to you.

Or

Open Webex App and further enter Meeting URL.

Enter your name and email address, click “Next” and further click “Join Webinar”.

Click Join Meeting.

In case shareholders/members have any queries regarding login, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on 022-49186175

**24. SWAYAM’ - Investor Self-Service Portal**

- a) Link Intime India Private Limited (“RTA”) (TSR Consultants Private Limited now merged with Link Intime India Private Limited) having its office at C-101, 1st Floor, Embassy 247 Park, Lal Bahadu Shastri Marg, Vikhroli West, Mumbai 400083, is the Registrar and Share Transfer Agent (“RTA”) of the Company.
- b) ‘SWAYAM’ - Investor Self-Service Portal During the year under review, the RTA of the Company has launched ‘SWAYAM’, Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.

‘SWAYAM’ is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of ‘SWAYAM’ Portal

Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.

- Tracking of corporate actions.
- Generate and track service requests / complaints raised on this portal.
- Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

The investors can visit and access the ‘SWAYAM’ Portal at <https://swayam.linkintime>.

- c) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("RTA") for assistance in this regard.

**25. Instructions for Income Tax compliances with respect to dividend:**

- i. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Accordingly, effective from 1st April, 2020, dividend income will be taxable in the hands of shareholders. Therefore, the Company is required to deduct tax at source (TDS) at the rates applicable on the amount distributed to the shareholders, if approved at the Annual General Meeting (AGM).
- ii. The forms/documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the url stated below.  
<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>
  - On this page the user shall be prompted to select / share the required information therein to register their request.
- iii. The forms for tax exemption can be downloaded from Link Intime's website.
  - The URL for the same is: <https://www.linkintime.co.in/client-downloads.html>
  - On this page select the General tab. All the forms are available under the head - Form 15G/15H/10F"
- iv. The upload of forms/documents (duly completed and signed) on the above-mentioned URL of Link Intime India Private Ltd should be done on or before September 12, 2024 to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
- v. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after September 12, 2024.
- vi. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any share holder by electronic mode due to non-availability of the details of their bank account, the Company will dispatch the Dividend Warrants/Demand Drafts to such shareholders by post.

### Annexure To The Notice

#### **Explanatory Statement Pursuant to Section 102(1) of The Companies Act, 2013 and The Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

As required by section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice

#### **Item 4:**

The Board of Directors ('Board') of the Company works closely with the Nomination & Remuneration Committee ('NRC') for Board appointments. The NRC evaluates/ finalizes the desired attributes and balance of skills, knowledge and experience required on the Board and based on such evaluation, recommends suitable candidate(s) to the Board for approval.

Based on the recommendation of NRC, the Board of Directors at its Board meeting dated July, 24, 2024 approved the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Additional Director (in the capacity of Independent Director) of the Company w.e.f. September, 24, 2024 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. upto September, 23, 2029, subject to approval of the Members of the Company.

The second (2nd) term of office of Mr. Anish Modi as an Independent Director, ends on 24<sup>th</sup> September, 2024. As per SEBI listing regulation another independent director is to be appointed not later than 24<sup>th</sup> September, 2024. In view of this, the Board of Directors proposes to appoint Mr. Gaggar as an Independent Director.

Mr. Ajay Gaggar (DIN: 00210230) is being appointed as an Independent Director of the Company under the provisions of Section 149, 152 of the Act, with effect from the conclusion of the ensuing annual general meeting for a period of 5 (five) years.

The Company has received from Mr. Ajay Gaggar (DIN: 00210230):

- (i) A consent in prescribed form in writing to act as director.
- (ii) an intimation in prescribed form to the effect that he is not disqualified under the Act.
- (iii) a declaration to the effect that he meets the criteria of independence as provided in the Act.

Mr. Ajay Gaggar (DIN: 00210230) has varied experience in the field of finance and stock market would certainly benefit the Company. Other details of Mr. Ajay Gaggar (DIN: 00210230) are given in the Annexure to this Statement.

As a Non-executive Independent Director, Mr. Ajay Gaggar (DIN: 00210230) shall be entitled to remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board and shareholders from time to time.

The resolution seeks the approval of Members for the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. As an Independent Director, Mr. Ajay Gaggar (DIN: 00210230) would not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ajay Gaggar (DIN: 00210230) proposed to be appointed as an Independent Director, fulfils the conditions specified in the Act.

Mr. Gaggar is independent of the Management.

Mr. Ajay Gaggar (DIN: 00210230) is not related to any Director, Manager or Key Managerial Personnel (KMP) of the Company. However, his father Mr. Ratan Lal Gaggar was an independent director of the holding company. Mr. Ratan Lal Gaggar passed away on 05<sup>th</sup> April, 2024.

A copy of the draft letter for the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

A brief profile of Mr. Ajay Gaggar (DIN: 00210230), pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS- 2), issued by the Institute of Company Secretaries of India is given in Appendix- 1 to this Notice.

Mr. Ajay Gaggar (DIN: 00210230) would be considered as concerned or interested in the resolution as it relates to his appointment. Save as Mr. Gaggar, none of the Directors and KMP and their relatives is interested in the resolutions set at Item 4. The Board of Directors recommend passing of the Resolution at Item 4 for appointment of Mr. Ajay Gaggar (DIN: 00210230).

**Document(s) open for inspection**

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up till the last date of e-voting i.e. September, 22, 2024.

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.linkintime.co.in>. The same is also available on the Company's website viz. [www.industrialprudential.com](http://www.industrialprudential.com).

By Order of the Board of Directors  
For Industrial And Prudential Investment Company Limited

Shilpishree Choudhary  
Company Secretary & Compliance Officer  
ACS : 39659

Registered Office:  
Industrial And Prudential Investment Company Limited  
Paharpur House ,  
8/1/B Diamond Harbour Road,  
Kolkata - 700027, India

Date: 24<sup>th</sup> July, 2024  
Place: Kolkata



**Annexure 1**

Information of Directors who are being appointed/ re-appointment at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

**Details of Directors seeking appointment/re- appointment**

Sl. No	Particulars	Ms. Gaurav Swarup	Mr. Ajay Gaggar
1	DIN	00374298	00210230
2	Date of Birth	21-11-1956	14-08-1963
3	Age (in years)	68 years	61 years
4	Original date of appointment	17-04-1990	24-09-2024 (proposed date of appointment)
5	Qualifications	B.E. MBA (Harvard)	By profession a lawyer specialised in Corporate and Banking Laws and real estate. He is practising Insolvency professional. He is also a Chartered Accountant.  Director of various Companies i.e Machino Techno Sales Limited, Tropicana Exports Pvt Ltd, Lovejoy Agencies Pvt Ltd, Padrone Marketing Pvt Ltd, Saral Vintrade Pvt Ltd etc  Serving as a Partner in Gaggar & Co. LLP
6	Experience and expertise in specific functional area	Vast experience in Engineering Industry	Specialised in Corporate and Banking Laws and real estate.  Practising Insolvency professional.  A Chartered Accountant
7	Shareholding in Industrial and Prudential Investment Company Limited including shareholding as a beneficial owner	3600 equity shares	None
8	Terms & conditions of appointment and remuneration	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at <a href="http://www.industrialprudential.com">www.industrialprudential.com</a> )	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at <a href="http://www.industrialprudential.com">www.industrialprudential.com</a> )
9	No. of Board Meetings attended during FY 2023-24	5 (five)	NA
10	Remuneration drawn for FY 2023-24	Mr. G. Swarup is not paid any remuneration by the Company	NA
11	Relationship with other Directors/ KMPs inter-se	<ul style="list-style-type: none"> <li>• Ms. Devina Swarup - daughter of Mr. Gaurav Swarup</li> <li>• Mr. Varun Swarup is son of Mr. Vikram Swarup, who is brother of Mr. Gaurav Swarup</li> </ul>	None

Sl. No	Particulars	Ms. Gaurav Swarup				Mr. Ajay Gaggar
12	Directorships held in other Indian companies including equity listed companies	Listed: <ul style="list-style-type: none"> <li>Swadeshi Polytex Limited</li> <li>Industrial And Prudential Investment Company Limited</li> <li>Avadh Sugar &amp; Energy Limited KSB Limited</li> <li>IFGL Refractories Limited</li> <li>Graphite India limited</li> </ul> Other Indian companies: <ul style="list-style-type: none"> <li>Paharpur Cooling Towers Limited</li> <li>Medica Synergie Pvt Ltd</li> <li>Garima Private Limited</li> <li>Paharpur 3P Private Limited</li> </ul>				Listed: NIL Other Indian companies: <ul style="list-style-type: none"> <li>Machino Techno Sales Limited</li> <li>Tropicana Exports Pvt Ltd</li> <li>Lovejoy Agencies Pvt Ltd</li> <li>Padrone Marketing Pvt Ltd</li> <li>Saral Vintrade Pvt Ltd</li> <li>Premier Stock Brokers &amp; Finance Services Pvt Ltd</li> <li>Southern Corporate Services Pvt Ltd</li> <li>Aegis Plasto Pvt Ltd</li> </ul>
13	Membership/ Chairmanship of Board committees in Indian Companies	Sl. No	Company	Membership in committee	Chairmanship in committee's	NIL
		1	KSB Limited	Audit committee - √ Stakeholders relationship committee - √	-	
		2	Graphite India Limited	-	Audit committee - √	
		3	Avadh Sugar & Energy Ltd.	Stakeholders relationship committee - √	-	
		4	Paharpur Cooling Towers Limited	Audit committee - √	-	
14	Equity listed entities (in India) from which the person has resigned as Director in past 3 years	TIL Limited With effect from 29-08-2022				None

## BOARD'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2024

Dear Members,

**Industrial And Prudential Investment Company Limited**

Registered Address: Paharpur House, 8/1/B Diamond Harbour Road  
Kolkata-700027

The Directors present their 108<sup>th</sup> Annual Report together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.

### FINANCIAL RESULTS

(Rs. in thousand)

Particulars	Financial Year 2023 - 2024	Financial Year 2022 - 2023
Income	17,30,46	16,70,40
Total Expenses	80,19	1,06,28
Profit before taxation	16,50,27	15,64,12
Tax Expense	76,91	92,93
Net Profit after taxation	15,73,36	14,71,19
Other Comprehensive Income net of taxes	109,44,62	(33,57,97)
Total Comprehensive Income	1,25,17,98	(18,86,78)
Earnings per equity share (in Rs.) Basic and diluted	93.88	87.79
Special Reserve (in terms of Section 45-1C of RBI Act, 1934)	3,14,67	2,94,24

#### 1. WORKING OF THE COMPANY

The Company being an NBFC, deals in the investments. Its financial performance is dependent on that of the stock market. The Company is one of the promoters of KSB Limited, which has performed well during its year ended 31.12.2023. The Company is expected to do better in the future if the current growth in the economy continues. Other investments made by the Company also performed very well in line with the market.

#### 2. SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2024 stood at Rs. 1,67,58,400 comprising of 16,75,840 Equity shares of 10 each.

#### 3. DIVIDEND

The Board of Directors is pleased to recommend a dividend of Rs. 90 per share (Rs. 60 per share previous year) on 16,75,840 Equity shares of face value of Rs. 10 each, subject to approval of members at the ensuing Annual General Meeting. Dividend shall be paid subject to deduction of tax at the rates prescribed as per the Income Tax Act, 1961.

#### 4. HOLDING COMPANY

Paharpur Cooling Towers Limited (PCTL) controls the composition of the Board of Directors of the

Company. Consequently, the Company in terms of section 2(87)(i) read with Explanation (b) of the Companies Act, 2013 (hereinafter referred to as “the Act”), is the subsidiary of PCTL.

#### **5. CONSOLIDATED FINANCIAL STATEMENTS (CFS)**

The consolidated audited financial statements for the period under review forms part of the Annual Report. The said statement reflects the Company's share in the operations of associate company namely KSB Limited.

#### **6. SUBSIDIARY AND ASSOCIATE COMPANY**

The Company holds 21.55% of share capital of KSB Limited; therefore, it is an Associate Company in terms of section 2(6) of the Act. A statement containing features of financial statement of associate company is annexed to the financial statements in Form 'AOC-1'.

#### **7. DIRECTORS**

The Company has the following directors as at 31<sup>st</sup> March, 2024

<b>Sl. No</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Status</b>	<b>Original date of appointment</b>
1.	Gaurav Swarup	00374298	Chairman and Managing Director	17.04.1990
2.	Debanjan Mandal	00469622	Independent Director	07.11.2017
3.	Probir Roy	00033045	Independent Director	07.11.2017
4.	Anish Modi*	00031232	Independent Director	24.09.2014
5.	Devina Swarup	06831620	Women Director (Non-Executive)	07.11.2017
6.	Varun Swarup	02435858	Director (Non-Executive)	07.11.2017

Independent directors are appointed for a period of five years.

\* Mr. Anish K. Modi (DIN: 00031232) was appointed on 24.09.2014 for a term of 5 years and subsequently for second term of 5 years i.e upto 23-09-2024.

As per regulation 17(1D) of LODR with effect from April 1, 2024, Mr. Varun Swarup and Ms. Devina Swarup, directors liable to retire by rotation are to be appointed once in every five years by shareholders in a general meeting. Both Mr. Varun Swarup and Ms. Devina Swarup, have been re-appointed at the annual general meeting held on 24<sup>th</sup> August, 2023 and 5<sup>th</sup> August, 2022 respectively.

#### **A. RETIREMENT BY ROTATION:**

Mr. Gaurav Swarup (DIN: 00374298), a director retires by rotation at the ensuing Annual General Meeting. Mr. Swarup being eligible, offers himself for re-appointment.

#### **B. CHANGES IN BOARD OF DIRECTORS:**

There has been no change in the composition in the Board of Directors during the year under review.

Mr. Anish K. Modi (DIN: 00031232) was appointed on 24.09.2014 for a term of 5 years and subsequently for second term of 5 years i.e upto 23-09-2024.

As recommended by the Nomination and Remuneration Committee, Mr. Ajay Gaggar (DIN 00210230) was appointed as an Additional director at the Board meeting held on 24.07.2024. To comply with the SEBI regulations Mr. Ajay Gaggar is to be appointed as an Independent Director of the Company effective dated 24.09.2024 at the ensuing Annual General Meeting. The Board of Directors has formed an opinion that

## Board's Report

Mr. Gaggar is a person of integrity and possesses relevant expertise and experience. The Board of Directors recommends to the members to pass the special resolution.

### 8. KEY MANAGERIAL PERSONNEL

- a. Mr. Gaurav Swarup, Chairman and Managing Director;
- b. Mr. Arun Kumar Singhania, Chief Financial Officer; &
- c. Ms. Shilpishree, Company Secretary and Compliance Officer

Mr. Gaurav Swarup, Mr. Arun Kumar Singhania and Ms. Shilpishree Choudhary are also KMP's of the Holding Company PCTL. Therefore, their appointments are covered by Sec 203(3) of the Act.

In compliance with the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 [LODR] the following reports are attached to Annual Report.

- ♦ Corporate Governance Report
- ♦ Management Discussion and Analysis Report
- ♦ Financial Summar/Highlights
- ♦ Secretarial Audit Report
- ♦ Annual Secretarial Compliance Report
- ♦ Form AOC 1
- ♦ CSR Annual Report
- ♦ Certificate of non-disqualification of Directors
- ♦ Financial Statements
  - Standalone Financial Statements
  - Consolidated Financial Statements

### 9. BOARD AND COMMITTEE MEETINGS

#### (i) NUMBER OF MEETINGS OF THE BOARD

During the financial year under review the Board of Directors met 5 times(five) times, details of which are provided in the Corporate Governance Report.

Number of Board Meetings held during the year under review: -

Sr. No.	Date	Sr. No.	Date
1	18.04.2023	4	06.11.2023
2	18.05.2023	5	07.02.2024
3	07.08.2023	-	-

There have not been any instances during the year when recommendations of Audit Committee were not accepted by the Board.

#### (ii) BOARD COMMITTEES

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Share transfer and Investment Committee
6. Independent Directors

The details of the composition, number and dates of meetings of the Board and Committees held during the financial year 2023-2024 are provided in the Report on Corporate Governance forming part of this Annual Report. The number of meetings attended by each Director during the financial year 2023-2024 are also provided in the Report on Corporate Governance. The Independent Directors of the Company held a separate meeting during the financial year 2023-24 details of which are also provided in the Report on Corporate Governance

#### **10. DIRECTORS' RESPONSIBILITY STATEMENT**

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act the Board of Directors, to the best of their knowledge and ability, confirm that: –

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **11. AUDIT COMMITTEE**

Members of the Audit Committee:

- a. Mr. Probir Roy
- b. Mr. Anish K. Modi
- c. Mr. Debanjan Mandal
- d. Ms. Devina Swarup

The Audit Committee discharges functions in accordance with the Act and LODR. Details of the said committee are set out in the Corporate Governance Report.

#### **12. A STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Probir Roy, Mr. Debanjan Mandal and Mr. Anish Kishore Modi, Independent Directors have furnished declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and of LODR.

The Board of Directors have expressed opinion on the Independent Directors in the attached corporate governance report under the heading “(viii) Confirmations by Independent Directors and Board's opinion”.

To comply with the SEBI regulations, Mr. Ajay Gaggar is to be appointed as an Independent Director of the Company effective dated 24.09.2024 at the ensuing annual general meeting. Mr. Ajay Gaggar has also furnished a certificate of Independence.

### 13. EVALUATION OF THE BOARD, ITS COMMITTEES AND MEMBERS

As required under the provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of

- i. Board's performance
- ii. Committees of the Board
- iii. Chairperson of the Board and
- iv. Individual Directors.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its committees and individual Directors, including the Chairman of the Company. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India from time to time.

For evaluating the Board as a whole, views were sought from the Directors on various aspects of the Board's functioning such as degree of fulfilment of key responsibilities, Board Structure and composition, establishment, delineation of responsibilities to various committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the management.

Similarly, views from the Directors were also sought on performance of individual Directors covering various aspects such as attendance and contribution at the Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and promoting effective relationships and open communication, communicating effectively with all stakeholders and motivating and providing guidance to the Executive Director.

Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition, effectiveness of meetings, Committee dynamics and quality of relationship of the Committee with the Board and the Management.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of individual Directors.

### 14. POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND CRITERIA OF INDEPENDENCE OF DIRECTORS

Nomination and Remuneration Committee recommends to the Board appointment of director. With regard to remuneration, except Mr. Gaurav Swarup, all the Directors are non-executive directors. The Company has put in place a policy for Appointment, Remuneration and Evaluation of Directors and KMP.

Non-executive Directors are paid sitting fee as well as commission based on the net profits of the Company. The members have approved payment of commission within the limit laid down in the Act.

On recommendation of Nomination and Remuneration Committee, the Board has approved the continuation of payment profit related commission to non-executive directors including Independent Directors every year as decided by the Board from time to time.

**15. ANNUAL GENERAL MEETING**

Ministry of Corporate Affairs (“MCA”) and SEBI have permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with the MCA and SEBI Circulars the 108th Annual General Meeting is being held through VC/OAVM. The Company has appointed Link Intime Private Limited (RTA) to provide this facility. Details are given in the Notice of the 108th Annual General Meeting. Members are requested to read the instructions in the Notice.

**16. ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the draft Annual Return MGT 7 as on March 31, 2024, is available on the Company's website [www.industrialprudential.com](http://www.industrialprudential.com). The draft MGT 7 will be replaced by the final MGT 7 on the same website after conclusion of the 108th AGM and after uploading of the same on the MCA website.

**17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company's principal business is dealing in investments and securities and is registered as a Non Banking Financial Company (NBFC) with the Reserve Bank of India. In accordance with section 186 of Companies Act, 2013 details are not required to be given. However, the details of investments are given in the Note no. 08 of the Financial Statements.

**18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

There is no material related party transaction during the year under review with the promoters, directors, Key Managerial Personnel and their relatives. Therefore, no details are required to be disclosed in the Form AOC 2. The details of transactions with related parties as per Ind AS 24 are provided in the accompanying financial statements.

**19. MATERIAL CHANGES AND FINANCIAL COMMITMENTS, IF ANY,**

No material changes and financial commitments have occurred between the end of the financial year of the Company to which the balance sheet relates and the date of this Report.

**20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS**

Being an investment company and not involved in any industrial or manufacturing activities, the Company has no particulars to report regarding conservation of energy and technology absorption. During the year under review, the Company did not have any foreign exchange expenditure and foreign exchange earnings.

**21. RISK MANAGEMENT**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 17(9) of the SEBI Listing Regulations. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures.

The Internal Auditor evaluates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting and reports to Audit committee and Board of Directors about risk assessment and management procedures and status from time to time.

**22. CHANGE IN BUSINESS**

There has been no change in the nature of business of the Company.



**23. DEPOSITS**

The Company had no deposits at the beginning of the Financial Year. The Company not accepted any public deposits under the provisions of the Companies Act, 2013 ('Act'). The Company does not have any outstanding deposits at the end of the Financial Year.

**24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS AND COURTS**

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

**25. INTERNAL FINANCIAL CONTROL**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Auditor reviews the efficiency and effectiveness of these systems and procedures. Added objectives include evaluating the reliability of financial and operational information and ensuring compliance with applicable laws and regulations. The Internal Auditors submit their Report periodically which is placed before and reviewed by the Audit Committee.

**26. DISCLOSURE OF REMUNERATION VIS A VIS EMPLOYEES**

No disclosure is required to be made pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, non-executive directors are paid commission related to profits and fees. The Managing Director is not paid remuneration (except sitting fees).

The Company has no employees covered under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**27. UNCLAIMED SECURITIES**

Members are requested to note that in accordance with the Regulation 39(4) read with the Schedule VI of LODR, the Company has transferred unclaimed equity shares to a separate account titled "Industrial Prudential Unclaimed Securities Suspense Account".

Present outstanding is 38,272 Equity Shares (Previous FY: 38,942 Equity Shares)

**28. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND**

In accordance with Sections 124 and 125 of the Companies Act, 2013 ("the Act") and the Rules made thereunder an amount of Rs. 18,68,500.00 for the financial year 2015-16, has been transferred during the year to the Investor Education & Protection Fund established by the Central Government.

**29. TRANSFER OF SHARES UNDERLYING UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)**

Till this year under review the Company has transferred pursuant to Section 124 of the Act, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 3140 shares on which dividend had not been paid or claimed for seven consecutive years or more to an IEPF Account established by the Central Government. As reported by the auditor, 2273 shares which were required to be transferred by 31.03.2024 remains untransferred due to administrative and technical difficulties. The same will be transferred during the current year.

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

**30. REPORTING FRAUD UNDER SECTION 143(12) OF THE ACT**

During the year under review, no frauds were reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Act, read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

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

The Company has put in place a Policy on Prevention of Sexual Harassment of women at Workplace and an Internal Complaints Committee has been set up to redress complaints. During the year under review, no complaint was received during the financial year under review.

**32. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism to provide avenues to the stakeholders to bring to the attention of the management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said policy are included in the report on Corporate Governance.

**33. DISCLOSURE OF POLICIES & CODES OF THE COMPANY**

The Company has adopted the following policies which are available on the website of the Company.

Sr. no.	Policy / Code
1	Policy for preservation of documents
2	Policy for determining material subsidiary
3	Materiality of related party transactions and on dealing with related party transactions
4	Policy for determination of materiality of events and information
5	Archival Policy
6	Details of familiarization programmes imparted to independent directors
7	Code of conduct for its board of directors and senior management personnel
8	Vigil Mechanism/ Whistle Blower policy
9	Policy relating to remuneration of the directors, key managerial personnel and other employees, Policy on diversity of board of directors
10	Policy on Prevention of Sexual Harassment
11	Code of Conduct to regulate, monitor and report trading by their designated persons
12	Code of Practices and Procedures for Fair Disclosure
13	Policy on Risk Management and Monitoring
14	Investment policy
15	Dividend policy
16	CSR Policy

**34. STATUTORY AUDITORS**

In accordance with Section 139 (1) and (2) of the Act, M/s S Jaykishan as the Statutory Auditors have been appointed for five years, to audit the accounts for the Financial Years 2022-23 to 2026-27 at the annual

general meeting held on 05.08.2022.

In accordance with provision of Section 139 of the Act, the Board of Directors has received consent and certificates of eligibility and compliance of criteria under Section 141 of the Act from M/s. S Jaykishan, Chartered Accountants

**35. STATUTORY AUDITORS' REPORT**

The Auditors' Report and notes to the financial statements are self explanatory and therefore do not call for any further explanation/comments.

There are no qualifications, reservations or adverse remarks in the auditors' report.

**36. SECRETARIAL AUDITOR**

Pursuant to provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Mayur Mehta, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

**37. CORPORATE GOVERNANCE REPORT**

The Annual Report contains a separate section on the Company's Corporate Governance practices, together with a certificate from the Company's auditor confirmation compliance as per SEBI Listing Regulations.

**38. COST RECORDS AND COST AUDITORS:**

The provisions of Cost Audit and Records as prescribed under Section 148 of the Act, are not applicable to the Company.

**39. ANNUAL SECRETARIAL COMPLIANCE REPORT**

In accordance with the regulation 24A of the LODR Annual Secretarial Compliance Report given by Mayur Mehta, Practicing Company Secretary is annexed to this Annual Report. The Company does not have any subsidiary. The same has been filed with the BSE Ltd within prescribed time.

**40. COMPLIANCE OF SECRETARIAL STANDARDS**

During the financial year, the Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

**41. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company's CSR initiatives aims to ensure maximum benefit to the community in Health, education and sports. In view of long term commitments, the Company's spend on CSR activities has been more than the limits prescribed under Companies Act, 2013.

As per recent amendments in the CSR rules, the Company had an amount of Rs. 8,46,000 available for set off against statutory CSR amount of financial year 2021-22. Out of this, the financial year 2021-22 liability of Rs 1,55,000 was adjusted. A balance of Rs. 6,91,000 is available for set off for the Financial year 2022-23. The liability for the year 2022-23 was Rs. 72,000. The liability for the year 2023-24 was Rs. 76,000 Further, any excess amount left for set off after the completion of three financial years starting from 2021-22, 2022-23 and 2023-24 i.e. 31st March 2024, will lapse.

Annual Report on Corporate Social Responsibility in accordance with Section 135 of the Act read with the Rules is attached separately to this Annual Report. CSR policy is placed on the website of the Company [www.industrialprudential.com](http://www.industrialprudential.com).

#### **42. NON DISQUALIFICATION OF DIRECTORS**

A certificate in this regard has been given by the Secretarial Auditor and it forms part of the annual report. There is no qualification.

#### **ACKNOWLEDGEMENTS:**

We thank our members, customers and bankers for their continued support during the year. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

We thank various Ministries of Government of India and Governments of various countries where we have our operations.

On behalf of the Board of Directors

**Gaurav Swarup**  
Chairman & Managing Director

Date: 24<sup>th</sup> July, 2024

Place: Kolkata

Registered Office: Paharpur House  
8/1/B Diamond Harbour Road  
Kolkata 700027

**AOC 1**

**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

SI No	Particulars	in thousand
1	Name of Associates/Joint Ventures	KSB Limited
2	Shares of Associate//Joint Ventures held by the company	75,00,000
	Amount of Investment in Associates//Joint Ventures	10,92,40
	Extend of Holding %	21.55%
3	Description of how there is significant influence	Control of more than 20% of Total Share Capital
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	28,05,595
6	Profit/Loss for the year	
	i) Considered in Consolidation	4,49,749
	ii) Not Considered in Consolidation	16,37,252

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**  
Chairman & Managing Director  
DIN: 00374298

**Devina Swarup**  
Director  
DIN: 06831620

**Arun Kumar Singhania**  
Chief Financial Officer

**Shilpishree Choudhary**  
Company Secretary  
ACS No.: 39659

Place: Kolkata  
Date: 24<sup>th</sup> July, 2024

## **Management Discussion & Analysis Report**

### **Economic Outlook**

The World Economic Outlook Report of April 2024 from IMF describes the Global Economic situation as “Steady but Slow”. Global growth, estimated at 3.2 percent in 2023, is likely to continue at the same pace in 2024 and 2025. Global inflation, however has eased from its mid-2022 peak, but the central banks are still holding the interest rates in view of the supply chain disruptions for the inflation concerns.

India is now the world’s fifth-largest economy and is currently one of the fastest growing economies in the world. India’s GDP growth remained buoyant at 8.2% in FY 2023-24, as reported in the latest data released by the Government of India. The manufacturing sector has registered a growth of 14% in 2023-24, supported by robust domestic demand, moderate inflation, a stable interest rate environment, and strong foreign exchange flows. India’s economic outlook looks very optimistic as the Indian Government plans for becoming the third largest economy by 2027. Increased capital expenditure and the government’s proactive policy measures such as Production Linked Incentive (PLI) Schemes will likely continue to drive growth in near future. According to the IMF, the Indian economy is expected to expand steadily at 6.5% in 2024.

In the equity markets, foreign investors continued their faith with more allocations of funds. Considerable interest was seen from the domestic investors in the markets in both retail and institutional segments. Indian Markets, therefore, have rallied to new highs and given one of the best returns in the world. With the continued government focus on infrastructure, public spending, softened inflation, robust domestic demand and reduced crude oil prices, the outlook for the Indian Market remain positive.

### **Financial Performance**

Being an NBFC, the financial performance of the Company is dependent on that of the stock market. Your Company’s equity portfolio is in diversified companies representing various sectors, and fixed income securities. The company has delivered a better performance than the benchmark index due to its policy to invest in stocks that have long-term sustainable growth potential in the current scenario.

The company is one of the promoters of KSB Limited, which has delivered robust working and financial performance during the year under review and this was reflected in its stock price. The Company is expected to do better in the future due to the overall growth anticipated in the economy.

Other investments have also performed better during the year under review. The management believes that the company’s investments will continue to perform well in future. The portfolio is being monitored periodically with the help of financial consultants and investment advisory and changes are being made time to time to seize the long term opportunities in the market.

### **Risks**

The company is in the business of the making long-term investments in equity and other securities. Accordingly, the investments are subject to market risks.

The company’s portfolio of equity is well diversified across companies and sectors to mitigate the risks. The investments are being monitored periodically with the help of expert investment bankers and advisors, with risks and opportunities being identified, and required actions are taken to balance the risks.



## Annexure - Management Discussion and Analysis Report

The fundamental policy of the company is to ensure that the investments of the company remain in companies with a promising business outlook and a long term view.

### Disclaimer

The information and opinion expressed in this section of the Annual Report contains statements, which are the view of Companies management at the time of its preparation and are intended for shareholders communications. The above statements or contain are not intended to induce anyone to buy the share of the company and the Company & its management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.

For and on behalf of the Board of Directors

**Gaurav Swarup**  
Chairman & Managing Director

Place: Kolkata

Date: 24<sup>th</sup> July, 2024

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

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

To  
The Members,  
Industrial And Prudential Investment Company Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Industrial And Prudential Investment Company Limited, (hereinafter called "the Company") having CIN: L65990WBI913PLC218486. 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 and records provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and the details downloaded from the MCA and BSE Portals, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereunder.

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by Industrial and Prudential Investment Company Limited, ("the Company") for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other regulations and Bye -laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Investment and External Commercial Borrowings;
- (v) The Investor Education and Protection Fund Authority Rules, 2016;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



## Annexure - Secretarial Audit Report

- i. Such other Regulations, Circulars, Notifications and Guidelines issued by SEBI and BSE Ltd. as applicable to the Company
- vii) Regulations, Circulars, Notifications and Guidelines issued by the Reserve Bank of India in relation to the Non-Banking Financial Companies as applicable to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) SEBI Listing (Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. (LODR).

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except IEPF regulations. It has generally complied with the provisions of the SEBI Regulations when the activities have been undertaken with regard to the relevant regulations.

As reported in the 107<sup>th</sup> Annual Report for the year ended 31.03.2023, 2273 shares which were required to be transferred to IEPF authority, have not been transferred. The Management has assured that the same would be complied with in a due course. Other provisions relating to The Investor Education and Protection Fund Authority Rules, 2016 have been generally complied with.

Further there has been delay in submitting annual returns to the RBI as a result of technical difficulties.

I further report that during the period under review,

- the Board of Directors of the Company is duly constituted with proper balance of executive directors, non- executive directors and independent directors. There were no changes in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors of schedule of the Board meetings, agenda and detailed notes on agenda were sent in advance in accordance with the applicable Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions were carried out unanimously; therefore, there was no question of recording dissenting members' views in the minutes.
- there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

There were no events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. such as

1. Public/ Right/ Preferential Issue of shares/ debentures/ sweat equity, etc.
2. Redemption/buy-back of securities
3. Major decisions taken by members pursuance to section 180 of the Companies Act, 2013
4. Foreign technical collaborations

This report is to be read with my report on Certificate on Compliance of conditions of Corporate Governance and Annual Compliance Report under Regulation 24A of the LODR of even date.

Mayur Mehta  
Practicing Company Secretary  
Membership No A3132  
C P No 9952  
PRC no. 1694/2022

Place Mumbai  
Date 02.05.2024  
UDIN A003132F000246144

**Secretarial compliance report of**  
**Industrial And Prudential Investment Company Limited**  
**for the year ended 31ST March, 2024**  
**[Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

I, Mayur Mehta, PCS have examined:

- (a) all the documents and records made available to me, and explanation provided by Industrial And Prudential Investment Company Limited having CIN L65990WB1913PLC218486 (“the listed entity”).
- (b) the filings/submissions made by the listed entity to the BSE Ltd., being the stock exchange, on which shares of the listed entity are listed.
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:
  - (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder and also complied with the relevant regulations under which the activities have been undertaken. In respect of the matters specified below the Company has taken necessary actions

**Annexure - Annual Secretarial Compliance Report**

to comply with the same.

Sr no	Compliance Requirement (Regulations /circulars/ guidelines specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	2	3	4	5	6	7	8	9	10	11
						Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.				

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr no	Compliance Requirement (Regulations /circulars/ guidelines specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	2	3	4	5	6	7	8	9	10	11
	For the F Y 2020-21									
			BSE	Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.	LODR 23(9) LODR 34		175000 22000	Waived by BSE		
					Waived by BSE		197000	Adjusted against Listing fees for the year 2022-23		

**Note:-** Everything has been complied with.

- I. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There has been no change of auditors during the year under review
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or		
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There has been no change of auditors during the year under review
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.		
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		
	ii. Disclaimer in case of non-receipt of information:		
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	There has been no change of auditors during the year under review

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

II. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

## Annexure - Annual Secretarial Compliance Report

In accordance with BSE Notice No 14 dated 16th March, 2023 additional affirmations have been inserted in the report.

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standard</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	YES	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) section of the website.</li> </ul>	YES	
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	YES	No director is disqualified. Certificate has been provided by the undersigned.
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as</li> <li>(c) other subsidiaries</li> </ul>	NA	The Company does not have any subsidiary.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	Carried out according to Archival policy
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	It has been reported in the Corporate Governance Report.

8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	The Company has put in place the system of SDD which is suitable and commensurate with the size of operations and organization Structure.
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		Not during the year. Refer to note under table (b) with regard to waiver of fine and adjusted against listing fees in the previous year.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		Nothing to report or observed

**Assumptions & Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

This report is to be read with the Secretarial Audit report under Section 204 of the Act and the Certificate of Compliance of Conditions of Corporate Governance of even date.

Mayur Mehta  
 Practicing Company Secretary  
 Membership No A3132  
 C P No 9952

PRC no. 1694/2022  
 Place Mumbai  
 Date 02.05.2024  
 UDIN A003132F00024611

**ANNUAL REPORT ON CSR ACTIVITIES  
FINANCIAL YEAR - 2023-24**

1. Brief outline on CSR Policy of the Company:

The Company has framed CSR policy in compliance with the provisions of the Companies Act 2013 which is placed in the website of the company. The company aims to achieve one or more activities or programs laid down in Schedule VII of the Act in general and promotion of education, health care, sanitation and rural development in particular

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Probir Roy	Independent Director	2	2
2	Mr. Gaurav Swarup	Chairman and Managing Director	2	2
3	Ms. Devina Swarup	Director (Non Executive)	2	2

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

[www.industrialprudential.com](http://www.industrialprudential.com)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	#Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	2023-24	8,46,000	Year 1 - 1,55,000; Year 2 - 72,000 Year 3- 76,000

#Company had an amount of Rs. 8,46,000 available for set off against statutory CSR amount of financial year 2021-22. Out of this, the financial year 2021-22 liability of Rs 1,55,000 was adjusted. A balance of Rs. 6,91,000 was available for set off for the Financial year 2022-23. The liability for the 2022-23 was Rs. 72,000 and 2023-24 was 76,000/-.

6. Average net profit of the company as per section 135(5): Rs. 38,00,330

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 76,000 (approx)  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL

(c) Amount required to be set off for the financial year, if any: Rs. 76,000 (approx)

(d) Total CSR obligation for the financial year (7a+7b-7c): Nil

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the	100	2(87)(ii)
-	-	-	-	-	-

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

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

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	76,000
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5,43,000

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Mode of implementation - Through implementing agency.
				Name of the Fund	Amount (in Rs)	Date of transfer	
	TOTAL						



Annexure - CSR Report

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s): NA

Amount of CSR spent for creation or acquisition of capital asset: NA

(b) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : NA

(c) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

Gaurav Swarup  
Member  
CSR Committee

Place: Kolkata

Date: 24<sup>th</sup> July, 2024

**Financial Summary / Highlights**

(Rs. In thousand)

Particulars	FY 2023 - 24	FY 2022 - 23	FY 2021 - 22
<b>Balance Sheet Items</b>			
Paid-up Capital	1,67,58	1,67,58	1,67,58
Other Equity	475,95,34	360,82,85	388,07,56
Investments	502,35,87	374,41,54	407,93,93
<b>Profit &amp; Loss Accounts</b>			
Revenue from Operations & other Income	17,30,46	16,70,40	13,30,53
Expenses	80,19	1,06,28	62,36
Profit before tax	16,50,27	15,64,12	12,68,17
Profit after tax	15,73,36	14,71,19	11,05,27
Dividend paid	10,05,50	8,37,92	4,18,96
Earnings per share	93.88	87.79	65.95
Dividend per share	90 *	60	50

\*Proposed

The Company has followed IND-AS and accordingly this highlights have been prepared. Please refer the Accounting Policy

## CORPORATE GOVERNANCE REPORT

### A. MANDATORY REQUIREMENT

#### 1. A Brief Statement on the Company's Philosophy on Code of Governance

The Company aims to achieve good corporate governance practice and to ensure compliance with the relevant laws and regulations. The Company is conducting its business efficiently, professionally and in a manner which is fair and transparent. It always strives to meet its obligations to all stakeholders in a balanced and accountable manner.

#### 2. Board of Directors

##### (i) Composition and Category of Directors

The Board of Directors comprises of six directors.

Out of this, 3 directors are NED-I , two directors are NED and one director is Executive, as detailed below.

As per regulation 17(1D) of LODR with effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. However, Executive and Independent directors are excluded. Mr. Varun Swarup and Ms. Devina Swarup, directors liable to retire by rotation have been re-appointed at the annual general meeting held on 24<sup>th</sup> August, 2023 and 5<sup>th</sup> August, 2022 respectively.

##### (ii) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM): -

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Mr. Gaurav Swarup	Chairman and Managing Director	5	No
Mr. Anish Kumar Modi	NED - I	4	Yes
Mr. Varun Swarup	NED	5	Yes
Ms. Devina Swarup	WD - NED	5	Yes
Mr. Probir Roy	NED - I	5	Yes
Mr. Debanjan Mandal	NED - I	4	Yes

NED - Non-Executive Director

NED- I – Non-Executive Director – Independent

WD – Woman Director

##### (iii) Number of other Boards or Board Committees in which he/she is a member or chairperson: -

Name of the Director	No. of Directorships in Boards @	Total number of membership in Board Committee's	No. of Memberships in Board Committees #	No. of Chairmanships in Board Committees #
Mr. Gaurav Swarup	8	4	4	1
Mr. Anish Kumar Modi	2	1	1	Nil
Mr. Varun Swarup	2	Nil	Nil	Nil
Ms. Devina Swarup	3	2	1	1
Mr. Probir Roy	6	7	3	4
Mr. Debanjan Mandal	10	6	5	1

Sr No	Name of Directors	Name of the Companies	Designation
<b>A</b>	<b>Mr. Gaurav Swarup</b>		
1		Swadeshi Polytex Limited	Chairman & NED
2		Industrial And Prudential Investment Company Limited	Chairman & Managing Director
3		Avadh Sugar & Energy Limited	NED-I
4		KSB Limited	Chairman & NED
5		IFGL Refractories Limited	NED-I
6		Graphite India limited	NED-I
<b>B</b>	<b>Ms. Devina Swarup</b>		
1		Industrial And Prudential Investment Company Limited	NED
<b>C</b>	<b>Mr. Varun Swarup</b>		
1		Industrial And Prudential Investment Company Limited	NED
<b>D</b>	<b>Mr. Anish Kumar Modi</b>		
1		Industrial And Prudential Investment Company Limited	NED I
<b>E</b>	<b>Mr. Probir Roy</b>		
1		Industrial And Prudential Investment Company Limited	NED-I
2		Duroply Industries Limited	NED-I
3		Century Plyboards (India) Limited	NED-I
<b>F</b>	<b>Mr. Debanjan Mandal</b>		
1		Spencer's Retail Limited	NED-I
2		Century Plyboards (India) Ltd.	NED-I
3		CESC LTD	NED-I
4		Industrial And Prudential Investment Company Limited	NED-I
5		Titagarh Rail Systems Limited	NED-I
6		Apeejay Surendra Park Hotels Ltd.	NED-I

Note: This lists includes directorship/committee memberships in this Company.

@ Directorships in Foreign Companies and Private Limited Companies are not included in the above table.

# Memberships in Committees other than Audit Committee/ Stakeholders' Relationship Committee of public limited companies and all Committees of private limited/foreign companies are excluded in the above table.

- (iv) Details of Directorships in the listed companies, position held memberships in the Committee(s) as at 31.03.2024

Note:- The list includes directorship in this Company.

- (v) Relationship between Directors inter-se

Corporate Governance

- a. Ms. Devina Swarup - daughter of Mr. Gaurav Swarup
- b. Mr. Varun Swarup is son of Mr. Vikram Swarup who is brother of Mr. Gaurav Swarup
- c. Other directors are not related inter-se

(vi) Skills / Expertise / Competence of the Board

With a view to achieve a sustainable development, the Company aims to have right balance on its Board with attributes such as experience of diverse nature, qualifications, knowledge and competencies in wide spectrum of functional areas required in the context of Company's business, gender representation etc. The Directors are eminent industrialists / professionals and have expertise in their respective functional areas, which bring with them the reputation of independent judgment and experience.

The list of core skills / expertise / competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and possessed by each director is given below

Sr. No.	Name of Director	Identified core skills / expertise / competencies
1	Mr. Gaurav Swarup	General Management and Business Operations, engineering in particular
		Thought Leadership and business strategy
		Managerial experience of Managing Director
		Risk Management
		Corporate Governance
		International Business
		Finance and accounting
2	Mr. A K Modi	Strategy / M&A / Restructuring
		Finance and Accounting
		General Management and Business Operations
		Regulatory framework
		Managerial experience
		Risk Management
		Corporate Governance
3	Mr. Varun Swarup	International Business
		Strategy / M&A / Restructuring
		Senior Manager experience
		Business Development / Sales / Marketing
		Finance
		Corporate Governance
		International Business
		Risk Management

Sr. No.	Name of Director	Identified core skills / expertise / competencies
4	Ms. Devina Swarup	General Management and Business Operations
		Thought Leadership and business strategy
		Senior Manager experience
		Risk Management
		Corporate Governance
		Human Resources
		Finance and accounting
		Regulatory framework
5	Mr. Probir Roy	General Management and Business Operations
		Thought Leadership and business strategy
		Managerial experience of Managing Director
		Risk Management
		Corporate Governance
		International Business
		Finance and accounting
6	Mr. Debanjan Mandal	Legal and Finance
		Strategy / M&A / Restructuring
		Risk Management
		Corporate Governance
		General Management and Business Operations
		International Business/Legal Practices
		Regulatory framework

(vii) Familiarisation Programme for Independent Directors

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the Listing Regulations, the Company is required to frame a familiarisation programme for all its Independent Directors. The Company has framed the same.

At present the programme has not been put in operation as all the Independent directors are senior professionals having rich executive experience and very much familiar with the business operations of the Company. They have been associated with the Company over five years. The Board of Directors is of the opinion the same would be made operational when a new Independent Director is inducted in future

(viii) Confirmation of independence of Independent Directors

The Independent Directors have provided an annual confirmation that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations. The Board at its meeting held on 15.04.2024, reviewed the declaration of independence submitted by the Independent Directors and carried out due assessment of the veracity of the same noting that the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the Management.

(ix) Number of Board Meetings held during the year under review: -

## Corporate Governance

Sr. No.	Date	Sr. No.	Date
1	18.04.2023	4	06.11.2023
2	18.05.2023	5	07.02.2024
3	07.08.2023		

The Company is managed by the Board of Directors and the Committees of directors.

### Key Managerial Personnel (KMP)

- a. Mr. Gaurav Swarup - Managing Director
- b. Mr. Arun Kumar Singhanian - Chief Financial Officer
- c. Ms. Shilpishree Choudhary – Company Secretary and compliance officer

Mr. Gaurav Swarup, Mr. Arun Kumar Singhanian and Ms. Shilpishree Choudhary are KMPs of the Company's holding company viz. Paharpur Cooling Towers Limited (PCTL). They have been appointed under section 203(3) of the Companies Act, 2013. PCTL (unlisted public company) is a holding company in accordance with section 2 (87) (i) read with Explanation (B) of the Companies Act, 2013.

The composition of the Board of Directors is in conformity with the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

### Independent Directors

#### i. Brief Description of Terms of Reference

Independent Directors play an important role in the governance process of the Board by bringing their expertise and experience. Each Independent Director has been appointed by the members for a period of five years at the general meeting or through Postal Ballot.

None of the Independent Directors serves as “Independent Director” in more than seven listed companies.

#### ii. Details of independent directors

Names of the Directors	Status	Date of Appointment	Date of expiry of appointment	
			Term I	Term II
<b>Mr. Probir Roy, Chairman</b>	NED I	07.11.2017	06.11.2022	06.11.2027
<b>Mr. Anish Kumar Modi</b>	NED I	11.09.2013	24.09.2019	23.09.2024
<b>Mr. Debanjan Mandal</b>	NED I	07.11.2017	06.11.2022	06.11.2027

During the financial year under review, the Independent Directors met on 06.11.2023 and 07.02.2024 in accordance with the Act and LODR to

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive director and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present throughout the meeting held on 06.11.2023. They expressed satisfaction on all the issues which were reviewed and assessed. Mr. Modi did not attend the meeting held on 07.02.2024.

### **Performance evaluation criteria for Independent Directors**

Pursuant to the provisions of the Act and Regulation 25(4) of the Listing Regulations, the Board had carried out the annual performance evaluation of its own performance, individual Directors and of its Committees as per the Guidance Note issued by SEBI vide its Circular SEBI/HO CFD/CMD/CIR/2017/004 dated January 5, 2017. The areas evaluated were the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations, compliance and governance, etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairperson and the Non-independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction over the evaluation process.

### **3. Audit Committee**

#### **i. Brief Description of Terms of Reference:**

The terms of reference of this Committee are wide enough covering the matters specified under the Act and LODR.

#### **ii. Composition, Name of Members and Chairperson and attendance during the year.**

<b>Names of the Members</b>	<b>Composition</b>	<b>No. of Meetings attended</b>
<b>Mr. Probir Roy, Chairman</b>	NED I	4
<b>Mr. Anish Kumar Modi</b>	NED I	3
<b>Mr. Debanjan Mandal</b>	NED I	3
<b>Ms. Devina Swarup</b>	NED	4

All the members of the Audit Committee possess the requisite qualification for appointment on the Committee and have knowledge of finance, accounting practices and internal financial controls.

#### **iii. Details of Audit Committee Meetings held during the year under review:**

<b>Sr. No.</b>	<b>Date</b>	<b>Sr. No.</b>	<b>Date</b>
1	08.05.2023	3	06.11.2023
2	07.08.2023	4	07.02.2024

### **4. Nomination and Remuneration Committee**

#### **i. Brief Description of Terms of Reference**

The Remuneration Committee has the power to perform the role and functions laid down in the Act and LODR.

#### **ii. Composition of Committee**

<b>Names of the Members</b>	<b>Composition</b>
Mr. Probir Roy, Chairman	NED I
Mr. Anish Kumar Modi	NED I
Mr. Debanjan Mandal	NED I
Ms. Devina Swarup	NED



## Corporate Governance

### iii. Attendance during the year

Two meetings were held on 06.11.2023 and 07.02.2024. The meeting was attended by all the members except Mr. Modi who did not attend the meeting held on 07.02.2024. The said meetings were chaired by Mr. Probir Roy.

At the meeting held on 07.02.2024, the Committee recommended payment of commission to all the directors except the Executive Director – Mr. Gaurav Swarup being the Managing Director.

### iv. Remuneration policy

The Board of Directors decides the remuneration of non-executive directors which consists of a sitting fee as well as commission based on the net profits of the Company. At the Annual General Meeting held on 2<sup>nd</sup> August, 2019, the members have approved payment of commission within the limit laid down in the Companies Act, 2013 for a period of five years up to financial year 31<sup>st</sup> March, 2024.

### v. Details of remuneration to all the directors (including KMPs)

Except Mr. Gaurav Swarup, who is Managing Director, all other Directors are non-executive. The Non Executive Directors are paid sitting fees as well as commission based on the net profits of the Company within the limit approved by the members. Mr. Gaurav Swarup is paid sitting fees for attending the Board Meetings and Committee Meetings.

Payments made/payable for the period from 01.04.2023 – 31.03.2024 is as under:

Name of the Directors	Sitting Fees	Commission
Mr. Anish Modi	97,500	1,50,000
Mr. Gaurav Swarup	90,000	-
Mr. Varun Swarup	75,000	1,50,000
Mr. Probir Roy	1,67,500	1,50,000
Mr. Debanjan Mandal	1,57,500	1,50,000
Ms. Devina Swarup	1,72,500	1,50,000
<b>Total</b>	<b>7,60,000</b>	<b>7,50,000</b>

The Managing Director, Chief Financial Officer and Company Secretary are not paid any remuneration by the Company.

## 5. Stakeholders' Relationship Committee:

### i.

Name of Members	Composition
Mr. Debanjan Mandal	NED-I
Ms. Devina Swarup	NED
Mr. Probir Roy	NED

### ii. Compliance Officer:

Ms. Shilpishree Choudhary, Company Secretary.

### iii. One meeting was held on 6<sup>th</sup> November, 2023 which was attended by all the members.

iv. Complaints

1 complaint was received during the year under review. The same was resolved to the satisfaction of the complainant. There were no pending transfers as on 31.03.2024.

**6. Other Committees**

The Board of Directors, in compliance with the Act has constituted other two committees, Corporate Social Responsibility Committee and Share Transfer and Investment Committee and their details are given in board report.

**7. Subsidiary Company**

The Company does not have any material subsidiary, as defined under Regulation 16 of the Listing Regulations. However, as prescribed under Regulation 24 of LODR the Company has framed a Policy for determining Material Subsidiaries.

The Company's policy on "material subsidiary" is placed on the Company's website [www.industrialprudential.com](http://www.industrialprudential.com)

**8. General Body meetings**

(i) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Venue
31.03.2021	25.09.2021	3.00 p.m.	Virtually through Video Conference
			EGM on 04.02.2022 for appointment of Auditor to fill casual vacancy Virtually through Video Conference
31.03.2022	05.08.2022	3.00 p.m.	Virtually through Video Conference
31.03.2023	24.08.2023	3.00 p.m.	Virtually through Video Conference

Wherever the meeting has been held by Virtually through Video Conference, the deemed venue has been the Registered Office.

(ii) Special Resolution passed in the previous three Annual General Meetings

Financial Year	Special Resolution Passed	Details of resolutions
31.03.2021	No	-
31.03.2022	Yes	Re-appointment of Independent director, Mr. Probir Roy for second term Re-appointment of Independent director, Mr. Debanjan Mandal for second term
31.03.2023	No	

iii. Postal Ballot

None

**9. Other Disclosures**

**A. Related Party Transactions**

All Related Party Transactions (RPTs) entered into by the Company during the year under review were

## Corporate Governance

on an arms' length basis and in accordance with the policy adopted by the Company. These RPTs did not attract provisions of Section 188 of the Act and were also not material RPTs under Regulation 23 of the Listing Regulations. During the year under review, all RPTs were placed before the Audit Committee for, as required under Section 177 of the Act and Regulation 23 of the Listing Regulations.

The particulars of transactions between the Company and its related parties in accordance with the Accounting Standard 18 are set out in Note no 31 to the Accounts. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.

There were no material pecuniary relationships or transactions of the directors other than payment of sitting fees, commission and investments, if any, in shares/securities of the Company.

There were no material pecuniary transactions of the Company with its promoters, directors, KMP or their relatives other than investments, if any, in shares/securities of the Company that may have potential conflict with the interest of the Company at large.

### B. Details of compliance by the Company

The Company has generally complied with the requirements of the Stock Exchange (BSE), SEBI and Statutory Authorities related to the capital markets.

#### Policies under Listing Regulations

Sr No	Regulation LODR	Policy / Code
	PIT regulation 9	Code of Conduct to regulate, monitor and report trading by their designated persons
	PIT regulation 8	Code of Practices and Procedures for Fair Disclosure
	9	Policy for preservation of documents
	16(1)(c)	Policy for determining material subsidiary
	23	Materiality of related party transactions and on dealing with related party transactions
	30 (4) (i) and (ii)	Policy for determination of materiality of events and information
	30(8)	Archival Policy
	25(7) and 46(2)(i)	Details of familiarization programmes imparted to independent directors
	46(2)	Code of conduct for its board of directors and senior management personnel
	177(9) of CA 13 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014	Vigil Mechanism/ Whistle Blower policy
	178(3) of CA 13 and R.19 read with Part D of Schedule II of LODR	Policy relating to remuneration of the directors, key managerial personnel and other employees
	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	Prevention of Sexual Harassment Policy
	134(3) of the Companies Act, 2013 and 17(9) of SEBI (LODR) Regulations, 2015	Policy on Risk Management and Monitoring

**C. With regard to compliance with the non-mandatory requirements the same have been disclosed separately.**

**D. The financial statements of the Company** are prepared in accordance with the relevant Accounting Standards.

**E. The principal business of the company** is dealing in investments and securities which are subject to market risks. The Board of Directors/Committee of Directors take policy decision on deployment of funds of the Company in securities market based on investment climate and economic conditions in the country and movement in the stock markets. The investment portfolio is periodically reviewed by the Board of Directors/Committee of Directors and cautious approach is a keynote of the policy to mitigate the risks.

**F. Auditors**

In the financial year M/s S Jaykishan, Chartered Accountants,(FRN: 309005E) at the EGM held on 04.02.2022 were appointed as Statutory Auditors of the Company to fill the casual vacancy. This appointment was in compliance with the Companies Act, 2013 and SEBI Listing Regulations read with SEBI circular No CIR/CFD/CMD1/114/2019 dated October 18, 2019. At the AGM held on 05.08.2022, M/s S Jaykishan, Chartered Accountants, were appointed as auditors for period of 5 years in accordance with the Act. No further disclosure is required to be made in terms of SEBI circular No CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**G. Certificate of non-disqualification of Directors**

Certificate from Mayur Mehta, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this Report.

**H. Vigil Mechanism (Whistle Blower Policy)**

In accordance with Section 177 of the Act and Rules made thereunder, read with Regulation 22 of the Listing Regulations, the Board is required to adopt a 'Whistle Blower Policy and Vigil Mechanism' for Directors and Employees to report their genuine concerns and actual / potential violations, if any, to the designated official of the Company fearlessly.

The Company has put in place Vigil Mechanism and Whistle Blower Policy commensurate with its size and operations. No such complaint was received during the year. It may be noted that as at 31.03.2024 the Company does not have any employee. KMPs are the nominees of the Paharpur Cooling Towers Limited, holding Company.

**I. Disclosures in relation to the Sexual Harassment of Women at Workplace**

The Company is required to frame policy in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has no employee. As mentioned before the KMPs of the Company are also the KMPs of the holding company. However, the Company has framed policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint has been received in this regard.

**J. Consolidated Fees paid / payable to Statutory Auditors**

During the year under review, there were no fees paid / payable for all services availed by the Company and its subsidiary on a consolidated basis, to the Statutory Auditor.

## Corporate Governance

### K. Prevention of Insider Trading

The Company has formulated a Code of Fair Disclosure (Including Determination of Legitimate Purpose), Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) ('the Code') in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, with a view to regulate trading in securities by the Directors and Designated Persons as identified therein.

The Code prescribes for the procedures and compliances applicable for the preservation of unpublished price sensitive information under the aforesaid SEBI Regulations. The Company Secretary acts as the Compliance Officer to ensure compliance with the requisite approvals on pre-clearance of trade, monitoring of trades and implementation of the Code under the overall supervision of the Board.

There were no such transactions during the year.

Under Regulation 3(5) and 3(6) the Company has internally put in place, an SDD system which is suitable commensurate with the size and its operations. To strengthen the existing system, the Company has installed the software.

### L. Annual Secretarial Compliance Report

Pursuant to Regulation 24A read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, Mr. Mayur Mehta, Practicing Company Secretary has carried out the audit for the F Y 2023-24 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. There are no observations or qualifications under the said Report.

### M. Report on Corporate Governance

This report, read together with the information given in the Board's Report and the section on Management Discussion and Analysis, constitute the compliance report on Corporate Governance during the F.Y 2023 24. The Company, in compliance with the provisions of Regulation 27(2) of the Listing Regulations submits the quarterly compliance report to the Stock Exchanges as required.

### N. Transfer of Unpaid / unclaimed dividend to IEPF

As per section 124(5) read with section 125 of the Companies Act, 2013, any money transferred by the Company to the unpaid dividend account and remaining unclaimed/unpaid for a period of seven years from the date of such transfer shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly, the unpaid /unclaimed dividend for the financial year 2015-16 amounting to Rs. 18,68,500 has been transferred to by the Company to IEPF during the Financial year.

### O. Transfer of shares to IEPF

- i. As per Government of India Gazette notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA), the Company is required to transfer the shares to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF Authority as per Section 124(6) of the Act, and the applicable rules. Accordingly, the Company has transferred 3,140 Equity shares of Rs. 10/- each in respect of which the dividend was not claimed/remained unpaid for seven consecutive years. There has been delay in transferring 2273 shares on which dividend remains unclaimed for seven consecutive years to IEPF Authority. The Management Assures that the same would be complied with in due course without any further delay.

- ii. Members are requested to note that in accordance with the Regulation 39(4) read with the Schedule VI of LODR, the Company has transferred unclaimed equity shares to a separate account titled “Industrial Prudential Unclaimed Securities Suspense Account”. Present outstanding is 38942 shares.

The Members who have a claim on the above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5.

Information on the procedures to be followed for claiming the dividend/shares/fixed deposits are available on the weblink: <http://www.iepf.gov.in/IEPF/refund.html>

No claims shall lie against the Company in respect of the dividend, shares, etc. so transferred.

It may be noted that the voting rights on the shares transferred to IEPF account and to the “Industrial Prudential Unclaimed Securities Suspense Account” would be frozen as per the LODR.

#### **8. Means of Communication**

i. Quarterly Results	Published in the newspapers every quarter
ii. Newspapers wherein results normally published	1. Financial Express 2. Dainik Statesman
iii. Website, where results are displayed	<a href="http://www.industrialprudential.com">www.industrialprudential.com</a>
iv. Whether website also displays official news releases	Yes
v. The presentations made to Institutional Investors or to the Analysts	No presentation has been made to Institutional Investors or to the Analysts
vi. Company’s email	contact@industrialprudential.com

#### **9. General Shareholder Information**

*AGM: Date, Time and Venue	The Company has informed the BSE that the date of the annual general meeting will be intimated in due course.
Financial Year	1 <sup>st</sup> April, 2023 31 <sup>st</sup> March, 2024.
*Date of Book Closure	The Company has informed the BSE that the dates of book closure will be intimated in due course.
*Dividend Payment date	The Company has informed the BSE that the date of payment of dividend will be intimated in due course
Listing on Stock Exchanges	1. BSE Limited (BSE)
	2. The Company has paid the listing fees for the period 1 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025
Stock Code and ISIN	1. BSE : 501298
	2. ISIN : INE 620D01011
Market Price Data: High, Low during each month in last Financial year	Please see Annexure ‘A’
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	The performance of the Company’s share relative to the BSE sensitive index is given in Annexure ‘B’
Registrar and Transfer Agent	Link Intime India Pvt. Ltd.

Corporate Governance

Share Transfer System	All the transfers received are processed by the Registrar and Transfer Agent and approved by the Share Transfer and Investment Committee of directors at regular intervals. The Board of Directors has delegated to Ms. Devina Swarup, Director authority to approve transfer etc. Report of the delegatee is confirmed at subsequent Board Meetings.
Distribution of Shareholding and Share holding pattern as on 31.03.2024	Please see Annexure 'C'
Dematerialisation of shares and liquidity	16,10,087 shares were dematerialised as on 31.03.2024, representing 96.08% of the total share capital.
Outstanding GDRs/ADRs/ Warrants or any Convertible instruments conversion date and likely impact on equity	Not issued
Plant Locations	The Company's main business is dealing in investments and securities
Address for correspondence	Shareholders should address correspondence to: Link Intime India Pvt. Ltd.C101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 40083 Tel: 022- 49186000 E-mail: rnt.helpdesk@linkintime.co.in
<ul style="list-style-type: none"> <li>For these three items an addendum will be issued as and when the Board fixes the same.</li> </ul>	
Transfer of "Underlying Shares" into Investor Education and Protection Fund (IEPF)	<p>As mentioned earlier, members are requested to note that in accordance with the Regulation 39(4) read with the Schedule VI of LODR, the Company has transferred unclaimed equity shares to a separate account titled "Industrial Prudential Unclaimed Securities Suspense Account". Present outstanding is 38,942 shares.</p> <p>Save as mentioned in para "O. Transfer of Shares to IEPF", the Company, whenever it becomes due, transfers pursuant to Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Account established by the Central Government.</p> <p>A shareholder entitled to the shares can claim the shares from Investor Education and Protection Fund in a prescribed manner.</p>

**B. NON-MANDATORY REQUIREMENTS UNDER REGULATION 27(I) READ WITH PART E OF SCHEDULE II OF LODR**

**a. The Board**

An executive Chairman has been provided with the office by Paharpur Cooling Towers Limited (Holding Company) as he is also a KMP (Managing Director) of PCTL.

**b. Shareholders' Rights**

Under review

**c. Audit Qualifications**

The financial statements of the Company are unqualified.

**d. Separate Posts of Chairman and CEO**

Size of the Company does not warrant having separate offices of the Chairman and the Managing Director. Mr. Gaurav Swarup who is a Chairman and the Managing Director does not draw any remuneration except sitting fees for attending the meetings.\

**e. Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**DECLARATION UNDER REGULATION 26(3) OF LODR REGARDING ADHERENCE TO THE CODE OF CONDUCT**

I hereby confirm that all the directors of the Company have affirmed compliance to the Code of Conduct for the financial year ended 31st March, 2023.

The Managing Director and CFO have provided the compliance certificate to the Board of Directors as specified in Part B of Schedule II of LODR.

Kolkata

Date: 02.05.2024

On behalf of the Board of Directors

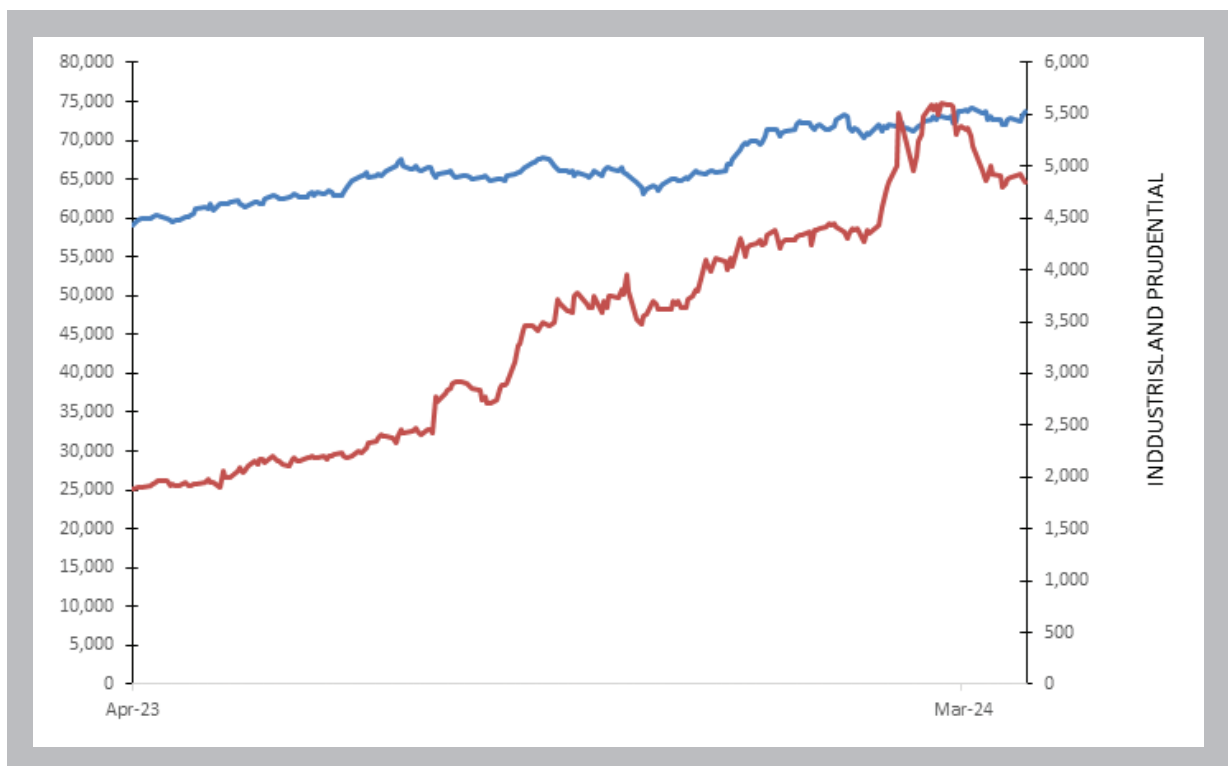
**Gaurav Swarup**  
Chairman & Managing Director



ANNEXURE A

Month/Year	High -Rs	Low -Rs	Volume Traded
	BSE LTD		
<b>2023</b>			
April	1982	1832	167
May	2272	1880	610
June	2393	2101	564
July	2499	2172	571
August	2949	2402	1607
September	3800	2863	974
October	3999	3462	526
November	4298	3600	488
December	4542	3986	521
<b>2024</b>			
January	4798	4203	521
February	5742	4680	894
March	5491	4512	375

ANNEXURE B



ANNEXURE C

Distribution of Shareholding as on 31<sup>st</sup> March, 2024

Number of Shares held	*Members		Shares	
	Number	%	Number	%
1 - 500	1929	90.99	99,455	5.93
501 - 1000	77	3.63	54,097	3.23
1001 - 2000	48	2.26	66,505	3.97
2001 - 3000	17	0.80	41,035	2.45
3001 - 4000	17	0.80	59,571	3.55
4001 - 5000	6	0.28	26,709	1.59
5001 - 10000	14	0.66	84,464	5.04
10001 and above	12	0.57	12,44,004	74.23
<b>Total</b>	<b>2120</b>	<b>100.00</b>	<b>16,75,840</b>	<b>100.00</b>

\* Represents folios

Shareholding pattern as on 31<sup>st</sup> March, 2024

Category	No. of Members	No. of Shares held	% to the Capital
Indian Promoters	7	1142346	68.17
Foreign Promoters	0	0	0.00
Mutual Funds & UTI	0	0	0.00
Banks, Financial Institutions, and Insurance Companies	1	1200	0.07
Central Government/ State Government	1	168	0.01
Foreign Institutional Investors	0	0	0.00
Private Corporate Bodies & LLP	26	57582	3.44
Investor Education and Protection Fund	1	3140	0.19
Foreign Nationals/ NRIs	34	24580	1.47
Unclaimed Securities Suspense Account	1	38372	2.28
Individual Shareholders	1822	388145	23.16
Trusts	2	600	0.04
HUF	84	19807	1.18
<b>Total</b>	<b>1979</b>	<b>16,75,840</b>	<b>100.00</b>



**Addendum To The Main Corporate Governance Report Of 02.05.2024.**

The Board of Directors at its meeting held on 24<sup>th</sup> July, 2024 has finalised the following items and the said are being informed to the shareholders.

AGM: Date, Time and Venue	Monday, 23rd September, 2024 at the registered office of the Company at Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata 700027 through Video Conferencing. Time 11.30 a.m.
Date of Book Closure	13-09-2024 till 22.09.2024 (both inclusive)
Dividend Payment date	30 <sup>th</sup> September, 2024 onwards as provided by the Act.

Kolkata

Date: 24th July, 2024

On behalf of the Board of Directors

**Gaurav Swarup**  
Chairman & Managing Director

## **CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

CIN: L65990WB1913PLC218486

Nominal Capital: Rs. 2,10,00,000

Paid up Capital: Rs. 1,67,58,400

To

The Members

Industrial and Prudential Investment Company Limited

I have perused all relevant records of Industrial and Prudential Investment Company Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR) for the financial year 1st April, 2023 to 31<sup>st</sup> March, 2024.

I have verified the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company, and also the information and records provided by the Company, its officers, agents and authorized representatives during the conduct of verification of the conditions of Corporate Governance.

I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on my examination of the records produced, explanations and information furnished in the manner stated above, I certify that the Company has generally complied with the conditions of the Corporate Governance as stipulated in the above-mentioned LODR. I further report that there has been a delay in transferring to IEPF Authority under IEPF 4, 2273 shares as reported in the previous year's annual report. The Management has assured that the same would be complied with without any further delay.

Based on the representation received from the Company and certified by the Registrar and Transfer Agent, no investor grievance was pending for a period exceeding one month as on 31<sup>st</sup> March, 2024 against the Company.



**Auditors Certificate on Corporate Governance**

This report is to be read with my report on Secretarial Audit under section 204 of the Companies Act, 2013 and Annual Compliance Report under Regulation 24A of the LODR of even date.

Mayur Mehta  
Practicing Company Secretary  
Membership No A3132  
C P No 9952  
PRC no. 1694/2022

Place Mumbai  
Date 02.05.2024  
UDIN A003132F000246122

To  
The Members  
Industrial And Prudential Investment Co Ltd

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I follow provide a responsible basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Mayur Mehta  
Practicing Company Secretary  
Membership No A3132  
C P No 9952  
PRC no. 1694/2022

Place Mumbai  
Date 02.05.2024  
UDIN A003132F000246122



## ADDENDUM TO CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To  
The Members  
Industrial and Prudential Investment Company Limited

In the main report dated 02.05.2024 it was mentioned that an addendum would be issued once the Board of Directors determines the date of annual general meeting, book closure date and date of payment of dividend. The Board of Directors at its meeting held on 24th July, 2024 has fixed the same. In the addendum report dated 24<sup>th</sup>, July, 2024 the same has been mentioned as an information to the shareholders refer para (9).

This report forms part of the main report dated 02.05.2024.

Mayur Mehta  
Practicing Company Secretary  
Membership No A3132  
C P No 9952  
PRC no. 1694/2022

Place Mumbai  
Date 02.05.2024  
UDIN A003132F000246122

**CERTIFICATE OF MANAGING DIRECTOR & CFO**

The Board of Directors  
Industrial and Prudential Investment Company Limited  
Kolkata

Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- A. We have reviewed the Financial statements and cash flow statement of the Company for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements 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, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter which are fraudulent, illegal or violates of the Company's code of conduct
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:-
- i. Significant changes in internal control over financial reporting during the quarter;
  - ii. Significant changes in accounting policies during the quarter and that the same have been disclosed in the notes to the un-audited financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Industrial and Prudential Investment Company Limited

Sd/-  
Gaurav Swarup  
Chairman & MD

Sd/-  
Arun Kumar Singhania  
CFO

Date: 02-05-2024  
Place: Kolkata



**Certificate on Non-Disqualification of Directors**

**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  
Industrial and Prudential Investment Company Limited  
Paharpur House  
8/1/B, Diamond Harbour Road,  
Kolkata 700027

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Industrial and Prudential Investment Company Limited having CIN L65990WB1913PLC218486 and having registered office at Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata 700027 (hereinafter referred to as 'the Company'), produced before me 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 (LODR).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN), status at the MCA portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, 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 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Sr No	Name of the Directors	DIN	Date of Appointment in Company
1	Mr. Gaurav Swarup	00374298	17.04.1990
2	Mr. Varun Swarup	02435858	07.11.2017
3	Ms. Devina Swarup	06831620	07.11.2017
4	Mr. Anish K Modi	00031232	24.09.2014
5	Mr. Probir Roy	00033045	07.11.2017
6	Mr. Debanjan Mandal	00469622	07.11.2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility 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.

Mayur Mehta  
Practicing Company Secretary  
Membership No A3132  
C P No 9952  
**PRC no. 1694/2022**

Place Mumbai  
Date 02.05.2024  
**UDIN A003132F000246133**

## **INDEPENDENT AUDITOR'S REPORT**

### **To the members of Industrial and Prudential Investment Company Limited** **Report on the audit of the standalone Ind AS financial statements**

#### **1. Opinion**

We have audited the accompanying standalone Ind AS financial statements of Industrial and Prudential Investment Company Limited ("the Company"), which comprise the standalone Balance Sheet as at 31 March 2024, the standalone statement of profit and loss (including the statement of other comprehensive income, the standalone statement of cash flows and the standalone statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **2. Basis for Opinion**

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

#### **3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. 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. Based on the audit procedures performed including assessment of risk of material misstatement we have not come across any material Key Audit Matters that are required to be communicated in accordance with the standard.

#### **4. Information other than the standalone financial statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including annexures to the Board report, but does not include the financial statements and our auditor's report thereon.

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

## Independent Auditors' Report

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### 5. Responsibilities of management and those charged with governance for the standalone Ind AS financial statements

The accompanying standalone Ind AS financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### 6. Auditor's responsibilities for the audit of the standalone Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error,

as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone Ind AS 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year 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.

## **7. Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, and on the basis of such checks of the books and records of the Company as we considered appropriate

## Independent Auditors' Report

and according to the information and explanations given to us, we give in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The standalone Balance Sheet, the standalone statement of profit and loss (including the statement of other comprehensive income), the statement of cash flows and statement of changes in equity dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representation received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to Standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal control with reference to standalone financial statements of the Company.
3. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - a) the Company does not have any pending litigations which would impact its financial position in its financial statements.
  - b) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d) (i) The Company's 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 person(s) or entity(ies), including foreign entities ("intermediaries"), with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(ii) The Company's management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Ind AS financial statements, no funds have been received by the

Company from any person(s) or entity(ies), including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- e) the dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.
- f) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

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

- 4. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with schedule V of the Act.

**For S. Jaykishan**

Chartered Accountants

Firm Registration No. 309005E

**CA Ritesh Agarwal**

Partner

Membership No. 062410

Dated: The 2nd day of May, 2024

Place: Kolkata

UDIN: 24062410BKCYMN8751

## Independent Auditors' Report

### Annexure -A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Industrial and Prudential Investment Company Limited of even date)\

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

- i.
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) The property, plant and equipment have been physically verified by the management at regular intervals during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its property, plant and equipment.
  - (c) The Company does not own any immovable properties. Hence reporting under clause 3(i)(c) is not applicable.
  - (d) The Company has not revalued any of its Property, Plant, and Equipment during the year.
  - (e) We have not come across any proceedings that have been initiated under section 24(1) of the Prohibition of Benami Property Transactions Act, 1988 by the Initiating Officer (IO) and/or any proceedings being pending against the Company before the Initiating Officer/Adjudicating Authority Appellate Tribunal/High Court/Supreme Court during any of the preceding financial years.
- ii.
  - (a) The Company is in the business of investing and financing activity and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to the Company.
  - (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 Crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence, reporting under clause 3(ii)(b) of the order is not applicable to the Company
- iii.
  - (a) Since the Company is engaged in non-banking financial activity, the provisions of clause 3(iii)(a) of the Order are not applicable to it.
  - (b) In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees, provided during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year.
  - (d) No amount is overdue for more than ninety days, in respect of loans and advances in the nature of loans.
  - (e) Since the Company's principal business is to give loans, the provision of clause 3(iii)(e) of the Order is not applicable to it.
  - (f) Based on our audit procedures, according to the information and explanation made available to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms of period of repayment during the year.
- iv. The Company has not granted any loans or provide any guarantees or securities to parties covered under Section 185 of the Companies Act, 2013. Further, provisions of Section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security have been complied by the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the directives issued by the Reserve Bank of India ("RBI"), provisions of Sections 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, clause 3(v) is not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the RBI or any court or any other tribunal against the Company in this regard.

- vi. The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the Company. Accordingly, provision of clause 3(vi) of the order are not applicable to the company.
- vii. (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including sales-tax, income-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities except for the delay in transferring the amount of unclaimed dividend to Investor Education Protection Fund (IEPF) as stated above in para 3 (c) of our report.  
(b) According to the records of the Company, there are no dues outstanding of income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii. The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix. (a) The Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.  
(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.  
(c) The Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.  
(d) On an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.  
(e) On an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.  
(f) We report that the Company has not raised loans during the year on the pledge of securities held/ in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.  
(b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company has been noticed or reported during the year.  
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence the Nidhi Rules, 2014 are not applicable to it. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Ind AS 24, Related Party Disclosures specified under



## Independent Auditors' Report

- Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us and on the basis of review on an overall basis, the Company during the year has not entered into non-cash transactions, in terms of section 192 of the Act, with directors or persons connected with them. Accordingly, the provisions of clause (xv) are not applicable to the company.
- xvi. (a) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934 and the certificate has been obtained.  
(b) The Company has carried on Non-Banking Financial activities (NBFC) with a valid registration from RBI.  
(c) In our opinion, and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.  
(d) In our opinion, and according to the information and explanations given to us, the group has no CIC as part of the group. Accordingly, clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred any cash loss during the current financial year and the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. (a) The Company is not required to transfer any unspent amount pertaining to the year under report to a fund specified in schedule VII to the Companies Act, 2013 in compliance with second proviso to sub section 5 of section 135 of the said Act.  
(b) There is no amount which is remaining unspent under sub section 5 of section 135 of the Act pursuant to any ongoing CSR project.
- xxi. Reporting under clause xxi of the Order is not applicable at the standalone level.

### For S. Jaykishan

Chartered Accountants

Firm Registration No. 309005E

### CA Ritesh Agarwal

Partner

Membership No. 062410

Dated: The 2<sup>nd</sup> day of May, 2024

Place: Kolkata

UDIN: 24062410BKCYMN8751

### **Annexure - B to the Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the member of Industrial and Prudential Investment Company Limited of even date)

We have audited the internal financial controls over financial reporting of Industrial and Prudential Investment Company Limited. ("the Company") as on 31 March 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Opinion**

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

### **Responsibility of management and those charged with governance for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 for the audit of the internal financial controls with reference to financial statements**

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, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## Independent Auditors' Report

### 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 Standalone 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) pertains 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Ind AS 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.

#### **For S. Jaykishan**

Chartered Accountants

Firm Registration No. 309005E

#### **CA Ritesh Agarwal**

Partner

Membership No. 062410

Dated: The 2<sup>nd</sup> day of May, 2024

Place: Kolkata

UDIN: 24062410BKCYMN8751

**Standalone Balance Sheet as at 31<sup>st</sup> March 2024**

(Rs in thousand)

Particulars		Note No.	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>ASSETS</b>				
<b>(I) Financial Assets</b>				
(a)	Cash and Cash Equivalents	5A	13,94	56,41
(b)	Bank Balance other than Cash and Cash Equivalents	5B	1,26,92	1,16,98
(c)	Receivables	6		
	(i) Trade Receivables		-	-
	(ii) Other Receivables		-	1,91
(d)	Loans	7	4,97,01	4,98,04
(e)	Investments	8	502,35,87	374,41,54
(f)	Other Financial Assets	9	-	8
			<b>508,73,74</b>	<b>381,14,96</b>
<b>(II) Non Financial Assets</b>				
(a)	Current Tax Assets (Net)	10	1,00,42	27,51
(b)	Property, Plant and Equipment	11	20	20
(c)	Other Non Financial Assets		3,57	2,39
			<b>1,04,19</b>	<b>30,10</b>
<b>Total Assets</b>			<b>509,77,93</b>	<b>381,45,06</b>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(I) Financial Liabilities</b>				
(a)	Payables	12		
	(I) Trade Payable			
	(i) total outstanding due of micro enterprises and small enterprises		-	-
	(ii) total outstanding due of creditors other than micro enterprises and small enterprises		20,48	26,42
(b)	Other Financial Liabilities	13	1,27,03	1,17,77
			<b>1,47,51</b>	<b>1,44,19</b>
<b>(II) Non Financial Liabilities</b>				
(a)	Deferred tax liabilities (Net)	14	30,58,23	17,47,14
(b)	Other Non Financial Liabilities	15	9,27	3,30
			<b>30,67,50</b>	<b>17,50,44</b>
<b>(III) Equity</b>				
(a)	Equity Share Capital	16	1,67,58	1,67,58
(b)	Other Equity	17	475,95,34	360,82,85
			<b>477,62,92</b>	<b>362,50,43</b>
<b>Total Liabilities and Equity</b>			<b>509,77,93</b>	<b>381,45,06</b>

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of the even date attached

For **S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Arun Kumar Singhanian**

Chief Financial Officer

**Devina Swarup**

Director

DIN: 06831620

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

Standalone Profit and Loss

Standalone Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2024

(Rs in thousand)

Particulars		Note No	For the year ended 31st March 2024	For the year ended 31st March 2023
(I)	<b>Revenue from Operations</b>			
(a)	Interest Income	18	18	22
(b)	Dividend Income	19	15,60,48	13,94,61
(c)	Net gain on fair value changes	20	1,10,74	1,62,29
(d)	Others	21	59,03	105,96
(I)	<b>Total Revenue from Operations</b>		<b>17,30,43</b>	<b>16,63,08</b>
(II)	<b>Other Income</b>	22	3	7,32
(III)	<b>Total Income (I+II)</b>		<b>17,30,46</b>	<b>16,70,40</b>
(IV)	<b>Expenses</b>			
(a)	Employee Benefits Expenses	23	2,74	5,73
(b)	Other Expenses	24	77,45	1,00,55
(IV)	<b>Total Expenses</b>		<b>80,19</b>	<b>1,06,28</b>
(V)	<b>Profit/(Loss) before tax (III-IV)</b>		<b>16,50,27</b>	<b>15,64,12</b>
(VI)	<b>Tax Expenses:</b>			
(a)	Current Tax		1,04,00	1,75,00
(b)	Deferred Tax charge/(credit)	14	(21,53)	(75,85)
(c)	Adjustment of tax relating to earlier periods		(5,56)	(6,22)
	<b>Total tax expense</b>	25	<b>76,91</b>	<b>92,93</b>
(VII)	<b>Net Profit/(Loss) after tax (V-VI)</b>		<b>15,73,36</b>	<b>14,71,19</b>
(VIII)	<b>Other Comprehensive Income</b>			
(a)	Items that will not be reclassified to profit or loss - Equity instruments through other comprehensive income		122,77,24	(37,60,95)
(b)	Income tax charge/(credit) relating to above		13,32,62	(4,02,98)
	<b>Total Other Comprehensive Income (a - b)</b>		<b>109,44,62</b>	<b>(33,57,97)</b>
(IX)	<b>Total Comprehensive Income for the period (Comprising Profit/(Loss) and Other Comprehensive Income for the period) (VII+VIII)</b>		<b>125,17,98</b>	<b>(18,86,78)</b>
(X)	<b>Earnings per equity share</b>	32		
	Basic (Rs.)		<b>93.88</b>	<b>87.79</b>
	Diluted (Rs.)		<b>93.88</b>	<b>87.79</b>

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of the even date attached

For **S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Arun Kumar Singhania**

Chief Financial Officer

**Devina Swarup**

Director

DIN: 06831620

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

**Standalone Statement of Cash Flow for the year ended 31<sup>st</sup> March 2024**

(Rs in thousand)

Particulars	For the year ended			
	31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
<b>A) Cash Flow from Operating activities:</b>				
Profit before tax		16,50,27		15,64,12
Adjustments for:				
Fair Value gain on financial instruments at FVTPL	(1,10,74)		(1,62,29)	
Interest on refund of income tax	-		(1,12)	
Liability written back	(3)		-	
Provision on loan	1,25	(1,09,52)	1,25	(1,62,16)
<b>Operating profit before working capital changes</b>		<b>15,40,75</b>		<b>14,01,96</b>
Adjustments for changes in working capital				
(Increase)/Decrease in trade and other receivables	1,99		(1,70)	
(Increase)/Decrease in loan given	(22)		(3,67)	
Increase/(Decrease) in trade payables and other liabilities	8,15		24,99	
		9,92		19,62
Income Tax paid		(1,71,35)		(3,46,83)
<b>Net cash generated from/(used in) Operating activities</b>		<b>13,79,32</b>		<b>10,74,75</b>
<b>B) Cash flow from Investing activities</b>				
Movement in Other Bank Balances	(9,94)		(13,43)	
Purchase of investments	(52,98,97)		(124,82,02)	
Sale proceeds of investments	48,92,62		122,35,26	
<b>Net cash generated from/(used in) Investing activities</b>		<b>(4,16,29)</b>		<b>(2,60,19)</b>
<b>C) Cash flow from Financing activities</b>				
Payment of Dividend	(10,05,50)		(8,37,92)	
<b>Net cash generated from/(used in) Financing activities</b>		<b>(10,05,50)</b>		<b>(8,37,92)</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents(A+B+C)</b>		<b>(42,47)</b>		<b>(23,36)</b>
<b>Opening Cash &amp; Cash Equivalents</b>		<b>56,41</b>		<b>79,77</b>
<b>Closing Cash &amp; Cash Equivalents</b>		<b>13,94</b>		<b>56,41</b>

The accompanying notes form an integral part of the Standalone Financial Statement.

- The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 Statement of Cash Flows.
- Cash and Cash Equivalents as at the Balance Sheet date consists of:

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Balances with banks :</b>		
On Current Accounts	13,94	56,41
<b>Total</b>	<b>13,94</b>	<b>56,41</b>

As per our report of the even date attached

For **S. Jaykishan**  
Chartered Accountants  
Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**  
Partner  
M No: 062410

UDIN: 24062410BKCYMN8751  
Place: Kolkata  
Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**  
Chairman & Managing Director  
DIN: 00374298

**Devina Swarup**  
Director  
DIN: 06831620

**Arun Kumar Singhania**  
Chief Financial Officer

**Shilpishree Choudhary**  
Company Secretary  
ACS No.: 39659

Standalone Statement of Changes in Equity

Standalone Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2024

A. Equity Share Capital

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Balance at the beginning of the reporting period	1,67,58	1,67,58
Changes in equity share capital during the year	-	-
<b>Balance at the end of the reporting period</b>	<b>1,67,58</b>	<b>1,67,58</b>

B. Other Equity

For the year ended 31 March, 2024

(Rs in thousand)

Particulars	Reserves and Surplus					Other Compre- hensive Income	Total
	Special Reserve (Pursuant to Section 45IC of the Reserve Bank of India Act, 1934)	Cap- ital re- serve	Capital Re- dem- p- tion reserve	General Reserve	Retained Earnings	Equity Instru- ments through Other Compre- hensive Income (OCI)	
<b>Balance as at 1 April, 2023</b>	<b>27,59,15</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>129,90,40</b>	<b>196,76,75</b>	<b>360,82,86</b>
Profit for the year	-	-	-	-	15,73,36	-	15,73,36
Other Comprehensive Income	-	-	-	-	-	109,44,62	109,44,62
<b>Total Comprehensive Income</b>	<b>27,59,15</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>145,63,76</b>	<b>306,21,37</b>	<b>486,00,84</b>
Dividend paid during the year	-	-	-	-	(10,05,50)	-	(10,05,50)
Transfer from Retained Earnings	3,14,67	-	-	-	(3,14,67)	-	-
Transfer from Other Comprehensive income on disposal of equity instruments	-	-	-	-	14,46,77	(14,46,77)	-
<b>Balance as at 31 March, 2024</b>	<b>30,73,82</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>146,90,36</b>	<b>291,74,60</b>	<b>475,95,34</b>

For the year ended 31 March, 2023

Particulars	Reserves and Surplus					Other Compre- hensive Income	Total
	Special Reserve (Pursuant to Section 45IC of the Reserve Bank of India Act, 1934)	Cap- ital re- serve	Capital Re- dem- p- tion reserve	General Reserve	Retained Earnings	Equity Instru- ments through Other Compre- hensive Income (OCI)	
<b>Balance as at 1 April, 2022</b>	<b>24,64,91</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>50,67,82</b>	<b>306,18,27</b>	<b>388,07,56</b>
Profit for the year	-	-	-	-	14,71,19	-	14,71,19
Other Comprehensive Income	-	-	-	-	-	(33,57,97)	(33,57,97)
<b>Total Comprehensive Income</b>	<b>24,64,91</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>65,39,01</b>	<b>272,60,30</b>	<b>369,20,78</b>
Dividend paid during the year	-	-	-	-	(8,37,92)	-	(8,37,92)
Transfer from Retained Earnings	2,94,24	-	-	-	(2,94,24)	-	-
Transfer from Other Comprehensive income on disposal of equity instruments	-	-	-	-	75,83,55	(75,83,55)	-
<b>Balance as at 31 March , 2023</b>	<b>27,59,15</b>	<b>68</b>	<b>6,95</b>	<b>6,48,93</b>	<b>129,90,40</b>	<b>196,76,75</b>	<b>360,82,86</b>

For S. Jaykishan  
Chartered Accountants  
Firm's ICAI Registration No: 309005E

Ritesh Agarwal

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

Gaurav Swarup

Chairman & Managing Director

DIN: 00374298

Arun Kumar Singhania

Chief Financial Officer

Devina Swarup

Director

DIN: 06831620

Shilpishree Choudhary

Company Secretary

ACS No.: 39659

## **1 Corporate Information**

"The Industrial and Prudential Investment Company Limited ('the Company') is a Non-Banking Finance Company (NBFC) having the registered office at Paharpur House 8/1/B, Diamond Harbour Road, Kolkata - 700027, engaged in Non-Banking Financial activities including the business of investments and lending. This has been registered with the Reserve Bank of India (RBI) as a Non-Banking Finance Company (NBFC) and is therefore governed by directions and laws issued for NBFC by RBI.

## **2 Statement of Compliance with Ind AS and Recent Pronouncements**

### **2.1 Statement of Compliance with Ind AS**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time.

All Ind AS issued and notified till the standalone financial statements are approved for issue by the Board of Directors have been considered in preparing these standalone financial statements.

Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use.

### **2.2 Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## **3 Basis of Preparation and Presentation of Standalone IND AS Financial Statements and Material Accounting Policies**

### **3.1 Basis of Preparation**

The standalone financial statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

The standalone financial statements are presented in Indian Rupees and all values are rounded off to the nearest thousands.

#### **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

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

Level 2: Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.



## Notes forming Part of the Standalone Financial Statements

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

### 3.2 Property Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use.

Parts of an item of Property, Plant Equipment having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

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

#### Depreciation

Depreciation on Property, Plant and Equipment is provided as per Schedule II of the Companies Act, 2013 on straight line method.

Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use.

Depreciation methods, useful lives, residual values are reviewed and adjusted as appropriate, at each reporting date.

### 3.3 Intangible Assets

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Amortisation methods and useful lives are reviewed, and adjusted as appropriate, at each reporting date.

### 3.4 Derecognition of Tangible and Intangible Assets

An item of Tangible and Intangible Assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of Tangible and Intangible Assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

### **3.5 Impairment of Tangible and Intangible Assets**

Tangible and Intangible assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of asset's fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

### **3.6 Financial Assets and Financial Liabilities**

Financial Assets and Financial Liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial 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 of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective, business model and contractual terms to which they relates. Classification of financial instruments are determined on initial recognition.

#### **(i) Cash and cash equivalents**

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

#### **(ii) Investment in Subsidiary and Associate**

The Company has chosen to carry investments in Subsidiary and Associate at cost less impairment, if any in the separate financial statements.

#### **(iii) Financial Assets and Financial Liabilities measured at amortised cost**

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

Notes forming Part of the Standalone Financial Statements

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**(iv) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)**

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 and selling financial assets 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. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

- (v) For the purpose of paragraph (iii) and (iv) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

**(vi) Financial Assets or Liabilities at Fair value through profit or loss (FVTPL)**

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

**(vii) Impairment of Financial Assets**

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

**(viii) Derecognition of Financial Instruments**

The Company derecognizes a financial asset or a group of financial assets 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 party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI (except equity instruments designated at FVTOCI), the cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss. However, in respect of equity instruments designated at FVTOCI, the gains or losses are never recycled to profit or loss and are transferred within equity.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

### **3.7 Equity Share Capital**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

### **3.8 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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

Contingent assets are not recognised but disclosed in the standalone financial statements by way of notes to accounts when an inflow of economic benefits is probable.

### **3.9 Employee Benefits**

"Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered."

### **3.10 Revenue**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

## Notes forming Part of the Standalone Financial Statements

### 3.11 Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the Statement of Profit or Loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

### 3.12 Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## 4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the standalone financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the standalone financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the standalone financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the standalone financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

**4.1 Current Tax and Deferred Tax**

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**4.2 Provisions and Contingencies**

"Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances."

Notes forming Part of the Standalone Financial Statements

5A. Cash and cash equivalents

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Balances with banks	13,94	56,41
<b>Total</b>	<b>13,94</b>	<b>56,41</b>

5B. Other bank balances

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Unpaid dividend account	1,26,92	1,16,98
<b>Total</b>	<b>1,26,92</b>	<b>1,16,98</b>

6. Receivables

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Other Receivables considered good- unsecured	-	1,91
<b>Total</b>	<b>-</b>	<b>1,91</b>

6.1 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director, or a member.

7. Loans

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Within India - to Corporates</b>		
<b>Unsecured</b>		
- measured at amortised cost		
Bills purchased and bills discounted	4,97,01	4,98,04
<b>Total</b>	<b>4,97,01</b>	<b>4,98,04</b>

7.1 Credit quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on year-end stage classification. The amounts presented are gross of Impairment loss allowance.

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Low credit risk	4,97,01	4,98,04
Significant Increase in credit risk	-	-
Credit-Impaired	-	-
<b>Total</b>	<b>4,97,01</b>	<b>4,98,04</b>

8. Investments

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024					
	At Amortised Cost	At Fair Value		Subtotal	At cost	Total
		Through other comprehensive income	Through Profit or Loss			
	1	2	3	4 = 2+3	5	6 = 1+4+5
(i) Investment in mutual funds	-	-	5,32,84	5,32,84	-	5,32,84
(ii) Investment in debt securities	-	-	1,05	1,05	-	1,05
(iii) Investment in equity instruments	-	486,09,58	-	486,09,58	-	486,09,58
(iv) Investment in associate	-	-	-	-	10,92,40	10,92,40
<b>Total Gross (A)</b>	-	<b>486,09,58</b>	<b>5,33,89</b>	<b>491,43,47</b>	<b>10,92,40</b>	<b>502,35,87</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	486,09,58	5,33,89	491,43,47	10,92,40	502,35,87
<b>Total Gross (B)</b>	-	<b>486,09,58</b>	<b>5,33,89</b>	<b>491,43,47</b>	<b>10,92,40</b>	<b>502,35,87</b>
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
<b>Total - Net D = (A)-(C)</b>	-	<b>486,09,58</b>	<b>5,33,89</b>	<b>491,43,47</b>	<b>10,92,40</b>	<b>502,35,87</b>

Particulars	As at 31 <sup>st</sup> March 2023					
	At Amortised Cost	At Fair Value		Subtotal	At cost	Total
		Through other comprehensive income	Through Profit or Loss			
	1	2	3	4 = 2+3	5	6 = 1+4+5
(i) Investment in mutual funds	-	-	19,66,69	19,66,69	-	19,66,69
(ii) Investment in debt securities	-	-	2,16	2,16	-	2,16
(iii) Investment in equity instruments	-	343,80,29	-	343,80,29	-	343,80,29
(iv) Investment in associate	-	-	-	-	10,92,40	10,92,40
<b>Total Gross (A)</b>	-	<b>343,80,29</b>	<b>19,68,85</b>	<b>363,49,15</b>	<b>10,92,40</b>	<b>374,41,54</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	343,80,29	19,68,85	363,49,15	10,92,40	374,41,54
<b>Total Gross (B)</b>	-	<b>343,80,29</b>	<b>19,68,85</b>	<b>363,49,15</b>	<b>10,92,40</b>	<b>374,41,54</b>
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
<b>Total - Net D = (A)-(C)</b>	-	<b>343,80,29</b>	<b>19,68,85</b>	<b>363,49,15</b>	<b>10,92,40</b>	<b>374,41,54</b>



**Notes forming Part of the Standalone Financial Statements**

**8.1 Details of Investments**

Particulars	Face Value	31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
		Number of units	Amount (Rs. In Thousand)	Number of units	Amount (Rs. In Thousand)
<b>Mutual funds</b>					
<b>Carried at fair value through Profit and Loss</b>					
IL&FS Milestone Fund - II	1000	104	1,04	104	1,04
JM Medium To Long Duration Fund Regular Plan Growth	10	-	-	3,51,963	1,84,04
HDFC Liquid Fund Direct Plan Growth	10	11,207	5,31,63	-	-
Kotak Liquid Direct Plan Growth	10	-	-	32,746	14,89,43
Kotak Flexicap Fund Growth - Regular Plan	10	-	-	5,50,758	2,92,01
Nippon India Equity Hybrid Fund Segregated	10	10,59,073	17	10,59,073	17
<b>Total</b>			<b>5,32,84</b>		<b>19,66,69</b>
<b>Debt securities - quoted</b>					
<b>Carried at Fair Value Through Profit and Loss</b>					
NTPC Limited - Sr-54 8.49% Non Convertible (Redeemable on 25th March 2025)	5	21,000	1,05	21,000	2,16
<b>Total</b>			<b>1,05</b>		<b>2,16</b>
<b>Equity instruments</b>					
<b>Carried at fair value through Other Comprehensive Income</b>					
<b>Other Entities - Quoted</b>					
Axis Bank Limited	2	1,36,800	14,32,57	1,36,800	11,74,43
Bharti Airtel Limited (Partly paid Rs. 1.25 per share paid up)	5	2,56,500	21,08,05	2,56,500	9,40,59
Bosch Limited	10	3,610	10,84,13	3,610	6,99,25
Computer Age Management Services Limited	10	18,900	5,51,06	18,900	3,83,85
Cummins India Limited	2	28,100	8,44,76	23,800	3,87,84
Divis Laboratories Limited	2	29,070	10,01,55	15,670	4,42,42
Gland Pharma Limited	1	12,300	2,26,97	12,300	1,55,99
HDFC Bank Limited	1	91,500	13,24,83	91,500	14,72,74
Hindustan Unilever Limited	1	84,550	19,14,51	84,550	21,64,78
Infosys Limited	5	4,88,100	73,11,98	5,23,050	74,68,89
Jio Financial Services Limited	10	43,760	1,54,80	-	-
Larsen & Toubro Limited	2	55,892	21,03,72	57,300	12,40,09
Life Insurance Corporation of India	10	1,18,100	10,81,97	-	-
Nestle India Limited	1	1,40,000	36,71,29	14,000	27,58,63
Reliance Industries Limited	10	43,760	13,00,42	36,660	8,54,56
Sapphire Foods India Limited	10	22,270	3,49,41	22,270	2,71,27
Siemens Limited	2	28,200	15,15,48	25,000	8,31,79
State Bank of India	1	2,24,750	16,90,91	2,24,750	11,77,13
Tata Consultancy Services Limited	1	-	-	28,000	8,97,65
Tata Motors Limited	2	-	-	50	21
Tata Motors Limited Type A Shares	2	5,60,000	36,80,32	5,60,000	11,69,00
Tata Steel Limited (Previous year face value - Rs. 10)	1	-	-	2,47,870	2,59,02

8.1 Details of Investments (Contd.)

Particulars	Face Value	31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
		Number of units	Amount (Rs. In Thousand)	Number of units	Amount (Rs. In Thousand)
Ultratech Cement Ltd	10	13,982	13,63,13	9,412	7,17,40
Vedant Fashions Limited	1	81,000	7,50,47	-	-
Yes Bank Limited	2	24,17,600	5,60,88	12,17,600	1,83,25
Zee Entertainment Enterprises Limited	1	5,32,358	7,37,58	4,12,358	8,75,23
<b>Other Entities - Unquoted, fully paid-up</b>					
Niyuprene Plastics Company Limited	10	1,000	-	1,000	-
Siltronics India Limited	10	30	-	30	-
Chennai Super Kings Cricket Limited	0.1	26,000	44,20	26,000	45,50
<b>Total</b>			<b>486,09,58</b>		<b>343,80,29</b>
<b>Equity instruments</b>					
<b>Carried at cost</b>					
<b>Associate - Quoted, fully paid-up</b>					
KSB Limited	10	75,00,000	10,92,40	75,00,000	10,92,40
<b>Total</b>			<b>10,92,40</b>		<b>10,92,40</b>
<b>Grand Total</b>			<b>502,35,87</b>		<b>374,41,54</b>

8.2 Details of associate in accordance with Ind AS 112 Disclosure of interests in other entities:

Name of the entity	Principal Activity	Place of incorporation and Principal Place of Business	Proportion of ownership interest/ voting rights held by the Company	
			31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
KSB Limited (Associate)	Manufacturing	India	21.55%	21.55%

8.3 Investments include Securities lent under "Stock Lending and Borrowing Scheme" of the Securities and Exchange Board of India

Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
	No. of shares	No. of shares
Equity instruments - Quoted		
Bosch Limited	-	3,610
Cummins India Limited	-	23,800

Notes forming Part of the Standalone Financial Statements

9. Other financial assets

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Unsecured (Considered Good)</b>		
Security Deposit	-	8
<b>Total</b>	-	8

10. Current tax assets (net)

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Advance Tax- Net of Provision Rs. 5,44,00 thousand (Previous Year 5,45,00 thousand)	1,00,42	27,51
<b>Total</b>	<b>1,00,42</b>	<b>27,51</b>

11. Property, plant and equipment

(Rs in thousand)

Particulars	Furniture and fixtures	Office equipment	Computer	Total
<b>Gross Block (Deemed Cost)</b>				
As at 1 April, 2022	3,80	1,17	5,81	10,78
Additions	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2023</b>	<b>3,80</b>	<b>1,17</b>	<b>5,81</b>	<b>10,78</b>
Additions	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2024</b>	<b>3,80</b>	<b>1,17</b>	<b>5,81</b>	<b>10,78</b>
<b>Accumulated Depreciation</b>				
As at 1 April, 2022	3,80	1,17	5,61	10,58
Depreciation expense for the year	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2023</b>	<b>3,80</b>	<b>1,17</b>	<b>5,61</b>	<b>10,58</b>
Depreciation expense for the year	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2024</b>	<b>3,80</b>	<b>1,17</b>	<b>5,61</b>	<b>10,58</b>
<b>Net carrying amount as at 31 March, 2024</b>	-	-	20	20
<b>Net carrying amount as at 31 March, 2023</b>	-	-	20	20

**12. Payables**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Trade Payable		
(i) total outstanding due of micro enterprises and small enterprises	-	-
(ii) total outstanding due of creditors other than micro enterprises and small enterprises	20,48	26,42
<b>Total</b>	<b>20,48</b>	<b>26,42</b>

**12.1 Trade payable ageing schedule**

(Rs in thousand)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<b>As at 31 March, 2024</b>					
(i) Undisputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(ii) Undisputed dues- Creditors other than micro enterprises and small enterprises	20,48	-	-	-	20,48
(iii) Disputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues- Creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>Total</b>	<b>20,48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,48</b>
<b>As at 31 March , 2023</b>					
(i) Undisputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(ii) Undisputed dues- Creditors other than micro enterprises and small enterprises	26,42	-	-	-	26,42
(iii) Disputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues- Creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>Total</b>	<b>26,42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26,42</b>

Notes forming Part of the Standalone Financial Statements

13. Other financial liabilities

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Unpaid dividend	1,27,03	1,17,12
Employee benefits payable	-	65
<b>Total</b>	<b>1,27,03</b>	<b>1,17,77</b>

14. Deferred Tax Liabilities (Net)

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Deferred Tax Assets	-	-
Deferred Tax Liabilities	30,58,23	17,47,14
<b>Total</b>	<b>30,58,23</b>	<b>17,47,14</b>

(Rs in thousand)

Particulars	Opening Balance 1 <sup>st</sup> April 2023	Charge/ (Credit) in Profit and Loss	Charge/(Credit) in Other Comprehensive Income	Closing Balance 31 <sup>st</sup> March 2024
<b>Deferred Tax Liabilities</b>				
On fair value gain of investments (through other comprehensive income)	17,19,67	-	13,32,62	30,52,29
On fair value gain of investments (through profit or loss)	27,47	(21,53)	-	5,94
<b>Total Deferred Tax Liabilities</b>	<b>17,47,14</b>	<b>(21,53)</b>	<b>13,32,62</b>	<b>30,58,23</b>
<b>Deferred Tax Assets</b>				
<b>Total Deferred Tax Assets</b>	-	-	-	-
<b>Deferred Tax Liabilities (net)</b>	<b>17,47,14</b>	<b>(21,53)</b>	<b>13,32,62</b>	<b>30,58,23</b>

(Rs in thousand)

Particulars	Opening Balance 1 <sup>st</sup> April 2022	Charge/ (Credit) in Profit and Loss	Charge/ (Credit) in Other Comprehensive Income	Closing Balance 31 <sup>st</sup> March 2023
<b>Deferred Tax Liabilities</b>				
On fair value gain of investments (through other comprehensive income)	23,87,64	-	(6,67,97)	17,19,67
On fair value gain of investments (through profit or loss)	1,03,32	(75,85)	-	27,47
<b>Total Deferred Tax Liabilities</b>	<b>24,90,96</b>	<b>(75,85)</b>	<b>(6,67,97)</b>	<b>17,47,14</b>
<b>Deferred Tax Assets</b>				
<b>Total Deferred Tax Assets</b>	-	-	-	-
<b>Deferred Tax Liabilities (net)</b>	<b>24,90,96</b>	<b>(75,85)</b>	<b>(6,67,97)</b>	<b>17,47,14</b>

**15. Other non financial liabilities**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Advance from customer	5,09	-
Statutory liabilities	4,18	3,30
<b>Total</b>	<b>9,27</b>	<b>3,30</b>

**16. Equity Share Capital**

(Rs in thousand)

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Authorised Capital</b>		
21,00,000 (March 31, 2023 - 21,00,000) Equity Shares of Rs. 10 each	2,10,00	2,10,00
<b>Issued, subscribed and fully paid-up</b>		
16,75,840 (March 31, 2023 - 16,75,840) Equity shares of Rs. 10 each fully paid up	1,67,58	1,67,58
<b>Total</b>	<b>1,67,58</b>	<b>1,67,58</b>

**16.1 Reconciliation of the number of shares outstanding**

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
As at the beginning of the year	16,75,840	16,75,840
<b>As at the end of the year</b>	<b>16,75,840</b>	<b>16,75,840</b>

**16.2 Terms and Right attached to equity shareholders**

The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Shareholders have all other rights as available to equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company, as applicable.

**16.3 Holding Company**

In accordance with Section 2(87) (i) of the Companies Act, 2013 Paharpur Cooling Towers Limited is a Holding Company as it is deemed to control the Composition of the Board of Directors.

**Notes forming Part of the Standalone Financial Statements**

**16.4 Name of the Shareholders holding more than 5 % Equity Shares**

Particulars	As at		As at	
	31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
Name of the Shareholders	No of Shares	In %	No of Shares	In %
Paharpur Cooling Towers Limited	7,46,901	44.57%	7,46,901	44.57%
Paharpur Corporation Limited	1,91,550	11.43%	1,91,550	11.43%
Melvin Powell Vanaspati Engineering Industries Limited	1,54,800	9.24%	1,54,800	9.24%

**16.5** In respect of the year ended 31<sup>st</sup> March 2024, the Board of Directors has proposed a final dividend of Rs. 90 per share to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these standalone financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

**16.6 Disclosure of Shareholding of Promoters**

Particulars	As at			As at		
	31 <sup>st</sup> March 2024			31 <sup>st</sup> March 2023		
Name of the Shareholders	No of Shares	In %	% change during the year	No of Shares	In %	% change during the year
Paharpur Cooling Towers Limited	7,46,901	44.57%	-	7,46,901	44.57%	-
Paharpur Corporation Limited	1,91,550	11.43%	-	1,91,550	11.43%	-
Melvin Powell Vanaspati & Engineering Industries Limited	1,54,800	9.24%	-	1,54,800	9.24%	-
Swarup Family Trust	33,081	1.97%	-	33,081	1.97%	20.96%
Bindu Vikram Swarup	9,000	0.54%	-	9,000	0.54%	-
Gaurav Swarup	3,600	0.21%	-	3,600	0.21%	-
Parul Swarup	3,414	0.20%	-	3,414	0.20%	-

**16.7** The company is an investment and credit company, the objective of the Company is to invest in long term investments, provide loan and distributing the profits of Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the Company and ensure sustainable growth. Accordingly, the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of company's capital management.

**16.8** For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:  
- Aggregate of 69,500 equity shares bought back by the Company during the financial year 2020-2021.

**17. Other Equity**

(Rs in thousand)

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Special Reserve (Pursuant to Section 45-IC of the Reserve Bank of India Act,1934)</b>		
Opening Balance	27,59,15	24,64,91
Add: Transfer from Retained Earnings	3,14,67	2,94,24
<b>Closing Balance</b>	<b>30,73,82</b>	<b>27,59,15</b>
<b>Capital Reserve</b>		
Opening Balance	68	68
<b>Closing Balance</b>	<b>68</b>	<b>68</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	6,95	6,95
<b>Closing Balance</b>	<b>6,95</b>	<b>6,95</b>
<b>General Reserve</b>		
Opening Balance	6,48,93	6,48,93
Add: Impact Pursuant to Scheme of Amalgamation	-	-
<b>Closing Balance</b>	<b>6,48,93</b>	<b>6,48,93</b>
<b>Retained Earnings</b>		
Opening Balance	129,90,40	50,67,82
Add: Profit for the period	15,73,36	14,71,19
Add: Transfer from Other Comprehensive Income	14,46,77	75,83,55
Less: Transfer to Special Reserve	(3,14,67)	(2,94,24)
Less: Dividend paid during the year	(10,05,50)	(8,37,92)
<b>Closing Balance</b>	<b>146,90,36</b>	<b>129,90,40</b>
<b>Equity Instrument through Other Comprehensive Income</b>		
Opening Balance	196,76,75	306,18,27
Add: Other Comprehensive Income for the year	109,44,62	(33,57,97)
Less: Transfer to Retained Earnings (on sale of equity shares)	(14,46,77)	(75,83,55)
<b>Closing Balance</b>	<b>291,74,60</b>	<b>196,76,75</b>
<b>Total</b>	<b>475,95,34</b>	<b>360,82,85</b>
Refer Statement of Changes in Equity for movement in balances of reserves.		

**17.1 Nature and purpose of reserves :**

**Special Reserve (in terms of Section 45-IC of Reserve Bank of India Act, 1934)**

Special Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a Non Banking Financial Company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.



Notes forming Part of the Standalone Financial Statements

**Capital Reserve**

Capital Reserve is a reserve which is not free for distribution. The balance in this reserve has been created long ago.

**Capital Redemption Reserve**

Capital redemption reserve has been created consequent to buy back of equity shares. This reserve shall be utilised in accordance with the provisions of the Act.

**General Reserve**

The General Reserve is created from time to time by appropriating profits from Retained Earnings. The general reserve is created by a transfer from one component of equity to another. Accordingly, it is not reclassified to the statement of profit and loss.

**Retained Earnings**

Retained earnings represents the undistributed profits/ amount of accumulated earnings of the Company.

**Other Comprehensive Income**

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are de-recognised as per the policy.

**18. Interest income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
<b>On Financial instruments measured at FVTPL</b>		
Interest Income on debt securities	18	22
<b>Total</b>	<b>18</b>	<b>22</b>

**19. Dividend income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Dividend Income on financial instruments	15,60,48	13,94,61
<b>Total</b>	<b>15,60,48</b>	<b>13,94,61</b>

**20. Net gain/(loss) on fair value changes**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Net gain/(loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investment in Mutual Fund	1,10,80	1,62,88
- Investment in Debentures	(6)	(59)
<b>Total</b>	<b>1,10,74</b>	<b>1,62,29</b>

**20.1. Details of net gain on fair valuation of financial instrument measured at fair value through profit and loss:**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Realised	85,37	72,19
Unrealised	25,37	90,10
<b>Total</b>	<b>1,10,74</b>	<b>1,62,29</b>

**21. Others**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Income from shares lent (Refer Note 21.1)	1,25	4,91
Income from Derivatives	-	42,67
Income from Bill Discounting and Processing Charges	57,78	58,38
<b>Total</b>	<b>59,03</b>	<b>1,05,96</b>

21.1. This represents shares lent under "Stock Lending and Borrowings Scheme" of the Securities and Exchange Board of India.

**22. Other income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Liability Written Back	3	-
Interest on Income Tax Refund	-	7,32
<b>Total</b>	<b>3</b>	<b>7,32</b>

**23. Employee benefits expense**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Salary	2,74	5,73
<b>Total</b>	<b>2,74</b>	<b>5,73</b>

Notes forming Part of the Standalone Financial Statements

24. Other expenses

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Rent, taxes and energy costs	-	1,27
Printing & Stationery	53	16
Advertisement and publicity	16	2,45
Directors' Fees, allowances and expenses	8,09	8,13
Directors' Commission	8,18	8,98
Auditor Fees and expenses (Refer Note 34)	4,87	4,91
Legal and Professional Fees	49,31	51,57
Securities Transaction Tax	1,76	18,29
Provision for standard assets	1,25	-
Miscellaneous expenses	3,30	4,79
<b>Total</b>	<b>77,45</b>	<b>1,00,55</b>

25. Tax Expense

Reconciliation of Income tax expense for the year with accounting profit is as follows:

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows:

(Rs in thousand)

Particulars	For the Year Ended	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Profit before tax</b>	<b>16,50,27</b>	<b>15,64,12</b>
<b>Tax rate</b>	<b>25.168%</b>	<b>25.168%</b>
Income tax expense calculated at rate applicable	4,15,34	3,93,66
Less : Effect of income Exempt from taxation/ deductible for computing taxable profit		
Non deductible tax expenses	76	5,77
Deductible tax expenses	(24)	(24)
Effect of fair valuation of investments	(25,37)	-
Income tax at different rate	99,33	16,73
Deduction u/s 80M	(3,79,60)	(2,53,07)
Effect of MAT Credit of Earlier Years	-	-
Effect of Deferred Tax of Earlier Years	-	-
Effect of Adjustment of tax relating to earlier periods	(5,56)	(6,22)
Effect of other adjustments (Including fair valuation)	(27,75)	(63,70)
<b>Income tax expense recognised in profit and loss</b>	<b>76,91</b>	<b>92,93</b>

The tax rate used for reconciliations above is 25.168% (31<sup>st</sup> March 2023 - 25.168%) as applicable for corporate entities on taxable profits under the Indian tax laws.

**26. Accounting classification and fair values**

The accounting classification of each category of financial instruments, their carrying amount and fair value are as follows:-

(Rs in thousand)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
<b>Financial Assets measured at amortised cost</b>				
Cash and cash equivalents	13,94	13,94	56,41	56,41
Bank Balance other than Cash and Cash Equivalents	1,26,92	1,26,92	1,16,98	1,16,98
Loans	4,97,01	4,97,01	4,98,04	4,98,04
Other Receivables	-	-	1,91	1,91
Other Financial Assets	-	-	8	8
Investments in equity instruments (Associate)	10,92,40	2891,92,50	10,92,40	1571,10,00
<b>Sub total (A)</b>	<b>17,30,28</b>	<b>2898,30,38</b>	<b>17,65,81</b>	<b>1577,83,42</b>
<b>Financial Assets measured at fair value through profit and loss account</b>				
Investments in Mutual Funds	5,32,84	5,32,84	19,66,69	19,66,69
Investments in debt securities	1,05	1,05	2,16	2,16
<b>Sub total (B)</b>	<b>5,33,89</b>	<b>5,33,89</b>	<b>19,68,85</b>	<b>19,68,85</b>
<b>Financial Assets measured at fair value through other comprehensive income</b>				
Investments in Equity Instruments (Other than Associate)	486,09,58	486,09,58	343,80,29	343,80,29
<b>Sub total (C)</b>	<b>486,09,58</b>	<b>486,09,58</b>	<b>343,80,29</b>	<b>343,80,29</b>
<b>Total Financial Asset (A+B+C)</b>	<b>508,73,74</b>	<b>3389,73,84</b>	<b>381,14,95</b>	<b>1941,32,57</b>
<b>Financial Liabilities</b>				
<b>Financial Liabilities measured at amortised cost</b>				
Trade Payables	20,48	20,48	26,42	26,42
Other Financial Liabilities	1,27,03	1,27,03	1,17,77	1,17,77
<b>Total Financial Liabilities</b>	<b>1,47,51</b>	<b>1,47,51</b>	<b>1,44,19</b>	<b>1,44,19</b>

**Fair Valuation Techniques**

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

**The following methods and assumptions were used to estimate the fair values:**

The fair value of cash and cash equivalents, trade payables, financial liabilities and assets approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

## Notes forming Part of the Standalone Financial Statements

Investments traded in active market are determined by reference to the quotes from the Stock exchanges as at the reporting date. Investments in mutual funds have been valued based on their respective net asset value as on the reporting date.

### Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at balance sheet date:

(Rs in thousand)

Particulars	"As at 31 March 2024 (31 March 2023)"	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investment in equity instruments other than subsidiaries, associates and joint venture	486,09,58 (343,80,29)	485,65,38 (343,34,79)	44,20 (45,50)	- -
Investment in mutual fund	5,32,84 (19,66,69)	5,32,84 (42,29,99)		
Investment in debentures	1,05 (2,16)	1,05 (2,16)		

### Measurement of fair values

Level I : quoted (unadjusted) prices in active markets for identical assets or liabilities.

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

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

- (i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- (ii) Financial assets and liabilities are stated at carrying value which approximates their fair value.
- (iii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets.
- (iv) The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period
- (v) During the year ended 31st March 2024 there were no transfers between Level 1, Level 2 and Level 3.

### Financial Risk Management

The Company's activities are exposed to variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and approves policies for managing these risks. The risks are governed by appropriate policies and procedures and

accordingly financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

### **Market Risk**

Market risk is the risk or uncertainty arising from possible market fluctuations resulting in variation in the fair value of future cash flows of a financial instrument. The major components of Market risks are currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes investments and trade and other payables.

### **Interest rate risk**

The company doesn't have exposure in market risk relating to change in interest rate as it doesn't have any borrowed funds whether in fixed rate or floating rate.

### **Price risk**

#### **(a) Exposure**

The Company is exposed to price risk arising from investments in Equity Shares held by the company and is classified in the balance sheet as fair value through Other Comprehensive Income. The Company is also exposed to price risk arising from investments in Mutual Funds, Preference Shares and Debentures held by the company and is classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments, the Company diversifies its portfolio.

#### **(b) Sensitivity analysis- Equity price risk**

The table below summaries the impact of increases/decreases of the index on the Company's equity and profit for the year. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the Company's investments in equity instruments moved in line with the index.

Particulars	Impact on profit after tax		Impact on other components of equity	
	As at 31 <sup>st</sup> March 2024	As at 3 <sup>1st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
NSE/BSE Index- increase by 2%	-	-	9,71,31	6,86,70
NSE/BSE Index- decrease by 2%	-	-	(9,71,31)	(6,86,70)

Profit for the period would increase/decrease as a result of gains/losses on exchange traded funds equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gain/losses on equity securities classified as fair value through other comprehensive income.

### **Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

### **Financial assets that are neither past due nor impaired**

Cash and cash equivalents, investment and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

**Notes forming Part of the Standalone Financial Statements**

**Liquidity Risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's objective is to maintain optimum level of liquidity to meet its cash and collateral requirements at all times. The company relies on internal accruals to meet its fund requirement.

**Maturity Analysis of Financial Liabilities**

As at 31<sup>st</sup> March 2024

(Rs in thousand)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Other Financial Liabilities	1,27,03	1,27,03	-	-	-	1,27,03
Trade Payables	20,48	20,48	-	-	-	20,48
<b>Total</b>	<b>1,47,51</b>	<b>1,47,51</b>	-	-	-	<b>1,47,51</b>

As at 31<sup>st</sup> March 2023

(Rs in thousand)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Other Financial Liabilities	1,17,77	1,17,77	-	-	-	1,17,77
Trade Payables	26,42	26,42	-	-	-	26,42
<b>Total</b>	<b>1,44,19</b>	<b>1,44,19</b>	-	-	-	<b>1,44,19</b>

**Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without where the risk profile of the Company.

Since at present there is no borrowings obtained by the Company so Capital Gearing Ratio is not disclosed hereunder.

**27. Maturity Analysis of Assets and Liabilities**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars+A9:G41	As at 31 <sup>st</sup> March 2024			As at 31 <sup>st</sup> March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Assets</b>						
<b>Financial Assets</b>						
Cash and Cash Equivalents	13,94	-	13,94	56,41	-	56,41
Bank Balance other than Cash and Cash Equivalents	1,26,92	-	1,26,92	1,16,98	-	1,16,98
Loans	4,97,01	-	4,97,01	4,98,04	-	4,98,04
Other Receivables	-	-	-	1,91	-	1,91
Investments	5,32,84	497,03,03	502,35,87	19,66,69	354,74,85	374,41,54
Other Financial Assets	-	-	-	8	-	8
<b>Non Financial Assets</b>						
Current Tax Assets (Net)	1,00,42	-	1,00,42	27,51	-	27,51
Property, Plant and Equipment	-	20	20	-	20	20
Other Non Financial Assets	3,57	-	3,57	2,39	-	2,39
<b>Total</b>	<b>12,74,70</b>	<b>497,03,23</b>	<b>509,77,93</b>	<b>26,70,01</b>	<b>354,75,05</b>	<b>381,45,06</b>
<b>Liabilities</b>						
<b>Financial Liabilities</b>						
Trade Payable	20,48	-	20,48	26,42	-	26,42
Other Financial Liabilities	1,27,03	-	1,27,03	1,17,77	-	1,17,77
<b>Non Financial Liabilities</b>						
Deferred tax liabilities (Net)	-	30,58,23	30,58,23	-	17,47,14	17,47,14
Other Non Financial Liabilities	9,27	-	9,27	3,30	-	3,30
<b>Total</b>	<b>1,56,78</b>	<b>30,58,23</b>	<b>32,15,01</b>	<b>1,47,49</b>	<b>17,47,14</b>	<b>18,94,63</b>
<b>Net Equity</b>	<b>11,17,92</b>	<b>466,45,00</b>	<b>477,62,92</b>	<b>25,22,52</b>	<b>337,27,91</b>	<b>362,50,43</b>

28. The Company has Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company is mainly engaged in the investing and credit business and all other activities revolve around the main business of the Company. Further, all activities are conducted within India and as such there is no separate reportable segment, as per the Ind AS 108 - "Operating Segments" specified under Section 133 of the Act.

**29. Contingent Liabilities and Commitments:**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Investments partly paid – Equity Shares of Rs.5 each in Bharti Airtel Ltd (Rs. 1.25 per share paid up)	10,29,21	10,29,21



Notes forming Part of the Standalone Financial Statements

30 Dividend on equity shares

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Dividend on equity shares declared and paid Final Dividend for the year ended 31st March 2023 – Rs. 60 per share	10,05,50	8,37,92
<b>Proposed dividend on Equity Shares</b>		
Proposed dividend for the year ended 31st March 2024 – Rs. 90 per share	15,08,26	10,05,50

31 Related Party Disclosure

A Related parties have been identified in terms of IND AS 24 “Related Party Disclosures” as listed below:

Name of the Related Party

- 1 Holding Company  
Paharpur Cooling Towers Limited (PCTL)
- 2 Associate Company  
KSB Limited (KSB)
- 3 Key Management Personnel

Name
Mr Gaurav Swarup
Mr Varun Swarup
Ms Devina Swarup
Mr Anish Modi
Mr Probir Roy
Mr Debanjan Mandal
Mr A K Singhanian
Mr Ayan Datta (till 30.11.2022)
Ms Shilpishree Choudhary (w.e.f 28.03.2023)

4 Relatives of Key Management Personnel:-

Name
Ms Bindu Vikram Swarup
Ms Parul Swarup

5 Enterprises over which Key Enterprises Management Personnel having significant influence

Paharpur Corporation Limited (PCL)  
Melvin Powell Vanaspati Engineering Industries Limited (MPVEIL)  
Swarup Family Trust (SFT)  
Fox & Mandal LLP Advocates

**31.1** The following table provides details of transactions that have been entered into with related parties during the relevant financial year and particulars of outstanding balances as at 31 March, 2024 and 31 March, 2023 :

(Rs in thousand)

Nature of transaction	Holding	Associates	Key Management Personnel	Relatives of Key Management Personnel	Entities over which KMP and their relatives have control / Significant influence	Total
<b>Income</b>						
<b>Dividend Received</b>		11,25,00				11,25,00
-KSB		(9,37,50)				(9,37,50)
<b>Expenses</b>						
<b>Dividend Paid</b>						
-PCTL	4,48,14 (3,73,45)					4,48,14 (3,73,45)
-Gaurav Swarup			2,16 (1,80)			2,16 (1,80)
-Bindu Vikram Swarup				5,40 (4,50)		5,40 (4,50)
-Parul Swarup				2,05 (1,71)		2,05 (1,71)
-SFT					19,85 (16,54)	19,85 (16,54)
-PCL					114,93 (95,78)	114,93 (95,78)
-MPVEIL					92,88 (77,40)	92,88 (77,40)
<b>Director Sitting Fees</b>						
-Devina Swarup			1,73 (1,58)			1,73 (1,58)
-Gaurav Swarup			90 (1,13)			90 (1,13)
-Anish Modi			98 (75)			98 (75)
-Debanjan Mandal			1,50 (1,43)			1,50 (1,43)
-Probir Roy			1,58 (1,73)			1,58 (1,73)
-Varun Swarup			75 (90)			75 (90)

Notes forming Part of the Standalone Financial Statements

(Rs in thousand)

Nature of transaction	Holding	Asso- ciates	Key Man- agement Personnel	Relatives of Key Man- agement Personnel	Entities over which KMP and their relatives have control / Significant influence	Total
<b><u>Director's Commission</u></b>						
- Devina Swarup			1,35 (1,50)			1,35 (1,50)
- Anish Modi			1,35 (1,50)			1,35 (1,50)
- Debanjan Mandal			1,35 (1,50)			1,35 (1,50)
- Probir Roy			1,35 (1,50)			1,35 (1,50)
- Varun Swarup			1,35 (1,50)			1,35 (1,50)
<b><u>Remuneration</u></b>						
- Ayan Datta			2,74 (5,73)			2,74 (5,73)
<b><u>Professional Fees</u></b>						
- Fox & Mandal LLP, Advocates					- (4,63)	- (4,63)
<b><u>Outstanding Balances</u></b>						
<b><u>Director's Commission Payable</u></b>						
- Devina Swarup			1,35 (1,35)			1,35 (1,35)
- Anish Modi			1,35 (1,35)			1,35 (1,35)
- Debanjan Mandal			1,35 (1,35)			1,35 (1,35)
- Probir Roy			1,35 (1,35)			1,35 (1,35)
- Varun Swarup			1,35 (1,35)			1,35 (1,35)
<b><u>Investment</u></b>						
-KSB			10,92,40 (10,92,40)			10,92,40 (10,92,40)

Note: values in ( ) indicates figures for previous year

**32 Earnings per Share**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Net profit for basic and diluted earnings per share as per Statement of Profit and Loss	15,73,36	14,71,19
Weighted average number of equity shares for calculation of basic and diluted earnings per share (Face value Rs. 10/- per share)	16,75,840	16,75,840
Earnings per share (EPS) of Equity Share of Rs. 10 each: - Basic and Diluted (Rs.)	93.88	87.79

**33 Corporate Social Responsibility**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Gross amount required to be spent by the Company during the Year	76	72
Amount spent during the year*	-	-
Shortfall at the end of the year	-	-
Total of the previous year shortfall	-	-
Reason for shortfall	Not Applicable	Not Applicable
Nature of CSR activities	Not Applicable	Not Applicable
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	Not Applicable	Not Applicable
Where a provision is made with respect to a liability incurred by entering into contractual obligation, the movements in the provision during the year shall be shown separately.	Not Applicable	Not Applicable

\*Adjusted from carried forward excess amount spent in earlier years

**34 Auditors' remuneration includes (excluding GST)**

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Audit Fees (excluding GST amount)	3,00	3,00
Other services (Limited Review and other certification)	1,87	1,91
<b>Total</b>	<b>4,87</b>	<b>4,91</b>

Notes forming Part of the Standalone Financial Statements

35 The following additional information, to the extent applicable, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 01, 2016, as amended. Further additional disclosures in terms of Scale Based regulation framework (Circular No. RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 October 22, 2021) are also disclosed below"

(a) Ratios -

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
i) CRAR %	36.60%	41.14%
ii) CRAR - Tier I capital (%)	36.60%	41.14%
iii) CRAR - Tier II capital (%)	-	-
iv) Liquidity Coverage Ratio (%)	418.41%	282.20%

(b) Exposure to real estate sector

The Company does not have any exposures to real estate sector (including off balance sheet items) as at 31 March, 2024 and 31 March, 2023.

(c) Exposure to capital market

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	497,03,18	357,60,12
<b>Total exposure to capital market</b>	<b>497,03,18</b>	<b>357,60,12</b>

(d) Sectoral Exposure

(Rs in thousand)

Sectors	For the year ended 31 <sup>st</sup> March 2024			For the year ended 31 <sup>st</sup> March 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
Industry						
(i) Plywood	4,97,01	-	-	4,98,04	-	-
<b>Total of Industry</b>	<b>4,97,01</b>			<b>4,98,04</b>		

(e) Intra group Exposures

The Company has investment in group companies as disclosed in Note 8.1 of the notes to financial statements as at 31 March, 2024 and 31 March, 2023.

**(f) Unhedged foreign currency exposure**

The Company does not have any unhedged foreign currency exposures as at 31 March, 2024 and 31 March, 2023.

**(g) Related Party Disclosures**

For related party disclosures refer to Note 31 of the notes to standalone financial statements.

**(h) Disclosure of Complaints**

There are no complaints received by the NBFCs from customers and from the Offices of Ombudsman during the year ended 31 March, 2024 and 31 March, 2023.

**36 Disclosure pursuant to Reserve Bank of India notification DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 pertaining to Asset Classification as per RBI Norms:**

**As at 31<sup>st</sup> March 2024**

(Rs in thousand)

Asset Classification as per RBI Norms	Asset Classification as per Ind-AS 109	Gross carrying amount Ind-AS	Loss Allowances (Provisions) as required under Ind-AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind-AS 109 and IRACP
<b>Performing Assets</b>						
Standard	Stage 1	4,98,26	-	4,98,26	1,25	(1,25)
	Stage 2	-	-	-	-	-
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Total</b>		<b>4,98,26</b>	<b>-</b>	<b>4,98,26</b>	<b>1,25</b>	<b>(1,25)</b>

**As at 31<sup>st</sup> March 2023**

(Rs in thousand)

Asset Classification as per RBI Norms	Asset Classification as per Ind-AS 109	Gross carrying amount Ind-AS	Loss Allowances (Provisions) as required under Ind-AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind-AS 109 and IRACP
<b>Performing Assets</b>						
Standard	Stage 1	4,98,04	-	4,98,04	1,25	(1,25)
	Stage 2	-	-	-	-	-
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Total</b>		<b>4,98,04</b>	<b>-</b>	<b>4,98,04</b>	<b>1,25</b>	<b>(1,25)</b>

**Notes forming Part of the Standalone Financial Statements**

- 37 Schedule to the Balance Sheet of a non deposit taking Non-Banking Financial Company (as required in terms of Paragraph 19 of - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

(Rs in thousand)

	Particulars	Amount Outstanding	Amount Overdue
	<b>Liabilities side</b>		
1	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :		
	a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	b) Deferred credits	-	-
	c) Term loans	-	-
	d) Inter-corporate loans and borrowings	-	-
	e) Commercial paper	-	-
	f) Other loans	-	-

	Particulars	Amount Outstanding
	Assets side	
2	<b>Break-up of loans and advances including bills receivables (other than those included in (4) below):</b>	
	a) Secured	-
	b) Unsecured	4,97,01
3	<b>Break-up of leased assets and stock on hire and other assets counting towards AFC activities:</b>	
	(i) Lease assets including lease rentals under sundry debtors	
	a) Secured	
	b) Unsecured	-
	(ii) Stock on hire including hire charges under sundry debtors	
	a) Assets on hire	-
	b) Repossessed assets	-
	(iii) Other loans counting towards AFC activities:	
	a) Loans where assets have been repossessed	-
	b) Loans other than (a) above	-
4	<b>Break-up of investments:</b>	
	<b>Current investments:</b>	
	<b>Quoted :</b>	
	i) Shares :	
	a) Equity	-
	b) Preference	-
	ii) Debentures and bonds	-
	iii) Units of mutual funds	5,32,84

Particulars	Amount Outstanding
iv) Government securities	-
v) Others	-
<b>Unquoted</b>	
i) Shares :	
a) Equity	-
b) Preference	-
ii) Debentures and bonds	-
iii) Units of mutual funds	-
iv) Government securities	-
v) Others	-
<b>Long term investments</b>	
<b>Quoted :</b>	
i) Shares :	
a) Equity	496,57,78
b) Preference	-
ii) Debentures and bonds	1,05
iii) Units of mutual funds	-
iv) Government securities	-
v) Others	-
<b>Unquoted:</b>	
i) Shares :	
a) Equity	44,20
b) Preference	-
ii) Debentures and bonds	-
iii) Units of mutual funds	-
iv) Government securities	-
v) Others	-

5 Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provision as on 31 <sup>st</sup> March 2024		
	Secured	Unsecured	Total
<b>A) Related parties</b>			
Subsidiaries		-	-
Companies in the same group		-	-
Other related parties		-	-
<b>B) Other than related parties</b>		4,97,01	4,97,01
<b>Total</b>		4,97,01	4,97,01



Notes forming Part of the Standalone Financial Statements

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	31 <sup>st</sup> March 2024	
	Market Value/ Break up or fair value or NAV	"Book Value (net of provisions)"
<b>A) Related parties</b>		
Other related parties	2891,92,50	10,92,40
<b>B) Other than related parties</b>	491,43,48	163,40,21
<b>Total</b>	<b>3383,35,98</b>	<b>174,32,61</b>

7 Other Information

Particulars	31 <sup>st</sup> March 2024 Amount	
<b>(i) Gross non-performing assets</b>		
a) Related parties		-
b) Other than related parties		-
<b>(ii) Net non-performing assets</b>		
a) Related parties		-
b) Other than related parties		-
<b>(iii) Assets acquired in satisfaction of debt</b>		-

38 Other RBI disclosures :

- (i) Penalties imposed by RBI and Other Regulators: No penalties have been imposed by RBI and Other Regulators during current year..
- (ii) Disclosure on frauds pursuant to RBI Master direction: No frauds were detected and reported for the current year and previous year..
- (iii) Overseas assets: There are no overseas asset owned by the Company..
- (iv) Drawdown from Reserves: The Company has not made any drawdown from existing reserves.
- (v) Registration under Other Regulators: The Company is not registered under any other regulator other than Reserve Bank of India.

39 Disclosure pursuant to Reserve Bank of India Circular DOR.No.BP.BC.63/21.04.048/2020-21 dated 17 April 2020 pertaining to Asset Classification and Provisioning in terms of COVID19 Regulatory Package and Circular DOR.No.BP. BC/3/21.04.048/2020-21 dated 06 August 2020 pertaining to (Prudential Framework for Resolution of Stressed Assets) Directions 2019 is not applicable to the Company..

40. Other Statutory Information:

- i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company has not been declared willful defaulter by any bank or financial institution or government or government authority.

- iii) The Company does not have any transactions with companies struck off.
  - iv) The Company does not have any charge or satisfaction pending registration with ROC beyond the statutory period.
  - v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
  - vi) The Company has not advanced or given loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
    - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
    - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
    - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
    - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
41. Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with those of the current year's figures.
42. The standalone financial statements have been approved by the Board of Directors of the Company on 2<sup>nd</sup> May 2024 for issue to the shareholders for their adoption.

As per our report of the even date attached

For **S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Arun Kumar Singhania**

Chief Financial Officer

**Devina Swarup**

Director

DIN: 06831620

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

## INDEPENDENT AUDITORS' REPORT

### To the Members of Industrial and Prudential Investment Company Limited Report on the audit of the Consolidated Ind AS Financial Statements

#### 1. Opinion

We have audited the accompanying consolidated Ind AS financial statements of Industrial and Prudential Investment Company Limited (“the Company”) and its associate, which comprises the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a material of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate financial statements of such associate, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 (“ the Act”) in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate as at March 31, 2024, its consolidated profit (including other comprehensive income), the consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

#### 2. Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements’ section of our report. We are independent of the Company and its associate in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

#### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the audit procedure performed including assessment of risk of material misstatement we have not come across any material Key Audit Matters that are required to be communicated in accordance with the standard.

#### 4. Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Board’s Report including annexures to the Board’s Report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit report of other auditor, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**5. Responsibility of Management and those charged with governance for the Consolidated Ind AS Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the Company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and its associate 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the Company and of its associate is responsible for assessing the ability of the Company and its associate 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 and its associate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and its associate are also responsible for overseeing the financial reporting process of the Company and its associate.

**6. Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

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

## Independent Auditors' Report Consolidated

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the consolidated Ind AS 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 ability of the Company and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its associate to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditor for its associate company, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current year 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.

#### **7. Other Matter**

The consolidated financial statements include the share of net profit after tax of Rs. 4,49,748.50 thousands, other comprehensive income/(loss) of Rs. 4,956.50 thousands, total comprehensive income of Rs 4,54,705 thousands for the year ended 31 December 2023, as considered in the consolidated financial statements, in respect of its associate, whose financial statements/financial information have not been audited by us. The financial statements/financial information have been audited by other auditor whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of this associate, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditor.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

#### **8. Report on Other Legal and Regulatory Requirements**

1. As per the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the "Annexure A" as statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements of such associate, as were audited by the other auditor as referred in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

**Independent Auditors' Report Consolidated**

- c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of the written representations received from the directors as on 31 March 2023 taken/ on record by the Board of Directors and the report of the statutory auditor of its associate incorporated in India, none of the directors of the Company and its associate incorporated in India are disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls of the Company and its associate and the operating effectiveness of such controls, refer to our Report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statement of the associate, as noted in the 'Other Matters' paragraph:
- a. the consolidated financial statements does not have any pending litigations which would impact its financial position in its financial statements.
  - b. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - d. (i) The respective management of the Company and its associate, which are companies incorporated in India whose financial statements have been audited under the Act, have represented that, to the best of their 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 or its associate to or in any other person(s) or entity(ies), including foreign entities ("intermediaries"), with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company and its associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
  - (ii) The respective management of the Company and its associate, which are companies incorporated in India whose financial statements have been audited under the Act have represented that, to the best of their knowledge and belief, as disclosed in the notes to the Ind AS financial statements, no funds have been received by the Company or its associate from any person(s) or entity(ies), including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the Company or its associate shall, whether directly or indirectly,

lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances and the report of the auditor of its associate, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- e. the dividend declared or paid during the year by the Company and its associate, is in compliance with section 123 of the Act, as applicable.
- f. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

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

4. With respect to the other matters to be included in the Auditors' Report in accordance with section 197(6) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company and its associate incorporated in India to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

**For S. Jaykishan**

Chartered Accountants

Firm Registration No. 309005E

**CA Ritesh Agarwal**

Partner

Membership No. 062410

Dated: The 2<sup>nd</sup> day of May, 2024

Place: Kolkata

UDIN: 24062410BKCYMN8751





## Independent Auditors' Report Consolidated

### Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on the consolidated financial statements to the Members of Industrial and Prudential Investment Company Limited of even date).

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report)

Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditor of the associate included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

### **Annexure – B to the Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditors' Report on the consolidated financial statements to the Members of Industrial and Prudential Investment Company Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to in our report of even date)

In conjunction with our audit of the consolidated financial statements of Industrial and Prudential Investment Company Limited (hereinafter referred to as "the Company") as of and for the year ended March 31 2024, we have audited the internal financial controls over financial reporting of the Company and its associate, which are companies incorporated in India, as of that date.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor referred to in the other matters paragraph below, the Company and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial control system with reference to the consolidated financial statements and such internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the criteria for internal control over financial reporting with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on 'Audit of Internal Financial Controls Over Financial Reporting' issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its associate, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its associate incorporated in India considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its associate, which are the companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statement, 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 auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud

## Independent Auditors' Report Consolidated

or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its associate which are the companies incorporated in India.

### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that:

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

### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to associate company, incorporated in India, is based on the corresponding audit reports of the other auditor of such associate incorporated in India.

Our opinion is not qualified in respect of this matter.

### For S. Jaykishan

Chartered Accountants  
Firm Registration No. 309005E

### CA Ritesh Agarwal

Partner  
Membership No. 062410  
Place: Kolkata  
Date: The 2<sup>nd</sup> day of May, 2024  
UDIN: 24062410BKCYMO3754

**Consolidated Balance Sheet as at 31<sup>st</sup> March 2024**

(Rs in thousand)

Particulars		Note No	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>ASSETS</b>				
<b>(I) Financial Assets</b>				
(a)	Cash and Cash Equivalents	5A	13,94	56,41
(b)	Bank Balance other than Cash and Cash Equivalents	5B	1,26,92	1,16,98
(c)	Receivables	6		
	(i) Trade Receivables		-	-
	(ii) Other Receivables		-	1,91
(d)	Loans	7	4,97,01	4,98,04
(e)	Investments	8	794,12,47	631,96,08
(f)	Other Financial Assets	9	-	8
			<b>800,50,34</b>	<b>638,69,50</b>
<b>(II) Non Financial Assets</b>				
(a)	Current Tax Assets (Net)	10	1,00,42	27,51
(b)	Property, Plant and Equipment	11	20	20
(c)	Other Non Financial Assets		3,57	2,39
			1,04,19	30,10
<b>Total Assets</b>			<b>801,54,53</b>	<b>638,99,60</b>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(I) Financial Liabilities</b>				
(a)	Payables	12		
	(I) Trade Payable			
	(i) total outstanding due of micro enterprises and small enterprises		-	-
	(ii) total outstanding due of creditors other than micro enterprises and small enterprises		20,48	26,42
(b)	Other Financial Liabilities	13	1,27,03	1,17,77
			<b>1,47,51</b>	<b>1,44,19</b>
<b>(II) Non Financial Liabilities</b>				
(a)	Deferred tax liabilities (Net)	14	30,58,23	17,47,14
(b)	Other Non Financial Liabilities	15	9,27	3,30
			<b>30,67,50</b>	<b>17,50,44</b>
<b>(III) Equity</b>				
(a)	Equity Share Capital	16	1,67,58	1,67,58
(b)	Other Equity	17	767,71,94	618,37,39
			<b>769,39,52</b>	<b>620,04,97</b>
<b>Total Liabilities and Equity</b>			<b>801,54,53</b>	<b>638,99,60</b>

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of the even date attached

For **S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Arun Kumar Singhania**

Chief Financial Officer

**Devina Swarup**

Director

DIN: 06831620

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

Consolidated Profit and Loss

Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2024

(Rs in thousand)

Particulars		Note No	For the year ended 31st March 2024	For the year ended 31st March 2023
(I)	<b>Revenue from Operations</b>			
(i)	Interest Income	18	18	22
(ii)	Dividend Income	19	4,35,48	4,57,11
(iii)	Net gain on fair value changes	20	1,10,74	1,62,29
(iv)	Others	21	59,03	1,05,96
(I)	<b>Total Revenue from Operations</b>		<b>6,05,43</b>	<b>7,25,58</b>
(II)	<b>Other Income</b>	<b>22</b>	<b>3</b>	<b>7,32</b>
(III)	<b>Total Income (I+II)</b>		<b>6,05,46</b>	<b>7,32,90</b>
(IV)	<b>Expenses</b>			
(i)	Employee Benefits Expenses	23	2,74	5,73
(ii)	Other Expenses	24	77,45	1,00,55
(IV)	<b>Total Expenses</b>		<b>80,19</b>	<b>1,06,28</b>
(V)	<b>Profit/(Loss) before Share of Profit of Associate and tax (III-IV)</b>		<b>5,25,27</b>	<b>6,26,62</b>
(VI)	<b>Share in Profit and Loss of Associate</b>		<b>44,97,49</b>	<b>39,38,07</b>
(VII)	<b>Profit before Tax (V+VI)</b>		<b>50,22,76</b>	<b>45,64,69</b>
(VIII)	<b>Tax Expenses:</b>			
(1)	Current Tax		1,04,00	1,75,00
(2)	Deferred Tax charge/(credit)	14	(21,53)	(75,85)
(3)	Adjustment of tax relating to earlier periods		(5,56)	(6,22)
	<b>Total tax expense</b>	<b>25</b>	<b>76,91</b>	<b>92,93</b>
(IX)	<b>Net Profit/(Loss) after tax (VII-VIII)</b>		<b>49,45,85</b>	<b>44,71,76</b>
(X)	<b>Other Comprehensive Income</b>			
(i)	Items that will not be reclassified to profit or loss			
-	Equity instruments through other comprehensive income		122,77,24	(37,60,95)
(ii)	Income tax charge/(credit) relating to above		13,32,62	(4,03,61)
(iii)	Share of other comprehensive income in Associate to the extent not to be reclassified to profit or loss		49,57	(1,49,84)
	<b>Total Other Comprehensive Income</b>		<b>109,94,19</b>	<b>(35,07,18)</b>
(XI)	<b>Total Comprehensive Income for the period (Comprising Profit/(Loss) and Other Comprehensive Income for the period) (IX +X)</b>		<b>159,40,04</b>	<b>9,64,58</b>
(XII)	<b>Profit attributable to</b>			
(i)	Owners of Industrial and Prudential Investment Company Limited		49,45,85	44,71,76
(ii)	Non controlling interests		-	-
(XIII)	<b>Other comprehensive income attributable to</b>			
(i)	Owners of Industrial and Prudential Investment Company Limited		109,94,19	(35,07,18)
(ii)	Non controlling interests		-	-
(XIV)	<b>Total comprehensive income attributable to</b>			
(i)	Owners of Industrial and Prudential Investment Company Limited		159,40,04	9,64,58
(ii)	Non controlling interests		-	-
(XV)	<b>Earnings per equity share</b>	<b>32</b>		
	Basic (Rs.)		<b>295.13</b>	<b>266.84</b>
	Diluted (Rs.)		<b>295.13</b>	<b>266.84</b>

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of the even date attached

For **S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Devina Swarup**

Director

DIN: 06831620

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

**Arun Kumar Singhania**

Chief Financial Officer

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

**Consolidated Statement of Cash Flow for the year ended 31<sup>st</sup> March 2024**

(Rs in thousand)

Particulars		For the year ended			
		31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
<b>A)</b>	<b>Cash Flow from Operating activities:</b>				
	<b>Profit before tax</b>		5,25,27		6,26,62
	<b>Adjustments for:</b>				
	Fair Value gain on financial instruments at FVTPL	(1,10,74)		(1,62,29)	
	Dividend Received from associate	11,25,00		9,37,50	
	Interest on refund of income tax			(1,12)	
	Liability written back	(3)		-	
	Provision on loan	1,25	10,15,48	1,25	77,533.43
	<b>Operating profit before working capital changes</b>		<b>15,40,75</b>		<b>14,01,96</b>
	<b>Adjustments for changes in working capital</b>				
	(Increase)/Decrease in trade and other receivables	1,99		(1,70)	
	(Increase)/Decrease in loan given	(22)		(3,67)	
	Increase/(Decrease) in trade payables and other liabilities	8,15		24,99	
			9,92		19,62
	Income Tax paid		(1,71,35)		(3,46,83)
	<b>Net cash generated from/(used in) Operating activities</b>		<b>13,79,32</b>		<b>10,74,75</b>
<b>B)</b>	<b>Cash flow from Investing activities</b>				
	Movement in Other Bank Balances	(9,94)		(13,43)	
	Purchase of investments	(52,98,97)		(124,82,02)	
	Sale proceeds of investments	48,92,62		122,35,26	
	<b>Net cash generated from/(used in) Investing activities</b>		<b>(4,16,29)</b>		<b>(2,60,19)</b>
<b>C)</b>	<b>Cash flow from Financing activities</b>				
	Payment of Dividend	(10,05,50)		(8,37,92)	
	<b>Net cash generated from/(used in) Financing activities</b>		<b>(10,05,50)</b>		<b>(8,37,92)</b>
	<b>Net Increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>(42,47)</b>		<b>(23,36)</b>
	<b>Opening Cash &amp; Cash Equivalents</b>		<b>56,41</b>		<b>79,77</b>
	<b>Closing Cash &amp; Cash Equivalents</b>		<b>13,94</b>		<b>56,41</b>

The accompanying notes form an integral part of the Standalone Financial Statement.

- The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 Statement of Cash Flows.
- Cash and Cash Equivalents as at the Balance Sheet date consists of: (Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Balances with banks :</b>		
On Current Accounts	13,94	56,41
<b>Total</b>	<b>13,94</b>	<b>56,41</b>

As per our report of the even date attached

For **S. Jaykishan**  
Chartered Accountants  
Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**  
Partner  
M No: 062410

UDIN: 24062410BKCYMN8751  
Place: Kolkata  
Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**  
Chairman & Managing Director  
DIN: 00374298

**Devina Swarup**  
Director  
DIN: 06831620

**Arun Kumar Singhania**  
Chief Financial Officer

**Shilpishree Choudhary**  
Company Secretary  
ACS No.: 39659

Consolidated Statement of Changes in Equity

Consolidated Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2024

A. Equity Share Capital

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Balance at the beginning of the reporting period	1,67,58	1,67,58
Changes in equity share capital during the year	-	-
<b>Balance at the end of the reporting period</b>	<b>1,67,58</b>	<b>167,58</b>

B. Other Equity

For the year ended 31 March, 2024

(Rs in thousand)

Particulars	Reserves and surplus					Other compr- ehensive Income	Total
	Special Reserve (Pursuant to Section 451C of the Reserve Bank of India Act, 1934)	Cap- ital Re- serve	Capital Re- demp- tion reserve	General Reserve	Retained earnings	Equity instruments through other comprehensive income	
<b>Balance as at 1 April, 2023</b>	<b>27,68,59</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>326,96,58</b>	<b>257,15,67</b>	<b>618,37,41</b>
Profit for the year	-	-	-	-	49,45,85	-	49,45,85
Other Comprehensive Income	-	-	-	-	-	109,94,18	109,94,18
<b>Total Comprehensive Income</b>	<b>27,68,59</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>376,42,43</b>	<b>367,09,85</b>	<b>777,77,44</b>
Dividend paid during the year	-	-	-	-	(10,05,50)	-	(10,05,50)
Transfer from Retained Earnings	-	-	-	-	(3,16,17)	-	-
Transfer from Other Comprehensive income on disposal of equity instruments	3,16,17	-	-	-	14,46,77	(14,46,77)	-
<b>Balance as at 31 March, 2024</b>	<b>30,84,76</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>377,67,53</b>	<b>352,63,08</b>	<b>767,71,94</b>

For the year ended 31 March, 2023

(Rs in thousand)

Particulars	Reserves and surplus					Other compr- ehensive Income	Total
	Special Reserve (Pursuant to Section 451C of the Reserve Bank of India Act, 1934)	Cap- ital Re- serve	Capital Re- demp- tion reserve	General Reserve	Retained earnings	Equity instruments through other comprehensive income	
<b>Balance as at 1 April, 2022</b>	<b>24,74,35</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>217,73,43</b>	<b>368,06,40</b>	<b>617,10,75</b>
Profit for the year	-	-	-	-	44,71,76	-	44,71,76
Other Comprehensive Income	-	-	-	-	-	(35,07,18)	(35,07,18)
<b>Total Comprehensive Income</b>	<b>24,74,35</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>262,45,19</b>	<b>332,99,22</b>	<b>626,75,33</b>
Dividend paid during the year	-	-	-	-	(8,37,92)	-	(8,37,92)
Transfer from Retained Earnings	2,94,24	-	-	-	(2,94,24)	-	-
Transfer from Other Comprehensive income on disposal of equity instruments	-	-	-	-	75,83,55	(75,83,55)	-
<b>Balance as at 31 March , 2023</b>	<b>27,68,59</b>	<b>68</b>	<b>6,95</b>	<b>6,48,94</b>	<b>326,96,58</b>	<b>257,15,67</b>	<b>618,37,41</b>

For S. Jaykishan

Chartered Accountants

Firm's ICAI Registration No: 309005E

Ritesh Agarwal

Partner

M No: 062410

UDIN: 24062410BKCYMN8751

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

Gaurav Swarup

Chairman & Managing Director

DIN: 00374298

Arun Kumar Singhania

Chief Financial Officer

Devina Swarup

Director

DIN: 06831620

Shilpishree Choudhary

Company Secretary

ACS No.: 39659

## **Significant Accounting Policies**

### **1 Corporate Information**

The Industrial and Prudential Investment Company Limited is a Non-Banking Finance Company (NBFC) having the registered office at Paharpur House 8/1/B, Diamond Harbour Road, Kolkata - 700027, engaged in Non-Banking Financial activities including the business of investments and lending. This has been registered with the Reserve Bank of India (RBI) as a Non-Banking Finance Company (NBFC) and is therefore governed by directions and laws issued for NBFC by RBI.

### **2 Statement of Compliance with Ind AS and Recent Pronouncements**

#### **2.1 Statement of Compliance with Ind AS**

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time.

All Ind AS issued and notified till the standalone financial statements are approved for issue by the Board of Directors have been considered in preparing these standalone financial statements.

Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use.

#### **2.2 Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31,2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

### **3 Basis of Preparation and Presentation of Standalone IND AS Financial Statements and Material Accounting Policies**

#### **3.1 Basis of Preparation**

The consolidated financial statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

The consolidated financial statements are presented in Indian Rupees and all values are rounded off to the nearest thousands.

#### **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:



## Notes forming Part of Consolidated Financial Statements

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

Level 2: Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

### Principles of Consolidation

"The Consolidated financial statements have been prepared in accordance with principles laid down in Ind AS 28 on "Accounting for Investments in Associates and Joint Ventures". Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Company uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Company member's financial statements in preparing the consolidated financial statements to ensure conformity with the Company's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31st March except for the financial statements of the Associate used in the consolidation are drawn upto the reporting date of December 31, 2023."

### Associate Company

Associate is an entity over which the Company has significant influence, but not control or joint control. Investments in Associate is accounted for using the equity method and are initially recognised at cost from the date significant influence commences, and thereafter to recognise the Company's share of post acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Company's share of Other Comprehensive Income of the investee in Other Comprehensive Income. Dividend received or receivable from associate are recognised as a reduction in the carrying amount of the investment.

"If the Company's share of the net fair value of the investee's identifiable assets and liabilities exceeds the cost of the investment, any excess is recognised directly in Equity as capital reserve in the period in which the investment is acquired. Goodwill, if any, relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually."

When the Company's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Company has incurred obligations in respect of the associate.

### Information on Associate Company

The following Associate company has been considered in the Consolidated Financial Statements:

1. KSB Limited - Associate Company

### **3.2 Property Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use.

Parts of an item of Property, Plant Equipment having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

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

#### **Depreciation**

Depreciation on Property, Plant and Equipment is provided as per Schedule II of the Companies Act, 2013 on straight line method.

Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use.

Depreciation methods, useful lives, residual values are reviewed and adjusted as appropriate, at each reporting date.

### **3.3 Intangible Assets**

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Amortisation methods and useful lives are reviewed, and adjusted as appropriate, at each reporting date.

### **3.4 Derecognition of Tangible and Intangible Assets**

An item of Tangible and Intangible Assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of Tangible and Intangible Assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

### **3.5 Impairment of Tangible and Intangible Assets**

Tangible and Intangible assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount

## Notes forming Part of Consolidated Financial Statements

of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of asset's fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

### 3.6 Financial Assets and Financial Liabilities

Financial Assets and Financial Liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial 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 of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective, business model and contractual terms to which they relates. Classification of financial instruments are determined on initial recognition.

#### (i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

#### (ii) Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)**

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 and selling financial assets 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. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

For the purpose of paragraph (iii) and (iv) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

**(iv) Financial Assets or Liabilities at Fair value through profit or loss (FVTPL)**

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

**(v) Impairment of Financial Assets**

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The Company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

**(vi) Derecognition of Financial Instruments**

The Company derecognizes a financial asset or a Company of financial assets 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 party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI (except equity instruments designated at FVTOCI), the cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss. However, in respect of equity instruments designated at FVTOCI, the gains or losses are never recycled to profit or loss and are transferred within equity.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or

**Notes forming Part of Consolidated Financial Statements**

are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

**3.7 Equity Share Capital**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

**3.8 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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

Contingent assets are not recognised but disclosed in the consolidated financial statements by way of notes to accounts when an inflow of economic benefits is probable.

**3.9 Employee Benefits**

"Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered. "

**3.10 Revenue**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any

discount or premium on acquisition, fees and costs that are an integral part of the EIR.

### **3.11 Taxes on Income**

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the Statement of Profit or Loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

### **3.12 Earnings Per Share**

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## **4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty**

The preparation of the consolidated financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the consolidated financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at

**Notes forming Part of Consolidated Financial Statements**

the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

**4.1 Current Tax and Deferred Tax**

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**4.2 Provisions and Contingencies**

"Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy. The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances."

**5A. Cash and cash equivalents**

(Rs in Thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Balances with banks	13,94	56,41
<b>Total</b>	<b>13,94</b>	<b>56,41</b>

**5B. Other bank balances**

(Rs in Thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Unpaid dividend account	1,26,92	1,16,98
<b>Total</b>	<b>1,26,92</b>	<b>1,16,98</b>

**6. Receivables**

(Rs in Thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Other Receivables	-	1,91
<b>Total</b>	<b>-</b>	<b>1,91</b>

6.1 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director, or a member.

**7. Loans**

(Rs in Thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Within India - to Corporates</b>		
<b>Unsecured</b>		
- measured at amortised cost		
Bills purchased and bills discounted	4,97,01	4,98,04
<b>Total</b>	<b>4,97,01</b>	<b>4,98,04</b>

**7.1 Credit quality of assets**

The table below shows the credit quality and the maximum exposure to credit risk based on year-end stage classification. The amounts presented are gross of Impairment loss allowance.

(Rs in Thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Low credit risk	4,97,01	4,98,04
Significant Increase in credit risk	-	-
Credit-Impaired	-	-
<b>Total</b>	<b>4,97,01</b>	<b>4,98,04</b>



Notes forming Part of Consolidated Financial Statements

8. Investments

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024					
	At Amortised Cost	At Fair Value		Subtotal	At Equity Method	Total
		Through other comprehensive income	Through Profit or Loss			
	1	2	3	4 = 2+3	5	6 = 1+4+5
(i) Investment in mutual funds	-	-	5,32,84	5,32,84	-	5,32,84
(ii) Investment in debt securities	-	-	1,05	1,05	-	1,05
(iii) Investment in equity instruments	-	486,09,58	-	486,09,58	-	486,09,58
(iv) Investment in associate	-	-	-	-	302,69,00	302,69,00
<b>Total Gross (A)</b>	-	<b>486,09,58</b>	<b>5,33,90</b>	<b>491,43,48</b>	<b>302,69,00</b>	<b>794,12,47</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	486,09,58	5,33,90	491,43,48	302,69,00	794,12,47
<b>Total Gross (B)</b>	-	<b>486,09,58</b>	<b>5,33,90</b>	<b>491,43,48</b>	<b>302,69,00</b>	<b>794,12,47</b>
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
<b>Total - Net D = (A) -(C)</b>	-	<b>486,09,58</b>	<b>5,33,90</b>	<b>491,43,48</b>	<b>302,69,00</b>	<b>794,12,47</b>

Particulars	As at 31 <sup>st</sup> March 2023					
	At Amortised Cost	At Fair Value		Subtotal	At Equity Method	Total
		Through other comprehensive income	Through Profit or Loss			
	1	2	3	4 = 2+3	5	6 = 1+4+5
(i) Investment in mutual funds	-	-	19,66,69	19,66,69	-	19,66,69
(ii) Investment in debt securities	-	-	2,16	2,16	-	2,16
(iii) Investment in equity instruments	-	343,80,29	-	343,80,29	-	343,80,29
(iv) Investment in associate	-	-	-	-	268,46,94	268,46,94
<b>Total Gross (A)</b>	-	<b>343,80,29</b>	<b>19,68,86</b>	<b>363,49,15</b>	<b>268,46,94</b>	<b>631,96,08</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	343,80,29	19,68,86	363,49,15	268,46,94	631,96,08
<b>Total Gross (B)</b>	-	<b>343,80,29</b>	<b>19,68,86</b>	<b>363,49,15</b>	<b>268,46,94</b>	<b>631,96,08</b>
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
<b>Total - Net D = (A) -(C)</b>	-	<b>343,80,29</b>	<b>19,68,86</b>	<b>363,49,15</b>	<b>268,46,94</b>	<b>631,96,08</b>

**8.1 Details of Investments**

(Rs in thousand)

Particulars	31 <sup>st</sup> March 2024			31 <sup>st</sup> March 2023	
	Face value	Number of units	Amount (Rs. in Thousands)	Number of units	Amount (Rs. in Thousands)
<b>Mutual funds</b>					
<b>Carried at fair value through Profit and Loss</b>					
IL&FS Milestone Fund - II	1000	104	1,04	104	1,04
JM Medium To Long Duration Fund Regular Plan Growth	10	-	-	3,51,963	1,84,04
HDFC Liquid Fund Direct Plan Growth	10	11,207	5,31,63	-	-
Kotak Liquid Direct Plan Growth	10	-	-	32,746	14,89,43
Kotak Flexicap Fund Growth - Regular Plan	10	-	-	5,50,758	2,92,01
Nippon India Equity Hybrid Fund Segregated	10	10,59,073	17	10,59,073	17
<b>Total</b>			<b>5,32,84</b>		<b>19,66,69</b>
<b>Debt securities - quoted</b>					
<b>Carried at Fair Value Through Profit and Loss</b>					
NTPC Limited - Sr-54 8.49% Non Convertible (Redeemable on 25 <sup>th</sup> March 2025)	5	21,000	1,05	21,000	2,16
<b>Total</b>			<b>1,05</b>		<b>2,16</b>
<b>Equity instruments</b>					
<b>Carried at fair value through Other Comprehensive Income</b>					
<b>Other Entities - Quoted</b>					
Axis Bank Limited	2	1,36,800	14,32,57	1,36,800	11,74,43
Bharti Airtel Limited (Partly paid Rs. 1.25 per share paid up)	5	2,56,500	21,08,05	2,56,500	9,40,59
Bosch Limited	10	3,610	10,84,13	3,610	6,99,25
Computer Age Management Services Limited	10	18,900	5,51,06	18,900	3,83,85
Cummins India Limited	2	28,100	8,44,76	23,800	3,87,84
Divis Laboratories Limited	2	29,070	10,01,55	15,670	4,42,42
Gland Pharma Limited	1	12,300	2,26,97	12,300	1,55,99
HDFC Bank Limited	1	91,500	13,24,83	91,500	14,72,74
Hindustan Unilever Limited	1	84,550	19,14,51	84,550	21,64,78
Infosys Limited	5	4,88,100	73,11,98	5,23,050	74,68,89

Notes forming Part of Consolidated Financial Statements

Particulars	31 <sup>st</sup> March 2024			31 <sup>st</sup> March 2023	
	Face value	Number of units	Amount (Rs. in Thousands)	Number of units	Amount (Rs. in Thousands)
Jio Financial Services Limited	10	43,760	1,54,80	-	-
Larsen & Toubro Limited	2	55,892	21,03,72	57,300	12,40,09
Life Insurance Corporation of India	10	1,18,100	10,81,97	-	-
Nestle India Limited	1	1,40,000	36,71,29	14,000	27,58,63
Reliance Industries Limited	10	43,760	13,00,42	36,660	8,54,56
Sapphire Foods India Limited	10	22,270	3,49,41	22,270	2,71,27
Siemens Limited	2	28,200	15,15,48	25,000	8,31,79
State Bank of India	1	2,24,750	16,90,91	2,24,750	11,77,13
Tata Consultancy Services Limited	1	-	-	28,000	8,97,65
Tata Motors Limited	2	-	-	50	21
Tata Motors Limited Type A Shares	2	5,60,000	36,80,32	5,60,000	11,69,00
Tata Steel Limited (Previous year face value - Rs. 10)	1	-	-	2,47,870	2,59,02
Titan Company Limited	1	3,10,500	118,04,59	3,10,500	78,08,78
Ultratech Cement Ltd	10	13,982	13,63,13	9,412	7,17,40
Vedant Fashions Limited	1	81,000	7,50,47	-	-
Yes Bank Limited	2	24,17,600	5,60,88	12,17,600	1,83,25
Zee Entertainment Enterprises Limited	1	5,32,358	7,37,58	4,12,358	8,75,23
Other Entities - Unquoted, fully paid-up					
Niyuprene Plastics Company Limited	10	1,000	-	1,000	-
Siltronics India Limited	10	30	-	30	-
Chennai Super Kings Cricket Limited	0.1	26,000	44,20	26,000	45,50
<b>Total</b>			<b>486,09,58</b>		<b>343,80,29</b>
<b>Equity instruments</b>					
<b>Carried at Equity Method</b>					
<b>Associate - Quoted, fully paid-up</b>					
KSB Limited	10	75,00,000	302,69,00	75,00,000	268,46,94
<b>Total</b>			<b>302,69,00</b>		<b>268,46,94</b>
<b>Grand Total</b>			<b>794,12,47</b>		<b>631,96,08</b>

8.2 Details of associate in accordance with Ind AS 112 Disclosure of interests in other entities:

Name of the entity	Principal Activity	Place of incorporation and Principal Place of Business	Proportion of ownership interest/voting rights held by the Company	
			31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
KSB Limited (Associate)	Manufacturing	India	21.55%	21.55%

8.3 Investments include Securities lent under “Stock Lending and Borrowing Scheme” of the Securities and Exchange Board of India

Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
	No. of shares	No. of shares
Equity instruments - Quoted		
Bosch Limited	-	3,610
Cummins India Limited	-	23,800

**9. Other financial assets**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>Unsecured (Considered Good)</b>		
Security Deposit	-	8
<b>Total</b>	-	<b>8</b>

**10. Current tax assets (net)**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Advance Tax- Net of Provision Rs. 5,44,00 thousands (Previous Year Rs. 5,45,00 thousands)	1,00,42	27,51
<b>Total</b>	<b>1,00,42</b>	<b>27,51</b>

Notes forming Part of Consolidated Financial Statements

11. Property, plant and equipment

(Rs in thousand)

Particulars	Furniture and fixtures	Office equipment	Computer	Total
<b>Gross Block (Deemed Cost)</b>				
As at 1 April, 2022	3,80	1,17	5,81	10,78
Additions	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2023</b>	<b>3,80</b>	<b>1,17</b>	<b>5,81</b>	<b>10,78</b>
Additions	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2024</b>	<b>3,80</b>	<b>1,17</b>	<b>5,81</b>	<b>10,78</b>
<b>Accumulated Depreciation</b>				
As at 1 April, 2022	3,80	1,17	5,61	10,58
Depreciation expense for the year	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2023</b>	<b>3,80</b>	<b>1,17</b>	<b>5,61</b>	<b>10,58</b>
Depreciation expense for the year	-	-	-	-
Disposals/adjustments	-	-	-	-
<b>Balance as at 31 March, 2024</b>	<b>3,80</b>	<b>1,17</b>	<b>5,61</b>	<b>10,58</b>
<b>Net carrying amount as at 31 March, 2024</b>	-	-	<b>20</b>	<b>20</b>
<b>Net carrying amount as at 31 March, 2023</b>	-	-	<b>20</b>	<b>20</b>

12. Payables

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Trade Payable		
(i) total outstanding due of micro enterprises and small enterprises		
(ii) total outstanding due of creditors other than micro enterprises and small enterprises	20,48	26,42
<b>Total</b>	<b>20,48</b>	<b>26,42</b>

12.1 Trade payable ageing schedule

(Rs in thousand)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<b>As at 31 March, 2024</b>					
(i) Undisputed dues - Micro enterprises and small enterprises	-	-	-	-	-
(ii) Undisputed dues - Creditors other than micro enterprises and small enterprises	20,48	-	-	-	20,48
(iii) Disputed dues - Micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues - Creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>Total</b>	<b>20,48</b>	-	-	-	<b>20,48</b>
<b>As at 31 March , 2023</b>					
(i) Undisputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(ii) Undisputed dues- Creditors other than micro enterprises and small enterprises	26,42	-	-	-	26,42
(iii) Disputed dues- Micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues- Creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>Total</b>	<b>26,42</b>	-	-	-	<b>26,42</b>

13. Other financial liabilities

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Unpaid dividend	1,27,03	1,17,12
Employee benefits payable	-	65
<b>Total</b>	<b>1,27,03</b>	<b>1,17,77</b>

14. Deferred Tax Liabilities (Net)

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Deferred Tax Assets	-	-
Deferred Tax Liabilities	30,58,23	17,47,14
<b>Total</b>	<b>30,58,23</b>	<b>17,47,14</b>

Notes forming Part of Consolidated Financial Statements

(Rs in thousand)

Particulars	Opening Balance 1 <sup>st</sup> April 2023	Charge/ (Credit) in Profit and Loss	Charge/(Credit) in Other Comprehensive Income	Closing Balance 31 <sup>st</sup> March 2024
<b>Deferred Tax Liabilities</b>				
On fair value gain of investments (through other comprehensive income)	17,19,67	-	13,32,62	30,52,29
On fair value gain of investments (through profit or loss)	27,47	(21,53)	-	5,94
<b>Total Deferred Tax Liabilities</b>	<b>17,47,14</b>	<b>(21,53)</b>	<b>13,32,62</b>	<b>30,58,23</b>
<b>Deferred Tax Assets</b>				
<b>Total Deferred Tax Assets</b>	-	-	-	-
<b>Deferred Tax Liabilities (net)</b>	<b>17,47,14</b>	<b>(21,53)</b>	<b>13,32,62</b>	<b>30,58,23</b>

(Rs in thousand)

Particulars	Opening Balance 1 <sup>st</sup> April 2022	Charge/ (Credit) in Profit and Loss	Charge/(Credit) in Other Comprehensive Income	Closing Balance 31 <sup>st</sup> March 2023
<b>Deferred Tax Liabilities</b>				
On fair value gain of investments (through other comprehensive income)	23,88,27	-	(6,68,60)	17,19,67
On fair value gain of investments (through profit or loss)	1,03,32	(75,85)	-	27,47
<b>Total Deferred Tax Liabilities</b>	<b>24,91,59</b>	<b>(75,85)</b>	<b>(6,68,60)</b>	<b>17,47,14</b>
<b>Deferred Tax Assets</b>				
<b>Total Deferred Tax Assets</b>	-	-	-	-
<b>Deferred Tax Liabilities (net)</b>	<b>24,91,59</b>	<b>(75,85)</b>	<b>(6,68,60)</b>	<b>17,47,14</b>

15. Other non financial liabilities

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Advance from customer	5,09	-
Statutory liabilities	4,18	3,30
<b>Total</b>	<b>9,27</b>	<b>3,30</b>

## 16. Equity Share Capital

(Rs in thousand)

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Authorised Capital</b>		
21,00,000 (March 31, 2023 - 21,00,000) Equity Shares of Rs. 10 each Issued, subscribed and fully paid-up	2,10,00	2,10,00
16,75,840 (March 31, 2023 - 16,75,840) Equity shares of Rs. 10 each fully paid up	1,67,58	1,67,58
<b>Total</b>	<b>1,67,58</b>	<b>1,67,58</b>

### 16.1 Reconciliation of the number of shares outstanding

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
As at the beginning of the year	16,75,840	16,75,840
As at the end of the year	16,75,840	16,75,840

### 16.2 Terms and Right attached to equity shareholders

The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Shareholders have all other rights as available to equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company, as applicable.

### 16.3 Holding Company

In accordance with Section 2(87) (i) of the Companies Act, 2013 Paharpur Cooling Towers Limited is a Holding Company as it is deemed to control the Composition of the Board of Directors.

### 16.4 Name of the Shareholders holding more than 5 % Equity Shares

Particulars	As at		As at	
	31 <sup>st</sup> March 2024		31 <sup>st</sup> March 2023	
Name of the Shareholders	No of Shares	In %	No of Shares	In %
Paharpur Cooling Towers Limited	7,46,901	44.57%	7,46,901	44.57%
Paharpur Corporation Limited	1,91,550	11.43%	1,91,550	11.43%
Melvin Powell Vanaspati & Engineering Industries Limited	1,54,800	9.24%	1,54,800	9.24%



**Notes forming Part of Consolidated Financial Statements**

**16.5** In respect of the year ended 31st March 2024, the Board of Directors has proposed a final dividend of Rs. 90 per share to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these standalone financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

**16.6 Disclosure of Shareholding of Promoters**

**Shares held by promoters**

Particulars	As at			As at		
	31 <sup>st</sup> March 2024			31 <sup>st</sup> March 2023		
Name of the Shareholders	No of Shares	In %	% change during the year	No of Shares	In %	% change during the year
Paharpur Cooling Towers Limited	7,46,901	44.57%	-	7,46,901	44.57%	-
Paharpur Corporation Limited	1,91,550	11.43%	-	1,91,550	11.43%	-
Melvin Powell Vanaspati & Engineering Industries Limited	1,54,800	9.24%	-	1,54,800	9.24%	-
Swarup Family Trust	33,081	1.97%	-	33,081	1.97%	20.96%
Bindu Vikram Swarup	9,000	0.54%	-	9,000	0.54%	-
Gaurav Swarup	3,600	0.21%	-	3,600	0.21%	-
Parul Swarup	3,414	0.20%	-	3,414	0.20%	-

**16.7** The company is an investment and credit company, the objective of the Company is to invest in long term investments, provide loan and distributing the profits of Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the Company and ensure sustainable growth. Accordingly, the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of company's capital management.

**16.8** For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:  
- Aggregate of 69,500 equity shares bought back by the Company during the financial year 2020-2021.

**17. Other Equity**

(Rs in thousand)

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Special Reserve (Pursuant to Section 45-IC of the Reserve Bank of India Act,1934)</b>		
Opening Balance	27,68,59	24,74,35
Add: Transfer from Retained Earnings	3,16,17	2,94,24
<b>Closing Balance</b>	<b>30,84,76</b>	<b>27,68,59</b>
<b>Capital Reserve</b>		
Opening Balance	68	68
<b>Closing Balance</b>	<b>68</b>	<b>68</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	6,95	6,95
<b>Closing Balance</b>	<b>6,95</b>	<b>6,95</b>
<b>General Reserve</b>		
Opening Balance	6,48,94	6,48,94
<b>Closing Balance</b>	<b>6,48,94</b>	<b>6,48,94</b>
<b>Retained Earnings</b>		
Opening Balance	326,96,58	217,73,43
Add: Profit for the period	49,45,85	44,71,76
Add: Transfer from Other Comprehensive Income	14,46,77	75,83,55
Less: Transfer to Special Reserve	(3,16,17)	(2,94,24)
Less: Dividend paid during the year	(10,05,50)	(8,37,92)
<b>Closing Balance</b>	<b>377,67,53</b>	<b>326,96,58</b>
<b>Equity Instrument through Other Comprehensive Income</b>		
<b>Opening Balance</b>	257,15,67	368,06,40
Add: Other Comprehensive Income for the year	109,94,18	(35,07,18)
Less: Transfer to Retained Earnings (on sale of equity shares)	(14,46,77)	75,83,55
<b>Closing Balance</b>	<b>352,63,08</b>	<b>257,15,67</b>
<b>Total</b>	<b>767,71,94</b>	<b>618,37,39</b>
Refer Statement of Changes in Equity for movement in balances of reserves.		

**17.1 Nature and purpose of reserves :**

**Special Reserve (in terms of Section 45-IC of Reserve Bank of India Act, 1934)**

Special Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a Non Banking Financial Company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

Notes forming Part of Consolidated Financial Statements

**Capital Reserve**

Capital Reserve is a reserve which is not free for distribution. The balance in this reserve has been created long ago.

**Capital Redemption Reserve**

Capital redemption reserve has been created consequent to buy back of equity shares. This reserve shall be utilised in accordance with the provisions of the Act.

**General Reserve**

The General Reserve is created from time to time by appropriating profits from Retained Earnings. The general reserve is created by a transfer from one component of equity to another. Accordingly, it is not reclassified to the statement of profit and loss.

**Retained Earnings**

Retained earnings represents the undistributed profits/ amount of accumulated earnings of the Group.

**Other Comprehensive Income**

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. The Group transfers amounts from this reserve to retained earnings when the relevant equity instruments are de-recognised as per the policy.

**18. Interest income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
<b>On Financial instruments measured at FVTPL</b>		
Interest Income on debt securities	18	22
<b>Total</b>	<b>18</b>	<b>22</b>

**19. Dividend income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Dividend Income on financial instruments	4,35,48	4,57,11
<b>Total</b>	<b>4,35,48</b>	<b>4,57,11</b>

**20. Net gain/(loss) on fair value changes**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Net gain/(loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investment in Mutual Fund	1,10,80	1,62,88
- Investment in Debenture	(6)	(59)
<b>Total</b>	<b>1,10,74</b>	<b>1,62,29</b>

20.1. Details of net gain on fair valuation of financial instrument measured at fair value through profit and loss:

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Realised	85,37	72,19
Unrealised	25,37	90,10
<b>Total</b>	<b>1,10,74</b>	<b>1,62,29</b>

**21. Others**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Income from Shares lent (Refer Note 21.1)	1,25	4,91
Income from Derivatives	-	42,67
Income from Bill Discounting and Processing Charges	57,78	58,38
<b>Total</b>	<b>59,03</b>	<b>105,96</b>

21.1. This represents shares lent under "Stock Lending and Borrowings Scheme" of the Securities and Exchange Board of India.

**22. Other income**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Liability Written Back	3	-
Interest on Income Tax Refund	-	7,32
<b>Total</b>	<b>3</b>	<b>7,32</b>

**23. Employee benefits expense**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Salary	2,74	5,73
<b>Total</b>	<b>2,74</b>	<b>5,73</b>

**24. Other expenses**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Rent, taxes and energy costs	-	1,27
Printing & Stationery	53	16
Advertisement and publicity	16	2,45
Directors' Fees, allowances and expenses	8,09	8,13
Directors' Commission	8,18	8,98
Auditor Fees and expenses	4,87	4,91
Legal and Professional Fees	49,31	51,57
Securities Transaction Tax	1,76	18,29
Provision for standard assets	1,25	-
Miscellaneous expenses	3,30	4,79
<b>Total</b>	<b>77,45</b>	<b>1,00,55</b>

Notes forming Part of Consolidated Financial Statements

25. Tax Expense

Reconciliation of Income tax expense for the year with accounting profit is as follows:

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows:

(Rs in thousand)

Particulars	For the Year Ended	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Profit before tax</b>	5,25,27	6,26,62
<b>Tax rate</b>	25.168%	25.168%
Income tax expense calculated at rate applicable	1,32,20	1,57,71
Less : Effect of income Exempt from taxation/ deductible for computing taxable profit		
Non deductible tax expenses	76	5,77
Deductible tax expenses	(24)	(24)
Effect of fair valuation of investments	(25,37)	-
Income tax at different rate	99,33	16,73
Dividend from Associate	2,83,14	2,35,95
Deduction u/s 80M	(3,79,60)	(2,53,07)
Effect of Adjustment of tax relating to earlier periods	(5,56)	(6,22)
Effect of other adjustments (Including fair valuation)	(27,75)	(63,70)
<b>Income tax expense recognised in profit and loss</b>	<b>76,91</b>	<b>92,93</b>

The tax rate used for reconciliations above is 25.168% (31st March 2023 - 25.168%) as applicable for corporate entities on taxable profits under the Indian tax laws.

**26. Accounting classification and fair values**

The accounting classification of each category of financial instruments, their carrying amount and fair value are as follows:-

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
<b>Financial Assets measured at amortised cost</b>				
Cash and cash equivalents	13,94	13,94	56,41	56,41
Bank Balance other than Cash and Cash Equivalents	1,26,92	1,26,92	1,16,98	1,16,98
Loans	4,97,01	4,97,01	4,98,04	4,98,04
Trade Receivables	-	-	1,91	1,91
Other Financial Assets	-	-	8	8
Investments in equity instruments (Associate)	302,69,00	2891,92,50	268,46,94	1571,10,00
<b>Sub total (A)</b>	<b>309,06,88</b>	<b>2898,30,38</b>	<b>275,20,35</b>	<b>1577,83,41</b>
<b>Financial Assets measured at fair value through profit and loss account</b>				
Investments in Mutual Funds	5,32,84	5,32,84	19,66,69	19,66,69
Investments in debt securities	1,05	1,05	2,16	2,16
<b>Sub total (B)</b>	<b>5,33,89</b>	<b>5,33,89</b>	<b>19,68,86</b>	<b>19,68,86</b>
<b>Financial Assets measured at fair value through other comprehensive income</b>				
Investments in Equity Instruments (Other than Associate)	486,09,58	486,09,58	343,80,29	343,80,29
<b>Sub total (C)</b>	<b>486,09,58</b>	<b>486,09,58</b>	<b>343,80,29</b>	<b>343,80,29</b>
<b>Total Financial Asset (A+B+C)</b>	<b>800,50,34</b>	<b>3389,73,84</b>	<b>638,69,50</b>	<b>1941,32,57</b>
<b>Financial Liabilities</b>				
<b>Financial Liabilities measured at amortised cost</b>				
Trade Payables	20,48	20,48	26,42	26,42
Other Financial Liabilities	1,27,03	1,27,03	1,17,77	1,17,77
<b>Total Financial Liabilities</b>	<b>1,47,51</b>	<b>1,47,51</b>	<b>1,44,19</b>	<b>1,44,19</b>

**Fair Valuation Techniques**

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

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents, trade payables, financial liabilities and assets approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

Investments traded in active market are determined by reference to the quotes from the Stock exchanges as at the reporting date. Investments in mutual funds have been valued based on their respective net asset value as on the reporting date.

Notes forming Part of Consolidated Financial Statements

**Fair value hierarchy**

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at balance sheet date:

(Rs in thousand)

Particulars	As at 31 March 2024 (31 March 2023)	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investment in equity instruments other than subsidiaries, associates and joint venture	486,09,58 (343,80,29)	485,65,38 (343,34,79)	44,20 (45,50)	- -
Investment in mutual fund	5,32,84 (19,66,69)	5,32,84 (42,29,99)		
Investment in debentures	1,05 (2,16)	1,05 (2,16)		

**Measurement of fair values**

Level I: quoted (unadjusted) prices in active markets for identical assets or liabilities.

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

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

- (i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- (ii) Financial assets and liabilities are stated at carrying value which approximates their fair value.
- (iii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets.
- (iv) The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period
- (v) During the year ended 31<sup>st</sup> March 2023 there were no transfers between Level 1, Level 2 and Level 3.

**Financial Risk Management**

The Group's activities are exposed to variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and approves policies for managing these risks. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

**Market Risk**

Market risk is the risk or uncertainty arising from possible market fluctuations resulting in variation in the fair

value of future cash flows of a financial instrument. The major components of Market risks are currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes investments and trade and other payables.

**Interest rate risk**

The Group doesn't have exposure in market risk relating to change in interest rate as it doesn't have any borrowed funds whether in fixed rate or floating rate.

**Price risk**

**(a) Exposure**

The Group is exposed to price risk arising from investments in Equity Shares held by the Group and is classified in the balance sheet as fair value through Other Comprehensive Income. The Group is also exposed to price risk arising from investments in Mutual Funds, Preference Shares and Debentures held by the Group and is classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments, the Group diversifies its portfolio.

**(b) Sensitivity analysis- Equity price risk**

The table below summaries the impact of increases/decreases of the index on the Company's equity and profit for the year. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the Company's investments in equity instruments moved in line with the index.

Particulars	Impact on profit after tax		Impact on other components of equity	
	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
NSE/BSE Index- increase by 2%	-	-	9,71,31	6,86,70
NSE/BSE Index- decrease by 2%	-	-	(9,71,31)	(6,86,70)

Profit for the period would increase/decrease as a result of gains/losses on exchange traded funds equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gain/losses on equity securities classified as fair value through other comprehensive income.

**Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

**Financial assets that are neither past due nor impaired**

Cash and cash equivalents, investment and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

**Liquidity Risk**

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's objective is to maintain optimum level of liquidity to meet it's cash and collateral



Notes forming Part of Consolidated Financial Statements

requirements at all times. The Group relies on internal accruals to meet its fund requirement.

**Maturity Analysis of Financial Liabilities**

As at 31<sup>st</sup> March 2024

(Rs in thousand)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Other Financial Liabilities	1,27,03	1,27,03	-	-	-	1,27,03
Trade Payables	20,48	20,48	-	-	-	20,48
<b>Total</b>	<b>1,47,51</b>	<b>1,47,51</b>	-	-	-	<b>1,47,51</b>

As at 31<sup>st</sup> March 2023

(Rs in thousand)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Other Financial Liabilities	1,17,77	1,17,77	-	-	-	1,17,77
Trade Payables	26,42	26,42	-	-	-	26,42
<b>Total</b>	<b>1,44,19</b>	<b>1,44,19</b>	-	-	-	<b>1,44,19</b>

**Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Group's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Group is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without where the risk profile of the Group.

Since at present there is no borrowings obtained by the Company so Capital Gearing Ratio is not disclosed hereunder.

**27. Maturity Analysis of Asset and Liabilities**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024			As at 31 <sup>st</sup> March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Assets</b>						
<b>Financial Assets</b>						
Cash and Cash Equivalents	13,94	-	13,94	56,41	-	56,41
Bank Balance other than Cash and Cash Equivalents	1,26,92	-	1,26,92	1,16,98	-	1,16,98
Loans	4,97,01	-	4,97,01	4,98,04	-	4,98,04
Other Receivables	-	-	-	1,91	-	1,91
Investments	5,32,84	788,79,63	794,12,47	19,66,69	612,29,39	631,96,08
Other Financial Assets	-	-	-	8	-	8
<b>Non Financial Assets</b>						
Current Tax Assets (Net)	1,00,42	-	1,00,42	27,51	-	27,51
Property, Plant and Equipment	-	20	20	-	20	20
Other Non Financial Assets	3,57	-	3,57	2,39	-	2,39
<b>Total</b>	<b>12,74,70</b>	<b>788,79,83</b>	<b>801,54,53</b>	<b>26,70,01</b>	<b>612,29,59</b>	<b>638,99,60</b>
<b>Liabilities</b>						
<b>Financial Liabilities</b>						
Trade Payable	20,48	-	20,48	26,42	-	26,42
Other Financial Liabilities	1,27,03	-	1,27,03	1,17,77	-	1,17,77
<b>Non Financial Liabilities</b>						
Deferred tax liabilities (Net)	-	30,58,23	30,58,23	-	17,47,14	17,47,14
Other Non Financial Liabilities	9,27	-	9,27	3,30	-	3,30
<b>Total</b>	<b>1,56,78</b>	<b>30,58,23</b>	<b>32,15,01</b>	<b>1,47,49</b>	<b>17,47,14</b>	<b>18,94,63</b>
<b>Net</b>	<b>11,17,92</b>	<b>758,21,60</b>	<b>769,39,52</b>	<b>25,22,52</b>	<b>594,82,45</b>	<b>620,04,97</b>

28. The Company has Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company is mainly engaged in the investing and credit business and all other activities revolve around the main business of the Company. Further, all activities are conducted within India and as such there is no separate reportable segment, as per the Ind AS 108 - "Operating Segments" specified under Section 133 of the Act.

**29 Contingent Liabilities and Commitments:**

(Rs in thousand)

Particulars	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
Investments partly paid – Equity Shares of Rs.5 each in Bharti Airtel Ltd (Rs. 1.25 per share paid up)	10,29,21	10,29,21

Notes forming Part of Consolidated Financial Statements

30 Dividend on equity shares

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Dividend on equity shares declared and paid		
Final Dividend for the year ended 31 <sup>st</sup> March 2023 – Rs. 60 per share	10,05,50	8,37,92
<b>Proposed dividend on Equity Shares</b>		
Proposed dividend for the year ended 31 <sup>st</sup> March 2024 – Rs. 90 per share	15,08,26	10,05,50

31 Related Party Disclosure

A Related parties have been identified in terms of IND AS 24 “Related Party Disclosures” as listed below:

Name of the Related Party

- 1 Holding Company  
Paharpur Cooling Towers Limited (PCTL)
- 2 Associate Company  
KSB Limited (KSB)
- 3 Key Management Personnel

Name
Mr Gaurav Swarup
Mr Varun Swarup
Ms Devina Swarup
Mr Anish Modi
Mr Probir Roy
Mr Debanjan Mandal
Mr A K Singhanian
Mr Ayan Datta (till 30 <sup>th</sup> November 2022)
Ms Shilpishree Choudhary (w.e.f. 28 <sup>th</sup> March 2023)

4 Relatives of Key Management Personnel:-

Name
Ms Bindu Vikram Swarup
Ms Parul Swarup

5 Enterprises over which Key Enterprises Management Personnel having significant influence

- Paharpur Corporation Limited (PCL)  
Melvin Powell Vanaspati Engineering Industries Limited (MPVEIL)  
Swarup Family Trust (SFT)  
Fox & Mandal LLP Advocates

31.1 The following table provides details of transactions that have been entered into with related parties during the relevant financial year and particulars of outstanding balances as at 31 March, 2024 and 31 March, 2023 :

(Rs in thousand)

Nature of transaction	Holding	Associates	Key Management Personnel	Relatives of Key Management Personnel	Entities over which KMP and their relatives have control / Significant influence	Total
<b>Income</b>						
<b><u>Dividend Received</u></b>						
-KSB		11,25,00 (9,37,50)				11,25,00 (9,37,50)
<b>Expenses</b>						
Dividend Paid						
-PCTL	4,48,14 (3,73,45)					4,48,14 (3,73,45)
-Gaurav Swarup			2,16 (1,80)			2,16 (1,80)
-Bindu Vikram Swarup				5,40 (4,50)		5,40 (4,50)
-Parul Swarup				2,05 (1,71)		2,05 (1,71)
-SFT					19,85 (16,54)	19,85 (16,54)
-PCL					1,14,93 (95,78)	1,14,93 (95,78)
-MPVEIL					92,88 (77,40)	92,88 (77,40)
<b><u>Director Sitting Fees</u></b>						
-Devina Swarup			1,73 (1,58)			1,73 (1,58)
-Gaurav Swarup			90 (1,13)			90 (113)
-Anish Modi			98 (75)			98 (75)
-Debanjan Mandal			1,50 (1,43)			1,50 (1,43)
-Probir Roy			1,58 (1,73)			1,58 (1,73)
-Varun Swarup			75 (90)			75 (90)

Notes forming Part of Consolidated Financial Statements

(Rs in thousand)

Nature of transaction	Holding	Associates	Key Management Personnel	Relatives of Key Management Personnel	Entities over which KMP and their relatives have control / Significant influence	Total
<b><u>Director's Commission</u></b>						
- Devina Swarup			1,35 (1,50)			1,35 (1,50)
- Anish Modi			1,35 (1,50)			1,35 (1,50)
- Debanjan Mandal			1,35 (1,50)			1,35 (1,50)
- Probir Roy			1,35 (1,50)			1,35 (1,50)
- Varun Swarup			1,35 (1,50)			1,35 (1,50)
<b><u>Remuneration</u></b>						
- Ayan Datta			2,74 (5,73)			2,74 (5,73)
<b><u>Professional Fees</u></b>						
- Fox & Mandal LLP, Advocates					- (4,63)	- (4,63)
<b><u>Outstanding Balances</u></b>						
<b><u>Director's Commission Payable</u></b>						
- Devina Swarup			1,35 (1,43)			1,35 (1,43)
- Anish Modi			1,35 (1,43)			1,35 (1,43)
- Debanjan Mandal			1,35 (1,43)			1,35 (1,43)
- Probir Roy			1,35 (1,43)			1,35 (1,43)
- Varun Swarup			1,35 (1,43)			1,35 (1,43)
<b><u>Investment</u></b>						
-KSB			302,69,00 (268,46,94)			302,69,00 (268,46,94)

Note: values in ( ) indicates figures for previous year

**32 Earnings per Share**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
Net profit for basic and diluted earnings per share as per Statement of Profit and Loss	49,45,85	44,71,76
Weighted average number of equity shares for calculation of basic and diluted earnings per share	16,75,840	16,75,840
Earnings per share (EPS) of Equity Share of Rs. 10 each:		
- Basic and Diluted (Rs.)	295.13	266.84

33 The following additional information, to the extent applicable, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 01, 2016, as amended. Further additional disclosures in terms of Scale Based regulation framework (Circular No. RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 October 22, 2021) are also disclosed below

**(a) Exposure to real estate sector**

The Company does not have any exposures to real estate sector (including off balance sheet items) as at March 31, 2024 and March 31, 2023.

**(b) Exposure to capital market**

(Rs in thousand)

Particulars	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	497,03,18	357,60,12
<b>Total exposure to capital market</b>	<b>497,03,18</b>	<b>357,60,12</b>

**(c) Sectoral Exposure**

(Rs in thousand)

Sectors	For the year ended 31 <sup>st</sup> March 2024			For the year ended 31 <sup>st</sup> March 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
Industry						
(i) Plywood	4,97,01	-	-	4,98,04	-	-
<b>Total of Industry</b>	<b>4,97,01</b>			<b>4,98,04</b>		

**Notes forming Part of Consolidated Financial Statements**

**(d) Intra group Exposures**

The Company has investment in group companies as disclosed in Note 8.1 of the notes to financial statements as at 31 March, 2024 and 31 March, 2023.

**(e) Unhedged foreign currency exposure**

The Company does not have any unhedged foreign currency exposures as at 31 March, 2024 and 31 March, 2023.

**(f) Related Party Disclosures**

For related party disclosures refer to Note 31 of the notes to standalone financial statements.

**(g) Disclosure of Complaints**

There are no complaints received by the NBFCs from customers and from the Offices of Ombudsman during the year ended March 31, 2024 and March 31, 2023.

**34. Disclosure pursuant to Reserve Bank of India notification DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 pertaining to Asset Classification as per RBI Norms:**

**As at 31<sup>st</sup> March 2024**

(Rs in thousand)

Asset Classification as per RBI Norms	Asset Classification as per Ind-AS 109	Gross carrying amount Ind-AS	Loss Allowances (Provisions) as required under Ind-AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind-AS 109 and IRACP
<b>Performing Assets</b>						
Standard	Stage 1	4,98,26	-	4,98,26	1,25	(1,25)
	Stage 2	-	-	-	-	-
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Total</b>		<b>4,98,26</b>	<b>-</b>	<b>4,98,26</b>	<b>1,25</b>	<b>(1,25)</b>

**As at 31<sup>st</sup> March 2023**

(Rs in thousand)

Asset Classification as per RBI Norms	Asset Classification as per Ind-AS 109	Gross carrying amount Ind-AS	Loss Allowances (Provisions) as required under Ind-AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind-AS 109 and IRACP
<b>Performing Assets</b>						
Standard	Stage 1	4,98,04	-	4,98,04	1,25	(1,25)
	Stage 2	-	-	-	-	-
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Total</b>		<b>4,98,04</b>	<b>-</b>	<b>4,98,04</b>	<b>1,25</b>	<b>(1,25)</b>

35 Additional information as required by Paragraph 2 of General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as on 31st March 2024:

(Rs in thousand)

Name of the Entity in the Group	Net assets i.e., total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Other Comprehensive Income	Amount
<b>Parent</b> Industrial & Prudential Investment Company Limited	62.08%	477,62,92	31.81%	15,73,36	99.55%	109,44,62	78.5%	125,17,98
<b>Associate</b> <b>Indian</b> KSB Limited	39.34%	302,69,00	90.93%	44,97,49	0.45%	49,57	28.53%	45,47,06
<b>Elimination</b>	(1.42%)	(10,92,40)	(22.75%)	(11,25,00)	-	-	(7.06%)	(11,25,00)
	<b>100.00%</b>	<b>769,39,52</b>	<b>100.00%</b>	<b>49,45,85</b>	<b>100.00%</b>	<b>109,94,19</b>	<b>100.00%</b>	<b>159,40,04</b>

### 36 Interest in Other Entities

#### a) Interest in Associate

The Group's Associate as at 31st March 2023 is set out below. Unless otherwise stated, it has share capital consisting solely of equity shares that is held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also its principal place of business.

Name of entity	Place of business/ country of incorporation	Proportion of Ownership		Carrying Amount (Rs in Thousand)		Principal Activity
		31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023	
Associate						
KSB Limited	India	21.55%	21.55%	302,69,00	268,46,94	Manufacturing

#### b) Change in Group Structure

During the year, there is no changes in the group structure.



**Notes forming Part of Consolidated Financial Statements**

**c) Disclosure pursuant to Ind AS 112 “Disclosure of Interest in other entities”: Material Associates**  
**Summarised financial information of Associate**

The table below provide summarised financial information for associate that is material to the group.

(Rs in thousand)

Summarised Statement of Profit and Loss	KSB Limited	
	31 <sup>st</sup> December 2023	31 <sup>st</sup> December 2022
Revenue	2279,50,00	1864,14,40
Profit/(Loss) for the year	208,70,00	182,74,10
Other Comprehensive income for the year	2,30,00	(69,530)
Total Comprehensive Income	211,00,00	175,78,80
Dividend received from associate	3,90,00	3,23,40

Summarised Balance Sheet	KSB Limited	
	31 <sup>st</sup> December 2023	31 <sup>st</sup> December 2022
Financial assets	875,80,00	775,32,50
Non-financial assets	1189,90,00	1049,48,70
<b>Total assets</b>	<b>2065,70,00</b>	<b>1824,81,20</b>
Financial liabilities	439,00,00	388,58,70
Non-financial liabilities	324,80,00	293,10,90
<b>Total liabilities</b>	<b>763,80,00</b>	<b>681,69,60</b>
<b>Consolidation adjustments and currency translation adjustment</b>	-	-
<b>Net assets</b>	<b>1301,90,00</b>	<b>1143,11,60</b>

**37 Other RBI disclosures :**

- (i) Penalties imposed by RBI and Other Regulators: No penalties have been imposed by RBI and Other Regulators during current year.
- (ii) Disclosure on frauds pursuant to RBI Master direction: No frauds were detected and reported for the current year and previous year.
- (iii) Overseas assets: There are no overseas asset owned by the Company.
- (iv) Drawdown from Reserves: The Company has not made any drawdown from existing reserves.
- (v) Registration under Other Regulators: The Company is not registered under any other regulator other than Reserve Bank of India.

- 38** Disclosure pursuant to Reserve Bank of India Circular DOR.No.BP.BC.63/21.04.048/2020-21 dated 17 April 2020 pertaining to Asset Classification and Provisioning in terms of COVID19 Regulatory Package and Circular DOR.No.BP. BC/3/21.04.048/2020-21 dated 06 August 2020 pertaining to (Prudential Framework for Resolution of Stressed Assets) Directions 2019 is not applicable to the Company.

**39 Other Statutory Information:**

- i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Group has not been declared willful defaulter by any bank or financial institution or government or government authority.
- iii) The Group does not have any transactions with companies struck off.
- iv) The Group does not have any charge or satisfaction pending registration with ROC beyond the statutory period.
- v) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi) The Group has not advanced or given loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

**40** Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with those of the current year's figures.

**41** The consolidated financial statements have been approved by the Board of Directors of the Group on 2nd May 2024 for issue to the shareholders for their adoption.

As per our report of the even date attached

**For S. Jaykishan**

Chartered Accountants

Firm's ICAI Registration No: 309005E

**Ritesh Agarwal**

Partner

M No: 062410

Place: Kolkata

Date: 2<sup>nd</sup> May, 2024

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Gaurav Swarup**

Chairman & Managing Director

DIN: 00374298

**Arun Kumar Singhania**

Chief Financial Officer

**Devina Swarup**

Director

DIN: 06831620

**Shilpishree Choudhary**

Company Secretary

ACS No.: 39659

Green initiative

## Industrial And Prudential Investment Company Limited

CIN: L65990WB1913PLC218486

**Paharpur House,  
8/1/B Diamond Harbour Road,  
Kolkata 700 027**

Dear Sir/ Madam,

Pursuant to the Green Initiative in the Corporate Governance initiated by the Ministry of Corporate Affairs (MCA) vide Circular dated 21/04/2011 we propose to send the Notice/Annual Report/ documents through electronic mode to our shareholders.

This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment.

To Support this green initiative in full measure, shareholders who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holding with the Depository through their concerned Participants. Shareholders who hold shares in physical form are requested to fill and send the 'e-Communication Registration Form' to the Company at its Registered Office or to its Registrar & Transfer Agent: Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for sending the future communication through Email.

Please note that, even if you subscribe to the e-mail option, the Company shall furnish, without charge, copy of Notice , Annual Report and other documents upon receipt of a requisition from you, at anytime, as a Shareholder of the Company.

We are sure you would join the Company in making the "Green Initiative" of MCA a grand success.

Thanking you,

For and on behalf of Board of Directors of  
Industrial and Prudential Investment Company Limited

**Shilpishree Choudhary**  
Company Secretary  
ACS No.: 39659

Place: Kolkata  
Date: 2<sup>nd</sup> May, 2024





## E-COMMUNICATION REGISTRATION FORM

To,  
Link Intime India Private Limited,  
Unit: Industrial And Prudential Investment Co. Ltd.  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400083

Dear Sir/Madam,

Re.: Green initiative in Corporate Governance

I agree to receive all documents like notices, annual reports etc. Form the Company in electronic mode. Please register my e-mail id in your records for sending all the notices/ documents etc. Through e-mail.

Folio No./DPID & Client ID : .....

Name of 1<sup>st</sup> Registered Holder : .....

Name of Joint Holder(s) : .....

Registered Address : .....

E-Mail ID : .....

Date: ..... Signature of the 1<sup>st</sup> Shareholder .....

Note:

1. Shareholders are requested to inform the Company as and when there are any changes in the e-mail address. Unless the E-mail ID given is changed by you, by sending another communication in writing, the Company will continue to send notices/documents to you on the above mentioned e-mail ID.
2. If shares are held electronic mode, kindly register your e-mail ID with your DP.







# **Industrial And Prudential Investment Company Limited**

CIN-L65990WB1913PLC218486  
Email : [contact@industrialprudential.com](mailto:contact@industrialprudential.com)  
Website : [www.industrialprudential.com](http://www.industrialprudential.com)  
Contact: 033-40133000