



POLYSIL
SHAPING WATER



ANNUAL REPORT 2022-23

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The Saathī of
Farmer's Success.**



POLYSIL IRRIGATION SYSTEMS LIMITED

CORPORATE INFORMATION

POLYSIL IRRIGATION SYSTEMS LIMITED

(Formerly known as Polysil Irrigation Systems Private Limited)

CIN: U17100GJ1985PLC127398

BOARD OF DIRECTORS

Mr. Bharatkumar Patel	Managing Director and CEO
Mr. Prafulbhai Radadia	Whole-Time Director
Mr. Anilkumar Singh	Non-Executive Director
Ms. Mona Patel	Independent Director
Mr. Bipinkumar Hirpara	Independent Director

AUDIT COMMITTEE

Mona Patel	Chairperson
Bipinkumar Hirpara	Member
Bharatkumar Patel	Member

CHIEF FINANCIAL OFFICER

Mr. Aman Malpani

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Bipinkumar Hirpara	Chairperson
Mona Patel	Member
Bharatkumar Patel	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neha Gupta

NOMINATION AND REMUNERATION COMMITTEE

Bipinkumar Hirpara	Chairperson
Mona Patel	Member
Anilkumar Singh	Member

REGISTERED OFFICE

Survey No- 340/1, Beside Hystuff Steel At Post Raniya, Taluka Savli, District Vadodara, Raniya Taluka, Savli, Vadodara- 391780, Gujarat, India.

Tel No.: +9102667-244271/2/5; **Email:** info@polysilirrigation.com

BANKERS

HDFC Bank

MANUFACTURING UNIT

RS NO.340/1, Beside Hystuff Steel, Village Rania, Taluka. Savli, Dist. Vadodara Manjusar, Vadodara, Gujarat, India.

Tel No.: +91 73836 80150; **Web:** www.polysilirrigation.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380 009

Tel No.: +91 79 4002 4135; **Email:** bssahd@bigshareonline.com

STATUTORY AUDITOR

M/s. Ratan Chandak & Co.,

1701, Haware Infotech Park, Plot No. 39/3, Sector-30A, Nr. Vashi Rly Stn, Navi Mumbai, Navi Mumbai – 400705, Maharashtra, India

BOARD OF DIRECTOR'S REPORT

Dear Shareholders,

The Board of Directors hereby submits the report of the business and operations of Polysil Irrigation Systems Limited ("the Company"), along with the audited financial statements, for the financial year ended March 31, 2023.

CORPORATE OVERVIEW

Polysil Irrigation Systems Limited was originally incorporated as a private company in the name and style of "Silvassa Poly-Tex Industries (India) Private Limited". Further, the name of the Company was changed to "Silvassa Pipes Private Limited" and then subsequently to "Polysil Irrigation Systems Private Limited". The Company was then converted into a public limited company and consequently upon conversion, the name of our Company was changed to "Polysil Irrigation Systems Limited".

Company sell their products through distributors and dealers, who then resell the products to customers i.e. farmers. Currently, company sold products through 8 distributors and around 425 dealers in India. The Company operates in the state of Gujarat, Tamil Nadu, Maharashtra, Andhra Pradesh, Karnataka, Madhya Pradesh, Uttar Pradesh, Rajasthan and Haryana. They also operate in the State of Maharashtra, Madhya Pradesh and Rajasthan through our dealer / distributor network and in the State of Andhra Pradesh, Gujarat Tamil Nadu, Haryana and Uttar Pradesh under institutional model.

The Company strive towards all-round growth, so it not only grows bigger but also stronger together. The Company see further growth opportunities ahead by innovating with customers in new markets; seeing Globe as its Market and never hesitate to accept a business opportunity overseas. The Company's approach is to diversify and to reach out for new developments and in-depth research to provide solutions has granted an edge to reach new markets.

FINANCIAL YEAR 2022-23 AT GLANCE

Financial Highlights

INR In Lakhs

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from Operations	4,387.66	3,762.27
Other Income	4.83	4.94
Total Income	4,392.49	3,767.21
Less: Total Expenses before Depreciation, Finance Cost and Tax	3,925.66	3,444.24
Profit before Depreciation, Finance Cost and Tax	466.83	322.97
Less: Depreciation	52.58	72.97
Less: Finance Cost	149.22	148.95
Profit Before Extraordinary & Exceptional Items and Tax	265.03	101.05
Less: Prior Period Item	26.73	-
Profit before tax	238.30	101.05
Less: Current Tax	63.42	24.46
Less: Deferred tax Liability (Asset)	87.72	6.30
Less: Excess/Short Provision Written back/off	0.37	3.79
Profit after Tax	86.79	66.50

Financial Performance

During the year under review, the revenue from operation of the Company was stood at INR 4,387.66 Lakhs as against that of INR 3,762.27 Lakhs for previous year. Revenue from operation of the Company was increased by 16.62% over previous year.

Profit before Tax for the financial year 2022-23 stood at INR 238.30 Lakhs as against Profit before Tax of INR 101.05 Lakhs making the net profit of INR 86.79 Lakhs for the financial year 2022-23 as against the net profit of INR 66.50 Lakhs for the financial year 2021-22.

The Board is making its continuous efforts for re-visiting the policies of the Company and increasing the capacity utilization of manufacturing capacity. The Board expects a growth in the Revenue from operations and ultimately an increase in the Net Profit over the upcoming years.

DIVIDEND

With view to save the profit for future expansion purpose, the Board of Directors regret to recommend any dividend (Previous Year Nil).

TRANSFER TO GENERAL RESERVE

Your Directors do not propose to transfer any amount to the General Reserves. The Board of Directors of the Company have decided to carry the entire amount of Net profit to the Balance Sheet.

CHANGE IN NATURE OF BUSINESS

During the year, your Company has not changed its business and continues to be in the same line of business as per the main object of the Company. Thus, pursuant to special resolutions passed by the Members of the Company, in their extra-ordinary general meeting held on December 05, 2022, the company adopt new set of Memorandum of Association; the company made additions in the object clause of the company.

CONVERSION OF THE COMPANY

During the year under review, pursuant to special resolutions passed by the Members of the Company, in their extra-ordinary general meeting held on December 13, 2022, decided to convert the Company from "Private Limited" to "Public Limited". The application was submitted to the Registrar of Companies, Ahmedabad and Registrar has vide their Certificate dated December 27, 2022 issued new certificate of incorporation consequent to conversion of the Company from "Private Limited" to "Public Limited".

SHARE CAPITAL

During the year under review, following changes were carried out in the share capital of the Company:

Authorized Capital

During the year under review, vide Special Resolution passed by the Members at their Extra Ordinary General Meeting held on December 13, 2022, the authorized share capital of the Company has been sub-divided from INR 70,00,000/- (Rupees Seventy Lakh only) divided into 70000 (Seventy Thousand) Equity Shares of INR 100.00 each to INR 70,00,000/- (Rupees Seventy Lakh only) divided into 700000 (Seven Lakh) Equity Shares of INR 10.00 each. Moreover, vide Special Resolution passed by the Members at same Extra Ordinary General Meeting, the authorized share capital of the Company has been increased from INR 70,00,000/- (Rupees Seventy Lakh Only) divided into 700000 (Seven Lakh) Equity Shares of INR 10.00 each to INR 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakh Only) divided into 14500000 (One Crore Forty-Five Lakh) Equity Shares of INR 10.00 each.

The Authorized share Capital of the Company, as at closure of financial year 2022-23, was INR 14,50,00,000.00 divided into 14500000 Equity Shares of INR 10.00 each.

Issued, Subscribed & Paid-up Capital

During the year under review, vide Special Resolution passed by the Members at their Extra Ordinary General Meeting held September 30, 2022, the Company has allotted total 1630 Equity Shares of INR 100.00 each to the Proposed Allottees, on Preferential Basis, at an Issue Price of INR 3,075.00 per Equity Share (including premium of Rupees 2,975/- per Equity Share).

Post sub-division of the Equity Shares of Face Value of INR 100.00 per share to INR 10.00 per share, vide Special Resolution passed by the Members at their Extra Ordinary General Meeting held on January 23, 2023, the Company has allotted total 9425800 Equity Shares of INR 10.00 each to Shareholders, in the ratio of 20 Bonus Equity Shares for every 1 Equity Share held to the existing shareholders, as fully paid bonus shares.

Issued, Subscribed & Paid-up share Capital of the Company as at closure of financial year 2022-23, was INR 9,89,70,900.00 divided into 9897090 Equity Shares of INR 10.00 each.

From the date of end of financial year under review till the date of this report, vide Special Resolution passed by the Members at their Extra Ordinary General Meeting held August 17, 2023, the Company proposed to come up with an Initial Public Offer of 1444000 equity shares of INR 10.00 each by the way of Fresh Issue together with an offer for sale up to 1785000 Equity Shares of the Identified Selling Shareholders of the Company.

There were no other changes took place in the Issued, Subscribed & Paid-up share Capital of the Company during the period beginning from closure of financial year 2022-23 to till the date of this report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Constitution of Board

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). None of the Directors of Board is a member of more than ten Committees or Chairperson of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

The Board of the Company comprises five Directors out of which two are Promoter Executive Directors and one is Professional Non-Executive Non-Independent Director and two are Non-Executive Independent Directors.

POLYSIL IRRIGATION SYSTEMS LIMITED

The Board comprise following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term	Total Directorship [~]	No. of Committee [^]		No. of Shares held as on March 31, 2023
				in which Director is Member	in which Director is Chairperson	
Mr. Bharatkumar Patel	Managing Director and CEO	16/01/2023	1	2	0	2866500
Mr. Prafulbhai Radadia	Whole-Time Director	16/01/2023	1	0	0	477750
Mr. Anilkumar Singh	Non-Executive Director	05/12/2022	3	0	0	0
Ms. Mona Patel	Independent Director	06/03/2023	1	2	1	0
Mr. Bipinkumar Hirpara	Independent Director	23/01/2023	5	6	3	0

[^] Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

[~] Excluding Foreign Companies, Section 8 Companies & struck off Companies.

^{\$} Acting as the Chairperson of the Board.

Disclosure by Directors

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Board Meeting

Regular meetings of the Board are held, inter-alia, to review and discuss the various businesses that require the approval of the Board. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 24 (Twenty Four) times, viz June 07, 2022, June 16, 2022, July 01, 2022, July 04, 2022, July 06, 2022, July 07, 2022, July 19, 2022, July 27, 2022, July 28, 2022, August 08, 2022, August 29, 2022, September 06, 2023, September 13, 2023, September 23, 2023, October 15, 2022, November 10, 2022, December 05, 2022, January 16, 2023, January 25, 2023, January 30, 2023, February 01, 2023, February 16, 2023, March 02, 2023 and March 20, 2023. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below.

Name of Director	Bharatkumar Patel	Prafulbhai Radadia	Anilkumar Singh	Mona Patel	Bipinkumar Hirpara	Dilipkumar Dholaria
Number of Board Meeting held	24	24	24	24	24	24
Number of Board Meetings Eligible to attend	24	21	9	3	7	11
Number of Board Meeting attended	24	21	9	3	7	11
Presence at the previous AGM	Yes	Yes	NA	NA	NA	NA

Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company had two Non-Executive Independent Directors in line with the Companies Act, 2013. Further, both the Independent Directors of the Company had registered themselves in the Independent Directors' Data Bank.

A separate meeting of Independent Directors was held on March 20, 2023 to review the performance of Non-Independent Directors, Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at www.polysilirrigation.com.

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

Information on Directorate

During the year under review, following changes took place in the constitution of the Board of Directors;

Name	Date of Change	Date of Approval by the Board	Date of Approval by the Shareholders	Nature of Change
Mr. Prafulbhai Radadia	July 04, 2022	July 04, 2022	-	Appointed as Additional Director
Mr. Dilip Dholaria	September 06, 2022	September 06, 2022	-	Resigned from the Directorship of the company
Mr. Prafulbhai Radadia	September 30, 2022	-	September 30, 2022	Regularisation in Annual General Meeting
Mr. Anilkumar Singh	November 10, 2022	November 10, 2022	-	Appointed as Additional Non-Executive Director
Mr. Anilkumar Singh	December 05, 2022	-	December 05, 2022	Changed designation to Non-Executive Director
Mr. Prafulbhai Radadia	January 16, 2023	January 16, 2023	January 23, 2023	Changed designation to Whole-Time Director
Mr. Bharatkumar Patel	January 16, 2023	January 16, 2023	January 23, 2023	Change designation to and appointed as CEO and Managing Director
Mr. Bipinkumar Hirpara	January 16, 2023	January 16, 2023	-	Appointed as Additional Non-Executive Independent Director
Mr. Bipinkumar Hirpara	January 23, 2023	-	January 23, 2023	Changed designation to Non-Executive Independent Director
Ms. Mona Patel	February 13, 2023	February 01, 2023	-	Appointed as Additional Non-Executive Independent Director
Ms. Mona Patel	March 06, 2023	-	March 06, 2023	Changed designation to Non-Executive Independent Director

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Anilkumar Singh, Non-executive Director of the Company retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommend his re-appointment as such on the Board.

The relevant details, as required under Secretarial Standards-II issued by ICSI, of the person seeking re-appointment as Director is annexed to the Notice convening the Annual General Meeting.

Key Managerial Personnel

In accordance with Section 203 of the Companies Act, 2013, during the year under review, the Company had appointed Mr. Bharatkumar Patel as CEO and Managing Director (w.e.f. January 16, 2023) of the Company, Mr. Prafulbhai Radadia as Whole-Time Director (w.e.f. January 16, 2023) of the Company, Mr. Aman Malpani as Chief Financial Officer (w.e.f. February 01, 2023) of the Company, Ms. Neha Gupta as Company Secretary and Compliance Officer (w.e.f. February 01, 2023) of the Company who were acting as Key Managerial Personnel in accordance with Section 203 of the Companies Act, 2013.

As on date of this report, the Company has Mr. Bharatkumar Patel as CEO and Managing Director, Mr. Prafulbhai Radadia as Whole-Time Director, Mr. Aman Malpani as Chief Financial Officer and Ms. Neha Gupta as Company Secretary and Compliance Officer who are acting as Key Managerial Personnel in accordance with Section 203 of the Companies Act, 2013.

Performance Evaluation

The Board of Directors in consultation with Nomination and Remuneration Committee has come up with the methodology and policy for annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 in the following manners;

- The performance of the board shall be evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees shall be evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee shall review the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
- In addition, the performance of chairperson shall also be evaluated on the key aspects of his role.

Separate meeting of independent directors shall be held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairperson, considering the views of executive directors and non-executive directors. Performance evaluation of independent directors shall be done by the entire board, excluding the independent director being evaluated.

Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF BOARD

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee

The composition of each of the above Committees, their respective role and responsibility are detailed in the Report on Corporate Governance annexed to this Report.

1. Audit Committee

The Company has formed audit committee for the purpose of assisting the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

The terms reference of Audit Committee specified by the Board of Directors is briefed hereunder;

Role of Committee

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to:
 - i. Changes, if any, in accounting policies and practices and reasons for the same,
 - ii. Major accounting entries involving estimates based on the exercise of judgment by management,
 - iii. Significant adjustments made in the financial statements arising out of audit findings,
 - iv. Compliance with listing and other legal requirements relating to financial statements,
 - v. Disclosure of any related party transactions,
 - vi. Modified opinion(s) / Qualifications in the draft audit report;
4. Approval or any subsequent modification of transactions of the Company with related party, subject following conditions.
 - ❖ The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
 - ❖ In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
 - ❖ In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;

7. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;
10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
12. To monitor the end use of fund invested or given by the Company to Subsidiary Companies;
13. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information by the Committee

The Audit Committee shall mandatorily review the following information:

1. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor.
5. Quarterly / half yearly statement of deviation(s), if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
6. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus;

Powers of Committee

The Committee -

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;

Composition of Committee, Meeting and Attendance of each Member at Meetings

Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

The quorum for the meeting shall be one third of total members of the Audit Committee or Two, whichever is higher, subject to minimum two Independent Director shall be present at the meeting.

During the year under review, one meeting of the Committee was held on March 20, 2023 to recommend various policies to be adopted by the Company.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mrs. Mona Patel	Non-Executive Independent Director	Chairperson	1	1	1
Mr. Bipinkumar Hirpara	Non-Executive Independent Director	Member	1	1	1
Mr. Bharatkumar Patel	CEO and Managing Director	Member	1	1	1

The Statutory Auditor and Internal Auditor of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is regular invitee at the Meeting. Further, the Company Secretary of the Company is acting as Secretary to the Audit Committee.

Recommendations of Audit Committee, wherever/whenever given, are accepted by the Board of Directors.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairperson of the Audit Committee, in exceptional cases. The functioning of vigil mechanism shall be reviewed by the Audit Committee from time to time. None of the Whistle blowers shall be denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.polysilirrigation.com.

2. Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration Committee for the purpose of assisting the Board to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and such other matters specified under various statute.

The terms reference of Nomination and Remuneration Committee are briefed hereunder;

Terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
5. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

Composition of Committee, Meeting and Attendance of each Member at Meetings

The Nomination and Remuneration Committee shall meet at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be one third of total members of the Nomination and Remuneration Committee or Two, whichever is higher, subject to minimum one Independent Director shall be present at the meeting.

During the year under review, one meeting of the Committee was held on March 20, 2023 to recommend various policies to be adopted by the Company and evaluation of performance of the Board of Directors.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Bipinkumar Hirpara	Non-Executive Independent Director	Chairperson	1	1	1
Mrs. Mona Patel	Non-Executive Independent Director	Member	1	1	1
Mr. Anilkumar Singh	Non-Executive Director	Member	1	1	1

The Company Secretary of the Company is acting as Secretary to the Nomination and Remuneration Committee.

Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

Key points of the Nomination and Remuneration Policy are;

a. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself that number of Boards on which such Independent Director serves, is restricted to applicable regulations in force.

b. Policy on remuneration of Director, KMP and Senior Management Personnel:

The Company's remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at <https://polysilirrigation.com/wp-content/uploads/2023/04/NOMINATION-AND-REMUNERATION-POLICY.pdf>.

Remuneration of Directors:

(INR in Lakhs)

Name of Directors	Designation	Salary	Sitting Fees	Perquisite	Total
Mr. Bharatkumar Patel	Managing Director and CEO	42.02	-	-	42.02
Mr. Prafulbhai Radadia	Whole-Time Director	12.98	-	-	12.98
Mr. Anilkumar Singh	Non-Executive Director	-	-	-	-
Ms. Mona Patel	Independent Director	-	-	-	-
Mr. Bipinkumar Hirpara	Independent Director	-	-	-	-

3. Stakeholder's Relationship Committee

The Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Committee also oversees the performance of the Registrar & Transfer agents of the Company relating to the investors' services and recommends measures for improvement.

The terms reference of Stakeholder's Relationship Committee are briefed hereunder;

Terms of Reference

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- Issue duplicate/split/consolidated share certificates;
- Dematerialization/Rematerialization of Share;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Composition of Committee, Meetings and Attendance of each Member at Meetings

The Stakeholder's Relationship Committee shall meet at least once in a financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or Two, whichever is higher, subject to minimum one Independent Director.

During the year under review, no meeting was held of Stakeholder's Relationship Committee.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Bipinkumar Hirpara	Non-Executive Independent Director	Chairperson	NA	NA	NA
Mrs. Mona Patel	Non-Executive Independent Director	Member	NA	NA	NA
Mr. Bharatkumar Patel	CEO and Managing Director	Member	NA	NA	NA

Company Secretary and Compliance officer of the Company shall provide secretarial support to the Committee.

PUBLIC DEPOSIT

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

IDENTIFICATION OF PROMOTERS

POLYSIL IRRIGATION SYSTEMS LIMITED

The shareholders made individual requests to the Company to identify the 'Promoters & Promoters Group' and 'Public Shareholders' of the company on the basis of members' direct association and active involvement in the day-to-day business affairs and their control over the business of the Company.

On receipt of individual requests from all the shareholders of the Company, the Board of Directors at its meeting held on January 16, 2023 proposed to identify the 'Promoters & Promoter group' and 'Public Shareholders' of the Company. The Board recommended the names of Mr. Bharatkumar T Patel and Mr. Prafulbhai D Radadia as 'Promoter' as defined under Section 2(69) of the Companies Act, 2013 and rest other members as public shareholders. The Board further proposed that any other person who becomes the member of the Company by acquiring any share of the Company on any future date from the date shall be considered as 'Public Shareholders'.

The above proposal was recommended to the shareholders of the Company and the shareholders at their meeting held on January 23, 2023 approved the above proposal and identified Mr. Bharatkumar T Patel and Mr. Prafulbhai D Radadia as 'Promoter' of the Company and persons related to Mr. Bharatkumar T Patel and Mr. Prafulbhai D Radadia as 'Promoter Group'. The rest other existing members and any person who becomes the member of the company by acquiring any share of the company on any future date to be considered as 'Public Shareholders'.

WEB LINK OF ANNUAL RETURN

The link to access the Annual Return is <https://polysilirrigation.com/annual-return>.

RELATED PARTIES TRANSACTION

There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interests of the Company at large. All Related Party Transactions shall be placed before the Audit Committee and the Board for approval, if required. Prior omnibus approval of the Audit Committee shall be obtained for the transactions which are of a foreseen and repetitive in nature.

All Related Party Transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

There was no contracts, arrangements or transactions which was not executed in ordinary course of business and/or at arm's length basis.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at all the workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

UTILIZATION OF PROCEEDS OF PREFERENTIAL ISSUE / IPO

During the year under review, the Company has raised total INR 50.12 Lakhs by way of Preferential Issue of Equity Shares of the Company to the identified person. The amount raised through Preferential Issue has been utilized for the purpose it was raised.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of energy –

i.) The steps taken or impact on conservation of energy:

No major steps have been taken by the Company. However, the Company continues its endeavor to improve energy conservation and utilization.

ii.) The steps taken by the Company for utilizing alternate sources of energy:

The Company has continued its focus on energy conservation efforts through up-gradation of process with new technology. The technology installed by the Company has provided better results in quality and production and also reducing the overall cost of production and maintenance which effect production scheduling and various energy saving initiatives in all areas of production. However, the Company has not installed any alternate source of energy running on renewable energy source.

iii.) The capital investment on energy conservation equipment: Nil

B. Technology absorption –

i.) The effort made towards technology absorption

Your Company has been very thoughtful in installing new technology to reduce the production cost, improve yield, enhance product endurance and strengthen finish. However, no new technology has been installed by the Company during the year and all existing technology has been fully absorbed.

ii.) The benefit derived like product improvement, cost reduction, product development or import substitution

The Company had installed such technology that improve productivity, quality and reduction in manual intervention and to enhance the quality and productivity. Improvement in manufacturing process helped the Company in managing production scheduling; & better & faster servicing of product for domestic as well as global market.

iii.) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- a. The details of technology imported: Nil
- b. The year of import: N.A.
- c. Whether the technology has been fully absorbed: N.A.

iv.) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

v.) **The expenditure incurred on Research and Development:** Since inception, we have placed a strong emphasis on developing our in-house R&D abilities, which we believe, has been instrumental in our growth. We believe that our in-house R&D initiatives have resulted in the expansion of our product portfolio, maintaining the quality of our products and translating feedback received from customers, dealers and distributors into concrete results. Our research and development activities emphasize designing and developing new products keeping in mind market standards, customer requirements, cost of production and compliance with applicable standardization norms. Our R&D centre is located in our manufacturing facility at Manjusar, Vadodara, Gujarat. However, during the year under review, the Company has not incurred any Research and Development expenses.

C. Foreign Exchange Earnings & Expenditure -

i.) Details of Foreign Exchange Earnings

(INR in Lakhs)

Sr. No.	Particulars	F.Y. 2022-23	F.Y. 2021-22
1.	Exports of Goods calculated on F.O.B. basis	-	-

ii.) Details of Foreign Exchange Expenditure

(INR in Lakhs)

Sr. No.	Particulars	F.Y. 2022-23	F.Y. 2021-22
1.	Import of Raw Material / Goods	146.18	217.96
2.	Components and Spare Parts	2.48	2.84

MAINTENANCE OF COST RECORDS

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, the Company is required to maintain the cost records and accordingly the Company is maintaining the Cost record.

MATERIAL CHANGES AND COMMITMENT

There have been no material changes and commitments for the likely impact affecting financial position between end of the financial year and the date of the report except the Company proposes to come up with an Initial Public Offer of 1444000 equity shares of INR 10.00 each by the way of Fresh Issue together with an offer for sale up to 1785000 Equity Shares of the Identified Selling Shareholders of the Company. In this regard, the Company has submitted Draft Prospectus to National Stock Exchange of India Limited.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

SUBSIDIARIES/JOINT VENTURE/ASSOCIATE COMPANY

Your Company does not have any Subsidiaries/Joint Venture/Associate Company.

RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit shall be in operation to independently review and strengthen these control measures, which shall be carried out by an experience auditor. The audit shall be based on an internal audit plan, which is reviewed each year in consultation with the statutory auditor of the Company and the audit committee. The conduct of internal audit shall be oriented towards the review of internal controls and risks in its operations.

The Internal Auditor of the Company shall carry out review of the internal control systems and procedures. The internal audit reports shall be reviewed by Audit Committee and Board.

POLYSIL IRRIGATION SYSTEMS LIMITED

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

STATUTORY AUDITOR AND THEIR REPORT

During the year review, CNK & Associates LLP, Chartered Accountants, Vadodara (FRN: 101961W/W-100036) has resigned from the post of Statutory Auditors of the Company as the Company didn't raise their Audit Fee as proposed by them.

M/s. Ratan Chandak & Co, Chartered Accountant, Navi Mumbai (FRN: 108696W) were appointed as Statutory Auditors of Company at the Extra-ordinary General Meeting held on March 06, 2023, from the conclusion of Extra-ordinary General Meeting held on March 06, 2023 until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year 2022-23.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

PROCEEDINGS INITIATED/PENDING AGAINST YOUR COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the Business of the Company.

INSURANCE

The assets of your Company have been adequately insured.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

INDUSTRIAL RELATIONS (IR):

The Company continues to maintain harmonious industrial relations. Company periodically reviews its HR policies and procedures to aid and improve the living standards of its employees, and to keep them motivated and involved with the larger interests of the organisation. The Company has systems and procedures in place to hear and resolve employees' grievances in a timely manner, and provides avenues to its employees for their all-round development on professional and personal levels. All these measures aid employee satisfaction and involvement, resulting in good Industrial Relations.

GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year.

APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

Registered office:

Survey No- 340/1, Beside Hystuff Steel At
Post Raniya, , Taluka Savli, District
Vadodara, Vadodara, Raniya Taluka Savli,
Gujarat, India, 391780

By order of the Board of Directors
For, **POLYSIL IRRIGATION SYSTEMS LIMITED**
CIN: U17100GJ1985PLC127398

-- sd --

-- sd --

Place: Vadodara
Date: September 06, 2023

Bharatkumar Patel
CEO & Managing Director
DIN: 07780251

Prafulbhai Radadia
Whole-Time Director
DIN: 09660425

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENT

To the Members of

POLYSIL IRRIGATION SYSTEMS LIMITED (formerly known as "Polysil Irrigation Systems Private Limited")

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **POLYSIL IRRIGATION SYSTEMS LIMITED (formerly known as "Polysil Irrigation Systems Private Limited")** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis of opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") 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 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw your attention to Note 46 of the financial statement, which states that the Company has deducted profession tax from payment to employees but not paid the same for the period beginning from Nov- 2019 till date of this audit report. Our opinion is not modified in respect of this matter.

Information other than the financial statements and auditors' report thereon

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

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

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

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

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

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but 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 financial statements.

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

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

Materiality is the magnitude of misstatements in the 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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cashflows dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statements comply with the accounting standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position in its financial statements.

- II. The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- IV. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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;
- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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;
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- V. There is no dividend declared or paid during the year by the company and hence provisions of section 123 of the companies Act, 2013 are not applicable
- VI. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ratan Chandak & Co.
Chartered Accountants
Firm Reg. No. 108696W

-- sd --

CA Vighnesh Arun Palkar
Partner
Membership No. 131539
UDIN: 23131539BGQTRS5058

Date: August 24, 2023
Place: Navi Mumbai

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **POLYSIL IRRIGATION SYSTEMS LIMITED** (formerly known as "Polysil Irrigation Systems Private Limited") of even date)

Report on the Internal Financial Controls with reference to Financials Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of **POLYSIL IRRIGATION SYSTEMS LIMITED** (the "Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 Act.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For Ratan Chandak & Co.
Chartered Accountants
Firm Reg. No. 108696W

-- sd --

CA Vighnesh Arun Palkar
Partner
Membership No. 131539
UDIN: 23131539BGQTRS5058

Date: August 24, 2023
Place: Navi Mumbai

TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Polysil Irrigation Systems Limited** (formerly known as "Polysil Irrigation Systems Private Limited") of even date

1. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets
 - a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
 - B. The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) Based on our examination of documents and according to the information and representations made by the Company, we report that, title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - d) The Company has not revalued any of its property, plant and equipment (including right- of-use assets) and intangible assets during the year.
 - e) Based on our examination of documents and according to the information and representations made by the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. a) As per the information and explanations given us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification.
- b) The Company has been sanctioned working capital limits of Rs. 19,17,42,000, which is same as last year there is no revision in the said limit, vide letter from bank dated 13/09/2022, in aggregate, during the financial year, from banks or financial institutions on the basis of security of current assets. The company has been submitting statements to bank. On verification of the statements deviation from books of accounts was noticed. The same has been disclosed in Note No. 39 of the financial statements.
3. In our opinion and according to the information and representations made to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence the requirements of paragraph 3(iii) of the companies (Auditor's Report) Order, 2020 ("the order") are not applicable to the company.
4. In our opinion and according to the information and representations made to us, the company has not given any loans in relation to the provisions of section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of para 3 (iii) (a) to (f) of the order are not applicable to the company. We have also placed our reliance on the management for the intent of advance to conclude under the provision of section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and representations made to us, the Company has not accepted any deposits from the public, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under are therefore not applicable.
6. In our opinion and according to the information and representations made to us, the Cost records have been maintained by the company as prescribed by the Central Government under section (1) of section 148 of the Companies Act. We are of the opinion that prima facie the prescribed cost records have been made and maintained by the company.
7. In respect of statutory dues
 - a) In our opinion and according to the information and representations made to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities except for profession tax, the extent of the arrears of outstanding profession Tax dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, is indicated below;

(in INR)

Month	Due Date of Payment	Amount of Due for Payment	Month	Due Date of Payment	Amount of Due for Payment
Nov-19	15/12/2019	25,710	Aug-21	15/09/2021	30,500.00
Dec-19	15/01/2020	27,150	Sep-21	15/10/2021	30,150.00

Month	Due Date of Payment	Amount of Due for Payment	Month	Due Date of Payment	Amount of Due for Payment
Jan-20	15/02/2020	26,600	Oct-21	15/11/2021	29,560.00
Feb-20	15/03/2020	26,360	Nov-21	15/12/2021	28,430.00
Mar-20	15/04/2020	27,600	Dec-21	15/01/2022	29,700.00
Apr-20	15/05/2020	28,300	Jan-22	15/02/2022	30,210.00
May-20	15/06/2020	28,690	Feb-22	15/03/2022	30,000.00
Jun-20	15/07/2020	28,310	Mar-22	15/04/2022	30,010.00
Jul-20	15/08/2020	28,060	Apr-22	15/05/2022	27,800.00
Aug-20	15/09/2020	28,480	May-22	15/06/2022	28,400.00
Sep-20	15/10/2020	29,370	Jun-22	15/07/2022	23,800.00
Oct-20	15/11/2020	29,000	Jul-22	15/08/2022	23,800.00
Nov-20	15/12/2020	28,120	Aug-22	15/09/2022	23,200.00
Dec-20	15/01/2021	29,100	Sep-22	15/10/2022	22,200.00
Jan-21	15/02/2021	31,220	Oct-22	15/11/2022	21,400.00
Feb-21	15/03/2021	30,930	Nov-22	15/12/2022	20,400.00
Mar-21	15/04/2021	31,670	Dec-22	15/01/2023	20,000.00
Apr-21	15/05/2021	32,010	Jan-23	15/02/2023	19,400.00
May-21	15/06/2021	31,600	Feb-23	15/03/2023	18,600.00
Jun-21	15/07/2021	7,200	Mar-23	15/04/2023	17,000.00
Jul-21	15/08/2021	8,180			

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

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount INR in Lakhs
The Income Tax Act, 1961	Income Tax	CPC - Bangalore	AY ⁽¹⁾ 2020-21 (Tax)	11.26
			AY ⁽¹⁾ 2020-21 (Interest)	2.25
	Income Tax	CPC – Bangalore	AY ⁽¹⁾ 2015-16	0.04
	Income Tax	CPC – Bangalore	AY ⁽¹⁾ 2016-17	0.67
The Income Tax Act, 1961	TDS	CPC - Bangalore	FY ⁽¹⁾ 2022-23	0.1004
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2021-22	3.6864
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2020-21	1.9957
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2019-20	0.0002
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2017-18	0.0088
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2015-16	0.0083
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2014-15	0.4314
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2013-14	0.5837
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2011-12	0.0014
	TDS	CPC - Bangalore	FY ⁽¹⁾ 2010-11	1.1904
TDS	CPC - Bangalore	FY ⁽¹⁾ 2009-10	0.0225	

Footnotes: (1) AY=Assessment Year; FY= Financial Year

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9.
 - a) In our opinion and according to the information and representations made to us, the Company has not defaulted in repayment of loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - b) In our opinion and according to the information and representations made to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) In our opinion and according to the information and representations made to us, and the procedures performed by us the term loans were applied for the purpose for which the loans were obtained.
 - d) In our opinion and according to the information and representations made to us, and the procedures performed by us the funds raised on short term basis have not been utilized for long term purpose.
 - e) In our opinion and according to the information and representations made to us, the Company has no subsidiaries, associates or joint ventures, hence reporting under clause 3(ix)(e) of the Order is not applicable.
 - f) In our opinion and according to the information and representations made to us, the Company has no subsidiaries, associates or joint ventures, hence reporting under clause 3(ix)(f) of the Order is not applicable.
10.
 - a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b) During the year, the Company has made preferential allotment or private placement of shares (fully paid). In our opinion, based on the documents provided and representations made, the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
11.
 - a) No fraud by the Company and no material 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 in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c) In our opinion and according to the information and representations made to us, there are no whistle blower complaints received by the company during the year.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14.
 - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) The provisions of section 138 of the Act and Rule 13 of the Companies (Accounts) Rules, 2014 are not applicable to the Company, hence reporting under clause 3(xiv)(b) of the Order is not applicable.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16.
 - a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been resignation of the statutory auditors of the Company during the year. The outgoing auditor has raised no issues, objections or concerns.

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The provisions of Corporate Social Responsibility (CSR) are not applicable to the company therefore reporting under clause 3(xx) (a) and (b) is not applicable.
21. The company has no subsidiary, associates or joint ventures and the company is not required to prepare consolidated financial statements as per the section 129 of the Companies Act. Accordingly reporting under clause 3(xxi) of the Order is not applicable to the company.

**For Ratan Chandak & Co.
Chartered Accountants
Firm Reg. No. 108696W**

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**CA Vighnesh Arun Palkar
Partner
Membership No. 131539
UDIN: 23131539BGQTRS5058**

Date: August 24, 2023
Place: Navi Mumbai

POLYSIL IRRIGATION SYSTEMS LIMITED
CIN: U17100GJ1985PLC127398

BALANCE SHEET AS AT 31-03-2023

INR in Lakhs

Particulars	Note No.	As At March 31, 2023	As At March 31, 2022
I Equity & Liabilities			
(1) Shareholders Fund			
(a) Share Capital	3	989.71	45.50
(b) Reserve and Surplus	4	546.00	1,353.29
		1,535.71	1,398.79
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	169.98	209.95
(b) Deferred Tax Liabilities	6	77.92	(9.80)
(c) Other Long-term Liabilities	7	258.12	270.54
(d) Long-term Provision	8	22.72	18.71
		528.74	489.40
(3) Current Liabilities			
(a) Short-term Borrowings	9	1,377.27	1,285.01
(b) Trade Payables	10		
- Due to Micro and Small Enterprises		195.53	266.91
- Due to Others		1,149.40	640.44
(c) Other current Liabilities	11	586.77	409.07
(d) Short-term Provisions	12	158.04	127.17
		3,467.01	2,728.60
TOTAL EQUITY & LIABILITIES		5,531.46	4,616.79
II Assets			
(1) Non - Current Assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment (Net of Depreciation)	13	815.27	820.28
(ii) Intangible Assets (Net of Depreciation)	13	119.54	5.30
(b) Other non-current assets	14	38.07	38.72
		972.88	864.30
(2) Current Assets			
(a) Inventories	15	1,394.28	1,211.47
(b) Trade receivables	16	2,810.87	2,169.99
(c) Cash and cash equivalents	17	88.81	93.30
(d) Short-term loans and advances	18	258.89	273.79
(e) Other current assets	19	5.73	3.94
		4,558.58	3,752.49
TOTAL ASSETS		5,531.46	4,616.79

See accompanying notes to the financial statements

As per our report of even date

For Ratan Chandak & Co.

Chartered Accountants

Firm Reg. No. 108696W

CA Vighnesh Arun Palkar

Partner

Membership No.: 131539

UDIN: 23131539BGQTRS0508

Place: Navi Mumbai

Date: August 24, 2023

For and on behalf of the Board of Directors of

For, Polysil Irrigation Systems Limited

Bharat Patel
CEO & Managing Director
DIN: 07780251

Praful Radadia
Whole-Time Director
DIN: 09660425

Aman Malpani
Chief Financial Officer

Place: Vadodara
Date: August 24, 2023

Neha Gupta
Company Secretary

Place: Vadodara
Date: August 24, 2023

POLYSIL IRRIGATION SYSTEMS LIMITED
CIN: U17100GJ1985PLC127398

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

INR in Lakhs

Particulars	Note No.	For the year ended March 31, 2023	For the Year ended March 31, 2022
Income:			
Revenue from Operation	20	4,387.66	3,762.27
Other Income	21	4.83	4.94
Total: Revenue		4,392.49	3,767.21
Expenses:			
Cost of materials consumed	22	2,038.09	1,402.96
Purchase of stock in Trade	23	647.06	588.14
Change in Inventories of work in progress and finished goods	24	(149.62)	(147.88)
Employee Benefit Expenses	25	557.23	797.42
Finance Costs	26	149.22	148.95
Depreciation and Amortization Expenses	27	52.58	72.97
Other Expenses	28	832.90	803.60
Total: Expenses		4,127.46	3,666.16
Profit/(Loss) before exceptional and extraordinary items and tax		265.03	101.05
Exceptional Items		-	-
Profit/(Loss) before Extraordinary Item and Tax			
Prior Period Item	29	26.73	-
Extraordinary Item		-	-
Profit/(Loss) before Tax		238.30	101.05
Tax Expenses:	30		
Current Tax		(63.42)	(24.46)
Deferred Tax		(87.72)	(6.30)
Excess/Short Provision Written back/off		(0.37)	(3.79)
Profit/(Loss) for the period		86.79	66.50
Earnings Per Share			
Basic	31	0.88	0.67
Diluted	31	0.88	0.67

See accompanying notes to the financial statements

As per our report of even date

For Ratan Chandak & Co.

Chartered Accountants

Firm Reg. No. 108696W

For and on behalf of the Board of Directors of
For, Polysil Irrigation Systems Limited

Bharat Patel
CEO & Managing Director
DIN: 07780251

Praful Radadia
Whole-Time Director
DIN: 09660425

CA Vighnesh Arun Palkar
Partner
Membership No.: 131539
UDIN: 23131539BGQTRS5058

Place: Navi Mumbai
Date: August 24, 2023

Aman Malpani
Chief Financial Officer

Place: Vadodara
Date: August 24, 2023

Neha Gupta
Company Secretary

Place: Vadodara
Date: August 24, 2023

POLYSIL IRRIGATION SYSTEMS LIMITED
CIN: U17100GJ1985PLC127398

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

INR in Lakhs

Particulars	For the year ended March 31, 2023	For the Year ended March 31, 2022
Cash flow from operating activity		
Net Profit after tax	174.51	72.80
Profit/(loss) from Discontinuing Operation (after tax)	-	-
Depreciation and Amortisation Expense	52.58	72.97
Provision for tax	63.79	28.25
Effect of Exchange Rate Change	-	-
Loss/(Gain) on Sale / Discard of Assets (Net)	-	-
Bad debt, provision for doubtful debts	-	-
Net Loss/(Gain) on Sale of Investments	-	-
Non-Cash Expenses	-	-
Dividend Income	-	-
Interest Income	(6.19)	(4.35)
Finance Costs	149.22	148.95
Operating Profit before working capital changes	433.91	318.61
Adjustment for:		-
Inventories	(182.81)	(41.40)
Trade Receivables	(640.88)	(356.82)
Loans and Advances	-	-
Other Current Assets	15.32	91.22
Other Non-current Assets	-	-
Trade Payables	437.59	25.65
Other Current Liabilities	165.51	(103.13)
Long term Liabilities	-	-
Short-term Provisions	34.87	43.22
Long-term Provisions	-	-
Cash (Used in)/Generated from Operations	263.50	(22.65)
Tax paid(Net)	63.79	18.59
Net Cash (Used in)/Generated from Operating Activities	199.72	(41.23)
Cash flow from investing activity		
Add/(Less)		
Purchase of Property, Plant and Equipment	(161.80)	(218.09)
Sale of Property, Plant and Equipment	-	-
Purchase of Investments Property	-	-
Sale of Investment Property	-	-
Purchase of Equity Instruments	-	-
Proceeds from Sale of Equity Instruments	-	-
Purchase of Mutual Funds	-	-
Proceeds from Sale / Redemption of Mutual Funds	-	-
Purchase of Preference Shares	-	-
Proceeds from Sale/Redemption of Preference Shares	-	-

POLYSIL IRRIGATION SYSTEMS LIMITED
CIN: U17100GJ1985PLC127398

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

INR in Lakhs

Particulars	For the year ended March 31, 2023	For the Year ended March 31, 2022
Purchase of Government or trust securities	-	-
Proceeds from Sale/Redemption of Government or trust securities	-	-
Purchase of debentures or bonds	-	-
Proceeds from Sale/Redemption of debentures or bonds	-	-
Purchase of Other Investments	-	-
Sale / Redemption of Other Investments	-	-
Loans and Advances given	-	-
Proceeds from Loans and Advances	-	-
Investment in Term Deposits	(3.64)	(14.52)
Maturity of Term Deposits	-	-
Movement in other non-current assets	-	-
Interest received	4.41	4.24
Dividend received	-	-
Net Cash (Used in)/Generated from Investing Activities	(161.04)	(228.37)
Cash flow from financing activity		
Add/(Less)		
Proceeds from Issue of Share Capital	50.12	-
Buyback of Shares	-	-
Proceeds from Long Term Borrowings	(39.97)	77.67
Repayment of Long-Term Borrowings	-	-
Proceeds from Short Term Borrowings	92.26	312.47
Repayment of Short-Term Borrowings	-	-
Minority Interest Movement	-	-
Dividends Paid (including Dividend Distribution Tax)	-	-
Interest Paid	(149.22)	(148.95)
Net Cash (Used in)/Generated from Financing Activities	(46.81)	241.18
Net Change in Cash & Cash Equivalent	(8.13)	(28.42)
Cash & Cash Equivalent -Opening Balances	14.78	43.21
Cash & Cash Equivalent - Closing Balances	6.65	14.78

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements
As per our report of even date

For Ratan Chandak & Co.
Chartered Accountants
Firm Reg. No. 108696W

For and on behalf of the Board of Directors of
For, Polysil Irrigation Systems Limited

CA Vighnesh Arun Palkar
Partner
Membership No.: 131539
UDIN: 23131539BGQTRS058

Place: Navi Mumbai
Date: August 24, 2023

Bharat Patel
CEO & Managing Director
DIN: 07780251

Aman Malpani
Chief Financial Officer

Place: Vadodara
Date: August 24, 2023

Praful Radadia
Whole-Time Director
DIN: 09660425

Neha Gupta
Company Secretary

Place: Vadodara
Date: August 24, 2023

POLYSIL IRRIGATION SYSTEMS LIMITED

CIN: U17100GJ1985PLC127398

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

1. COMPANY INFORMATION

This financial statements of Polysil Irrigation Systems Limited (hereinafter referred to as the "Company"), for the year ended March 31, 2023. Polysil Irrigation Systems Limited is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 ("the Act"). The registered office of the Company is located at Survey No- 340/1, Beside Hystuff Steel, At/Post - Raniya, Taluka Savli, District - Vadodara Raniya, Taluka - Savli, Vadodara, Gujarat - 391780. The principal place of business of the Company is in India. The Company is in the business of manufacturing and selling of HDPE/LLDPE/LD Pipes and Micro Irrigation Systems.

2. SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under the section 133 of the Companies Act, 2013 read together with rule 7 of the Companies (Accounts) Rules 2014 and Companies (accounting standards) amendment rules 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified as per sub-section (1) of section 129 of the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

All the amounts included in the Financial Statements are presented in Indian Rupees ('Rupees' or 'Rs.' Or 'INR') and are rounded to the nearest Lakhs, except per share data and unless stated otherwise

b. USE OF ESTIMATES:

The preparation of financial statements in conformity with the Indian GAAP requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Property, plant and equipment is depreciated on a straight-line value basis to its residual value over its estimated useful life.

Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under the non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss on the date of disposal or retirement.

d. DEPRECIATION / AMORTISATION:

Depreciation and amortisation are provided using the straight-line value method and charged to statement of profit and loss as per the useful life prescribed under Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Type of Assets	Useful life (Years)
Factory Building	30
Staff Quarter	60
Factory Road	30
Plant and Machinery	15

Type of Assets	Useful life (Years)
Die Heads	15
Factory Equipment	15
Laboratory Equipment	10
Electrical Installation	10
Office Equipment	5
Air Conditioners	5
Furniture and Fixtures	10
Computer	3 to 6
Vehicle	8 to 10

e. INTANGIBLE ASSETS:

Separately acquired intangible assets, such as software are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Intangible assets with finite useful lives are carried at cost and are amortised on a written down value basis over their estimated useful lives and charged to statement of profit and loss.

Software and licenses acquired are amortized at the 5 years on straight line value method.

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

f. CAPITAL WORK-IN-PROGRESS:

Cost and direct expense incurred for construction of assets or assets to be acquired and which are not ready for use are disclosed under "Capital Work-in-progress".

g. RETIREMENT AND OTHER EMPLOYEE BENEFITS:

For defined benefit plans, the liability or asset recognised in the statement of assets and liabilities on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

The Company's contributions to defined contribution plans (provident fund) are recognized in statement of profit and loss when the employee renders related service. The Company has no further obligations under these plans beyond its periodic contributions.

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as salary and wages payable under other current liabilities in the statement of assets and liabilities.

h. LEASES:

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

i. IMPAIRMENT:

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in financial year.

j. INVESTMENTS:

- i. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
- ii. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.
- iii. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
- iv. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

k. REVENUE RECOGNITION:

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration e.g. discounts, volume rebates, any payments made to a customer (unless the payment is for a distinct good or service received from the customer) and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control over a product or service to a customer. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Company provides incentives to its users in various forms. Incentives which are consideration payable to the customer that are not in exchange for a distinct good or service are generally recognized as a reduction of revenue.

Where the Company acts as an agent for selling goods or services, only the commission income is included within revenue. The specific revenue recognition criteria described below must also be met before revenue is recognized. Typically, the Company has a right to payment before or at the point that services are delivered. Cash received before the services are delivered is recognised as a contract liability. The amount of consideration does not contain a significant financing component as payment terms are less than one year.

I. Sale of Goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are presented net of Excise duty collected on behalf of the Government, trade discounts and returns, as applicable.

II. Sale of services

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e. as and when services are rendered. Revenues are disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the statement of assets and liabilities as unbilled revenue under other financial assets where the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability.

III. Other operating revenue

Where the Company is contractually entitled to receive claims/compensation in case of non-discharge of obligations by customers, such claims/compensations are measured at amount receivable from such customers and are recognised as other operating revenue when there is a reasonable certainty that the Company will be able to realize the said amounts.

IV. Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss account.

I. TAXATION:

I. Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the India where the Company operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

II. Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

III. Minimum alternate tax

Credit of MAT is recognised as deferred tax asset only when it is probable that taxable profit will be available against which the credit can be utilised. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

IV. Taxes paid on acquisition of assets or on incurring expenses

Assets are recognised net of the amount of GST paid, except when the tax incurred on a purchase of assets is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset.

Expenses are recognised net of the amount of GST paid, except when the tax incurred on a purchase of services is not recoverable from the taxation authority, in which case, the tax paid is expensed off in statement of profit and loss.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets or other current liabilities in the statement of assets and liabilities.

m. FOREIGN CURRENCY TRANSACTIONS:**I. Functional and presentation currency**

Items included in the Financial Information of the Company are measured using the currency of the primary economic environment in which it operates i.e. the "functional currency". The Company's financial information is presented in INR.

II. Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's at their respective functional currency at exchange rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in statement of profit and loss).

n. SEGMENT REPORTING:

The Company is engaged in one segment only i.e. High Density Polyethylene Pipe (HDPE)/Linear Low Density Polyethylene Pipe (LLDPE)/Low Density Polyethylene Pipe (LDPE) and Micro Irrigation Systems and hence there are no separate reportable segment.

o. INVENTORIES:

- i. Raw materials, packing materials and stores & spares are valued at lower of cost and net realizable value. Cost of raw materials, packing materials are determined on First in First out (FIFO) basis and cost of stores & spares are determined on weighted average cost method.
- ii. Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on FIFO basis.
- iii. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

p. PROVISIONS AND CONTINGENCIES:**I. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

II. Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does have recognized a contingent commitment in the financial statements.

q. CASH AND CASH EQUIVALENTS:

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

r. EXCEPTIONAL ITEMS:

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Financial Statements.

s. PRIOR PERIOD ITEMS:

Prior period items shall be separately disclosed in the statement of profit and loss in the reporting period together with their nature and amount in a manner so that their impact on profit or loss in the reporting period can be perceived.

Had complied with AS 15 the prior period expenses are incurred in the reporting period and which has been recognised and disclosed separately in statement of profit and loss.

t. GOVERNMENT GRANTS AND SUBSIDIES:

- i. Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received.
- ii. Where the grant relates to an asset, it is shown as a reduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of the asset by way of reduced depreciation charge.
- iii. Where the grant relates to reimbursement of interest on term loan, it is recognised as a reduction from the finance cost of the term loan concerned.

u. BORROWING COSTS:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in the statement of profit and loss in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

See accompanying notes to the financial statements

As per our report of even date

For Ratan Chandak & Co.

Chartered Accountants

Firm Reg. No. 108696W

CA Vighnesh Arun Palkar

Partner

Membership No.: 131539

UDIN: 23131539BGQTRS5058

Place: Navi Mumbai

Date: August 24, 2023

**For and on behalf of the Board of Directors of
For, Polysil Irrigation Systems Limited**

Bharat Patel
CEO & Managing Director
DIN: 07780251

Praful Radadia
Whole-Time Director
DIN: 09660425

Aman Malpani
Chief Financial Officer

Place: Vadodara

Date: August 24, 2023

Neha Gupta
Company Secretary

Place: Vadodara

Date: August 24, 2023

3: SHARE CAPITAL

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
(a) Authorised Share Capital		
14500000 Equity Shares of INR 10.00 each	1,450.00	70.00
(Previous Year 70000 Equity Shares of INR 100.00 each)		
	1,450.00	70.00
(b) Issued, Subscribed and Fully Paid up Share Capital		
9897090 Equity Shares of INR 10.00 each	989.71	45.50
(Previous Year 45499 Equity Shares of INR 100.00 each)		
TOTAL	989.71	45.50

Pursuant to a special resolution at the meeting of the members of the company held on 13 December, 2022 sub-division of each of the equity shares of the company having a face value of Rupees 100/- each in the authorised equity capital of the company into 10 equity shares.

Pursuant to a special resolution at the meeting of the members of the company held on 13 December, 2022 has been increased the authorised share capital of the company from existing INR 70,00,000/- to revised INR 14,50,00,000/- (addition INR 13,80,00,000/-).

The Board of Directors pursuant to a resolution dated January 16, 2023 and the shareholders special resolution dated January 23, 2023 have approved the issuance of twenty bonus equity shares of face value Rs. 10 each for every one existing fully paid up equity share of face value Rs. 10 each and accordingly 9425800 bonus equity shares were issued and allotted in accordance with the Section 63 of the Companies Act, 2013.

i. Reconciliation of Shares Outstanding

Particulars (Equity Shares)	As At March 31, 2023		As At March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
Opening Balance	454,990	45.50	45,499	45.50
Sub-division/Issued /Bonus issue during the year	9,442,100	944.21	-	-
Deletion	-	-	-	-
Closing balance	98,97,090	989.71	45,499	45.50

ii. Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of Rs. 10 (previous year Rs. 100) per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii. Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Particulars	As At March 31, 2023		As At March 31, 2022	
	No. of Shares	% of Holding	No. of Shares held	% of Holding
Bharatkumar Patel	2,866,500	28.96%	9,100	20.00%
Dilipkumar Dholaria	-	0.00%	5,612	12.33%

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

Particulars	As At March 31, 2023		As At March 31, 2022	
	No. of Shares	% of Holding	No. of Shares held	% of Holding
Payal Jain	955,500	9.65%	3,791	8.33%
Dhirajbhai Ukabhai Munjapara	-	0.00%	4,550	10.00%
Jasmin H Barvaliya	-	0.00%	4,549	10.00%
Bhanubhai Bhikhabhai Kunjadiya	-	0.00%	3,640	8.00%
Nareshkumar Ranchhodbhai Virja	477,750	4.83%	2,275	5.00%
Prafulbhai D Radadia	477,750	4.83%	2,275	5.00%
Varsha Apurvakumar Vasiyani	-	0.00%	2,275	5.00%
Vinodbhai Samjubhai Dobariya	-	0.00%	2,275	5.00%
Satishkumar Dayabhai Maniya	1,273,650	12.87%	-	0.00%
Sunilkumar Diplal Shah	1,273,860	12.87%	-	0.00%
Rameshbhai Virjibhai Kakadiya	1,274,070	12.87%	-	0.00%

iv. Shareholding of Promoters/ Promoter Group

Name of Promoters and Promoter Group	As At March 31, 2023		As At March 31, 2022		% Changes during the Year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Bharatkumar Patel	2,866,500	28.96%	9,100	20.00%	8.96%
Prafulbhai Damjibhai Radadia	477,750	4.83%	2,275	5.00%	(0.17)%
Total Shareholding of Promoter and Promoter Group	2826500	72.22%	250000	100.00%	(27.78%)

v. Equity shares movement during 5 years preceding 31 March 2023

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as bonus	9,425,800	-	-	-	-
Equity shares extinguished on buy-back	-	-	-	-	-

The Board of Directors pursuant to a resolution dated January 16, 2023 and the shareholders special resolution dated January 23, 2023 have approved the issuance of twenty bonus equity shares of face value Rs. 10 each for every one existing fully paid up equity share of face value Rs. 10 each and accordingly 9425800 bonus equity shares were issued and allotted in accordance with the Section 63 of the Companies Act, 2013.

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

4: RESERVES & SURPLUS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Other Reserves		
Opening Balance	15.34	15.34
Add: Transfer from P&L	48.49	-
Less: Issue of Bonus Shares	63.83	-
Closing Balance	-	15.34
Statement of Profit and loss		
Balance at the beginning of the year	1,337.95	1,271.45
Add: Profit/(loss) during the year	86.79	66.50
Less: Appropriation		
Issue of Bonus Shares	878.75	-
Balance at the end of the year	546.00	1,337.95
TOTAL	546.00	1,353.29

5: LONG TERM BORROWING

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Secured Term loans from banks	127.07	209.95
Secured Term loans from other parties	8.43	-
Unsecured Term loans from other parties	34.48	-
TOTAL	169.98	209.95

Particulars of Long Term Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Instalments	No of Instalment
State bank of India - GECL	Raw material, stock in process, finished goods and receivables/ book debts and other current assets	7.80%	465083	36
State bank of India - CCECL	Raw material, stock in process, finished goods and receivables/ book debts and other current assets	7.00%	483333	18
HDFC Bank- GECL	Raw material, stock in process, finished goods and receivables/ book debts and other current assets	8.90%	519474	37
HDFC-Plant and machinery	Plant & Machinery	8.40%	300570	62
Cholamandalam Investment and Finance Company Ltd	Voltas Forklift Truck	11.01%	39292	36
Bajaj Finserv		18.00%	51720	60

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
a) State Bank of India - GECL

The loan is primarily secured by way of hypothecation of present and future raw material, stock in process, finished goods and receivables/ book debts and other current assets. Interest Rate is at 0.75% above EBLR which is presently 7.05% p.a. (w.e.f. 10.04.2020) rising or falling therewith on daily products with monthly rests present effective rate is 7.80% p.a. subject to reset at quarterly intervals. The loan is repayable in 36 equal monthly Installments of Rs. 4,65,083/- (Loan amount of Rs. 167.43 lakhs) after a moratorium of 12 months (total number of installments -36 months)

b) State Bank of India - CCECL

The loan is primarily secured by way of hypothecation of present and future raw material, stock in process, finished goods and receivables/ book debts and other current assets. Interest Rate is equivalent to 1 year MCLR which is presently 7.00% p.a. (w.e.f. 10.06.2020) rising or falling therewith on daily products with monthly rests present effective rate is 7.00% p.a. subject to change after one year. The loan is repayable in 18 equal monthly Installments of Rs. 4,83,333/- (Loan amount of Rs. 87 Lakhs) after a moratorium of 6 months date was began from Dec 2020 and end on May 2022 (total number of installments - 24 months).

c) HDFC Bank - GECL

The loan is primarily secured by way of hypothecation of present and future raw material, stock in process, finished goods and receivables/ book debts and other current assets. Interest Rate is 8.9% 3M T-bill to be linked at time of limit set/ loan booking will be applicable p.a. subject to reset at quarterly intervals. The loan is repayable in 37 equal monthly Installments of Rs. 5,19,474/-.

d) HDFC Bank-Plant and machinery

The loan is primarily secured by way of hypothecation of plant and machinery purchased from loan. Interest Rate is 8.4% 3M T-bill to be linked at time of limit set/ loan booking will be applicable p.a. subject to change after one year. The loan is repayable in 62 equal monthly Installments of Rs. 3,00,570/-."

The above loans are further secured by way of equitable mortgage of factory Land & Building situated at R.S. no. 340/1, Near Sayaji Paper Pvt. Ltd. Sakarda Raniya Road, Mouje Village Raniya, Savli, Vadodara. The above loans are further secured by way of equitable mortgage immovable property situated at residential plot No.21 situated at block no. 478, Krushna nagar, B/H Bharat Petrol Pump, Nr. Kamrej Char Rast, NH 8, Kamrej, Surat owned by Tulsibhai Jadhavbhai Patel, Nitinbhai Tulsibhai Patel, Rajendrabhai Tulsibhai Patel and Bharatbhai Tulsibhai Patel are one of the director and relative of the director of the company. The above loans are also secured by way of personal guarantee of all the directors and Tulsibhai Jadhavbhai Patel, Nitinbhai Tulsibhai Patel, Rajendrabhai Tulsibhai Patel the relatives of the directors of the company.

6: DEFERRED TAX LIABILITIES NET
INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Deferred Tax Liabilities	77.92	(9.80)
TOTAL	77.92	(9.80)

Significant components of Deferred Tax
INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	93.30	-
Gross Deferred Tax Liability (A)	93.30	-
Deferred Tax Asset		
Expenses provided but allowable in Income tax on Payment basis	15.37	1.07
Difference between book depreciation and tax depreciation	-	8.73
Gross Deferred Tax Asset (B)	15.37	9.80
Net Deferred Tax Liability (A)-(B)	77.92	(9.80)

7: OTHER LONG TERM LIABILITIES
INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Others		
-Retention Money Deposit	14.19	-
-Security Deposit from Customer's	243.93	270.54
TOTAL	258.12	270.54

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

8: LONG TERM PROVISIONS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Provision for employee benefits		
-Provision for Compensated Absences	4.28	-
-Provision for Gratuity	18.44	18.71
TOTAL	22.72	18.71

9: SHORT TERM BORROWINGS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Current maturities of long-term debt		
- Bajaj Finserv-Business Loan	0.52	-
- Cholamandalam Investment and Finance Company Ltd-Voltas Forklift Truck	3.57	-
- HDFC Term Loan-GECL	56.24	52.12
- HDFC Term Loan-Machine	27.35	25.56
Secured Loans repayable on demand from banks	1,153.13	1,190.33
Unsecured Loans and advances from related parties		
- From Directors	136.46	17.00
TOTAL	1,377.27	1,285.01

10: TRADE PAYABLES

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Due to Micro and Small Enterprises	195.53	266.91
Due to others	1,149.40	640.44
TOTAL	1,344.93	907.35

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

10.1: TRADE PAYABLES AGEING SCHEDULE FOR F.Y. 2022-23

INR in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i MSME	137.03	47.29	11.20	-	195.53
ii Others	1,056.08	75.88	17.45	-	1,149.40
iii Disputed dues – MSME	-	-	-	-	-
iv Disputed dues - Others	-	-	-	-	-
SUB-TOTAL	-	-	-	-	1,344.94
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
TOTAL					1,344.94

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
10.2: TRADE PAYABLES AGEING SCHEDULE FOR F.Y. 2021-22

INR in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i MSME	253.87	4.80	8.24	-	266.91
ii Others	603.65	36.73	0.06	-	640.44
iii Disputed dues – MSME	-	-	-	-	-
iv Disputed dues - Others	-	-	-	-	-
SUB-TOTAL	-	-	-	-	907.35
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
TOTAL					907.35

11: OTHER CURRENT LIABILITIES

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Income received in advance	204.37	(31.25)
Other payables		
-ESIC Payable	0.19	0.34
-Imprest to Employees	115.83	145.18
-PF Payable	2.57	4.13
-PT Payable	10.68	8.02
-Salary and Wages Payable	218.96	245.09
-TCS on Scrap Sales	0.03	-
-TDS Payable	34.14	37.56
TOTAL	586.77	409.07

The Company has deducted PTRC on salary paid to employees since Nov, 2019. The Company is making efforts to ensure that the compliance is regularised.

12: SHORT TERM PROVISIONS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Provision for employee benefits		
-Provision for Bonus	21.12	22.04
-Provision for Compensated Absences	1.89	17.07
-Provision for Gratuity	9.05	-
Others		
-Provision for Audit Fees	6.30	1.50
-Provision for Commission Expenses	22.20	35.26
-Provision for Expenses	34.06	27.69
-Provision for Tax (Net of advance tax)	63.42	23.61
TOTAL	158.04	127.17

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

13: PROPERTY, PLANT AND EQUIPMENT	Gross Block						Amortization			Net Block	
	Particulars	As at April 1, 2022	Addition during the year	Sell during the year	As at March 31, 2023	As at April 1, 2022	Depreciation and Amortization Expenses	On Disposal/ Exception	As at March 31, 2023	As at March 31, 2022	
Property, Plant and Equipment											
Land	283.82			283.82					283.82	283.82	
Factory Building	177.11			177.11	20.15	5.80		25.95	151.16	156.96	
Road	26.83	6.43		33.26	0.71	0.91		1.62	31.64	26.12	
Plant & Machinery	1,191.22	20.97		1212.18	922.87	25.36		948.22	263.96	268.35	
Electrical Installation	34.33			34.33	13.12	3.38		16.51	17.82	21.20	
Office Equipment	4.30	1.11		5.41	1.26	0.92		2.18	3.23	3.04	
Factory Equipment	19.78			19.78	9.96	1.32		11.28	8.50	9.82	
Furniture & Fixtures	30.50	6.77		37.26	10.98	2.96		13.94	23.33	19.52	
Computer	16.03	3.08		19.11	11.75	1.86		13.61	5.50	4.28	
Laboratory Equipment	36.28			36.28	10.27	2.10		12.37	23.91	26.01	
Air Conditioner & Refrigeration	3.72	1.92		5.64	2.55	0.69		3.24	2.40	1.17	
TOTAL	1823.91	40.28		1864.20	1003.63	45.30		1048.93	815.27	820.28	
Previous Year	1606.00	217.91		1823.91	932.34	71.29		1003.63	820.28	668.66	
Intangible Assets											
Computer Software	16.04	1.55		17.59	10.74	1.30		12.03	5.56	5.30	
Licenses		119.97		119.97		5.99		5.99	113.99		
TOTAL	16.04	121.52		137.56	10.74	7.28		18.02	119.54	5.30	
Previous Year	15.86	0.18		16.04	9.06	1.678		10.74	5.30	6.80	

Notes:

During the Current Financial Year Company Self constructed asset as License fees & Claimed depreciation as per the provisions of Schedule II of The Companies Act 2013.

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

14: NON-CURRENT ASSETS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Security Deposits		
-Deposit with Government authorities	16.17	12.93
-Earnest Money Deposit	1.05	1.05
-Electricity deposit	20.63	20.63
-Rent Deposit	0.22	4.11
TOTAL	38.07	38.72

15: INVENTORIES

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Raw materials	153.62	118.58
Work-in-progress	61.67	32.43
Finished goods	766.46	730.96
Stock-in-trade	311.47	291.89
Stores and spares	22.13	23.38
Packing Material	13.62	14.22
Goods-in-transit	65.30	-
TOTAL	1,394.28	1,211.47

15.1: Inventories – Product Wise

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
HDPE/LLDPE/PVC Pipe	85.98	59.86
HDPE Sprinkler Systems	471.62	361.54
Drip Irrigation Systems	582.00	633.89
TOTAL	1,139.60	1,055.29

16: TRADE RECEIVABLES

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Unsecured considered good	2,810.87	2,169.99
TOTAL	2,810.87	2,169.99

16.1: TRADE RECEIVABLES AGEING SCHEDULE FOR F.Y. 2022-23

INR in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i Undisputed Trade receivables – considered good	-	2,389.30	252.94	84.31	56.21	28.10	2,810.87
ii Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
iii Disputed Trade Receivables considered good	-	-	-	-	-	-	-
iv Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
TOTAL							2,810.87

16.2: TRADE RECEIVABLES AGEING SCHEDULE FOR F.Y. 2021-22

INR in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i Undisputed Trade receivables – considered good	-	1,473.32	324.74	287.57	64.31	20.05	2,169.99
ii Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
iii Disputed Trade Receivables considered good	-	-	-	-	-	-	-
iv Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
TOTAL							2,169.99

17: CASH AND CASH EQUIVALENTS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Cash on hand	0.09	0.06
Balances with banks in current accounts		
-Balance with Bank	6.57	14.72
Cash and cash equivalents - total	6.66	14.78
Other Bank Balances		
Deposits with original maturity for more than 12 months	82.16	78.52
TOTAL	88.82	93.30

Bank Deposit having maturity of greater than 12 months, marked as lien against BG and LC

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
18: SHORT TERM LOANS AND ADVANCES

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Balances with Government Authorities		
-Advance Tax, TDS and TCS	6.95	-
-GST Receivable/ Refundable	-9.91	62.08
-Income Tax Refundable	0.01	0.01
Others		
-Advance to sundry creditors	51.38	2.84
-Prepaid Expenses	1.33	0.70
-Retention Money Deposit	209.13	208.16
TOTAL	258.89	273.79

19: OTHER CURRENT ASSETS

INR in Lakhs

Particulars	As At March 31, 2023	As At March 31, 2022
Accrued Interest-FDR	5.73	3.94
TOTAL	5.73	3.94

20: REVENUE FROM OPERATION

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Sale of products	4,385.51	3,760.65
Other operating revenues		
-Scrap Sales	2.15	1.62
TOTAL	4,387.66	3,762.27

20.1: Revenue from major Products

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
HDPE/LLDPE/PVC Pipe	1,132.85	402.78
HDPE Sprinkler Systems	480.22	839.43
Drip Irrigation Systems	2,800.04	2,695.06
TOTAL	4,413.11	3,937.27

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

21: OTHER INCOME

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Interest Income		
-Bank Deposit	6.18	4.35
-Interest on LC	0.02	-
Others		
-Net Gain on foreign currency transactions and translation	-1.37	0.59
TOTAL	4.83	4.94

22: COST OF RAW MATERIAL CONSUMED

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Raw Material Consumed		
Opening stock	118.58	230.11
Purchases	2,073.13	1,291.43
Less: Closing stock	153.62	118.58
Total	2,038.09	1,402.96
Packing Material Consumed		
Opening stock	14.22	14.22
Purchases	-	-
Adjustment	-0.60	-
Less: Closing stock	13.62	14.22
Total	-	-
Stores & Spares consumed		
Opening stock	23.38	23.38
Purchases	-	-
Adjustment	-1.25	-
Less: Closing stock	22.13	23.38
Total	-	-
TOTAL	2,038.09	1,402.96

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
22.1: Cost of Material consumed - Product wise

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
HDPE/LLDPE Granules & Master Batch	1,891.42	1,310.61
Other components	146.67	92.35
TOTAL	2,038.09	1,402.96

23: PURCHASES OF STOCK IN TRADE

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Purchases	647.06	588.14
TOTAL	647.06	588.14

23.1: Purchase of major Products

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
GI/PVC/HDPE Fittings	647.06	588.14
TOTAL	647.06	588.14

24: CHANGE IN INVENTORIES OF WORK IN PROGRESS AND FINISHED GOODS

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Opening Inventories		
Finished Goods	730.96	665.50
Work-in-progress	32.43	9.59
Stock-in-trade	291.89	232.32
Goods-in-transit	-	-
Less: Closing Inventories		
Finished Goods	766.46	730.96
Work-in-progress	61.67	32.43
Stock-in-trade	311.47	291.89
Goods-in-transit	65.30	-
TOTAL	(149.62)	(147.88)

25: EMPLOYEE BENEFIT EXPENSES

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Salaries and wages	522.95	736.81
Contribution to provident and other funds	13.63	31.95
Staff welfare expenses	20.65	28.66
TOTAL	557.23	797.42

DEFINED BENEFIT PLAN

Changes in the present value of the defined benefit obligation

INR in Lakhs

Particulars	Gratuity		Leave Encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Defined Benefit Obligation at beginning of the year	47.75	27.34	14.76	12.97
Current Service Cost	6.32	6.79	6.97	15.68
Interest Cost	3.05	1.28	0.91	0.58
Actuarial (Gain) / Loss	(26.65)	15.03	(9.48)	5.58
Benefits Paid	(2.98)	(2.70)	(7.00)	(20.04)
Defined Benefit Obligation at year end	27.49	47.75	6.17	14.76

Changes in the fair value of plan assets

INR in Lakhs

Particulars	Gratuity		Leave Encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Fair value of plan assets as at the beginning of the year	0.00	0.00	-	-
Expected return on plan assets	0.00	0.00	-	-
Contributions	0.00	0.00	-	-
Benefits paid	0.00	0.00	-	-
Actuarial gain/ (loss) on plan assets	0.00	0.00	-	-
Fair value of plan assets as at the end of the year	0.00	0.00	-	-

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
Reconciliation of present value of defined benefit obligation and fair value of assets

INR in Lakhs

Particulars	Gratuity		Leave Encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Present value obligation as at the end of the year	27.49	47.75	6.17	14.76
Fair value of plan assets as at the end of the year	-	-		
Funded status/(deficit) or Unfunded net liability	-	-		
Unfunded net liability recognized in balance sheet	27.49	47.75	6.17	14.76
Amount classified as:				
Short term provision	9.05	11.83	1.89	4.51
Long term provision	18.44	35.91	4.28	10.25

Expenses recognized in Profit and Loss Account

INR in Lakhs

Particulars	Gratuity		Leave Encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Current service cost	6.32	6.79	6.97	15.68
Interest cost	3.05	1.28	0.91	0.58
Deficit in acquisition cost recovered	-	-		
Expected return on plan assets	-	-		
Net actuarial loss/(gain) recognized during the year	-26.65	15.03	-9.48	5.58
Total expense recognised in Profit and Loss	-17.28	23.10	-1.59	21.84

Actuarial assumptions

Particulars	Gratuity		Leave Encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount Rate	7.30%	7.30%	7.30%	7.30%
Expected Rate of increase in Compensation Level	8.00%	8.00%	8.00%	8.00%
Expected Rate of return on Plan assets	NA	NA	NA	NA
Mortality Rate	0.38%	0.38%	0.38%	0.38%
Retirement Age	60.00	60.00	60.00	60.00
Average Attained Age	34.3	33.22	34.3	33.22
Withdrawal Rate	30.00%	30.00%	30.00%	30.00%

General Description of the Plan

The Entity has unfunded gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of

continuous service. In case of some employees, the Entity's scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972.

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

26: FINANCE COSTS

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Interest expense	124.55	103.53
Other borrowing costs		
-Bank Charges	24.67	45.42
TOTAL	149.22	148.95

27: DEPRECIATION AND AMORTIZATION EXPENSES

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Amortization	7.28	1.68
Depreciation	45.30	71.29
TOTAL	52.58	72.97

28: OTHER EXPENSES

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Auditors' Remuneration	6.30	1.50
Consumption of stores and spare parts	22.99	20.55
Insurance	5.09	4.45
Power and fuel	113.91	86.74
Rent		
-Rent on Machinery	2.20	-
-Others	48.18	41.25
Repairs to machinery	5.22	6.87
Repairs others	2.91	3.29
Rates and taxes	11.29	3.48
Miscellaneous expenses	96.25	82.01
Brokerage and Commission	44.12	62.06
Cash Discount	0.12	1.24
Donation	-	3.00
Freight & forwarding Charges	181.64	187.43
Job & Labour Charges	28.87	22.78
Legal & professional Charges	44.91	59.60
Packing Material Consumed	33.35	37.31
Sales promotion Expenses	58.87	63.75
Sundry Balance Written off (Net)	-	2.50

Travelling & conveyance	126.68	113.79
TOTAL	832.90	803.60

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

29: PRIOR PERIOD ITEM

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Excess provision of Leave encashment	(2.30)	-
Short provision of Gratuity	29.03	-
TOTAL	26.73	-

30: TAX EXPENSES

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Current Tax	63.42	24.46
Deferred Tax	87.72	6.30
Excess/Short Provision Written back/off	0.37	3.79
TOTAL	151.51	34.55

Significant components of Deferred Tax charged during the year

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Expenses provided but allowable in Income tax on Payment basis	(14.30)	(1.06)
Difference between book depreciation and tax depreciation	102.02	7.36
TOTAL	87.72	6.30

31: EARNING PER SHARE

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Profit attributable to equity shareholders (Rs in lakhs)	86.79	66.50
Weighted average number of Equity Shares	9,888,114.00	9,880,790.00
Earnings per share basic (Rs)	0.88	0.67
Earnings per share diluted (Rs)	0.88	0.67
Face value per equity share (Rs)	10.00	100.00

32: REMUNERATION TO AUDITORS

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
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POLYSIL IRRIGATION SYSTEMS LIMITED

Payments to auditor as		
- Auditor	6.30	1.50
TOTAL	6.30	1.50

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

33: MICRO AND SMALL ENTERPRISE

INR in Lakhs

Particulars	For the year ended on March 31, 2023		For the year ended on March 31, 2022	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	195.53	-	266.91	-
TOTAL	195.53	-	266.91	-

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

34: LEASE

INR in Lakhs

Particulars	For the year ended on March 31, 2023		For the year ended on March 31, 2022	
	Principal	Interest	Principal	Interest
Future minimum rental payables under non-cancellable operating lease				
- Not later than one year		48.18		41.25
TOTAL		48.18		41.25

The Company has taken various residential/commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry.

The rental expenses recognized in Profit and Loss account for operating lease.

35: VALUE OF IMPORT ON CIF BASIS

INR in Lakhs

Particulars	For the year ended on March 31, 2023		For the year ended on March 31, 2022	
	Principal	Interest	Principal	Interest
Raw Materials		146.18		217.96
Components and Spare Parts		2.48		2.84
TOTAL		148.66		220.80

36: VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED

INR in Lakhs

Particulars	For the year ended on March 31, 2023		For the year ended on March 31, 2022	
	Principal	Interest	Principal	Interest
Raw Materials				
- Imported		146.18		217.96
- Indigenous		1,892.85		1,185.00
Spare parts and components				

- Imported	2.48	2.84
- Indigenous	20.01	17.71
TOTAL	2,061.53	1,423.51

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

37: RELATED PARTY DISCLOSURES

INR in Lakhs

1. Name of the related parties and description of relationship:

List of Related Parties	Relationship
Arun Goel (up to 25.09.2020)	KMP
Kusum Goel (up to 23.08.2018)	KMP
Madhav Goel (up to 25.09.2020)	KMP
Saurabh Arun Goel (up to 25.09.2020)	KMP
Dilipkumar Shambhubhai Dholaria (up to 06.09.2022)	ED
Prafulbhai Dhamjibhai Radadia (w.e.f. 04.07.2022)	WTD
Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD
India Net (up to 25.09.2020)	KMP having significant influence
Santosh Agritech Services	KMP having significant influence
Daman Plastics (up to 25.09.2020)	KMP having significant influence
Silvassa Plastics (up to 25.09.2020)	KMP having significant influence
Polysil Pipes (up to 25.09.2020)	KMP having significant influence
Resin Distributors Limited (up to 25.09.2020)	KMP having significant influence
Tufropes Private limited (up to 25.09.2020)	KMP having significant influence
Polyresin Agencies (I) Limited (up to 25.09.2020)	KMP having significant influence
Aden Pharmaceuticals Private Limited	ED having significant influence
Poly Plast Agencies (I) Private Limited (up to 25.09.2020)	KMP having significant influence
Anilkumar Radheshyam Singh (w.e.f. 10/11/2022)	NED
Bipinkumar Hirpara (w.e.f. 16/01/2023)	ID
Mona Patel (w.e.f. 13/02/2023)	ID
Neha Gupta (w.e.f. 01/02/2023)	Compliance Officer (CS)
Aman Malpani (w.e.f. 01/02/2023)	CFO
Vima Engineering Pvt Ltd	NED having significant influence
Vima Alliance Infra Pvt Ltd	NED having significant influence
Associated Power Structures Pvt Ltd (upto 29.02.2020)	NED having significant influence
Polysil Drip Irrigation LLP	CEO&MD's having significant influence

POLYSIL IRRIGATION SYSTEMS LIMITED

Parthasarathi Academy Pvt Ltd	ID having significant influence
Bhalala Kanani & Co	ID having significant influence
Hirpara & Co	ID having significant influence
Smart Trading Services	CEO&MD's relative having significant influence

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

37: RELATED PARTY DISCLOSURES (Continued)

INR in Lakhs

2. Related Party Transactions

Particulars	Relationship	For the year ended on March 31, 2023	For the year ended on March 31, 2022
<u>Capital Advances</u>			
- Tufropes Private limited (up to 25.09.2020)	KMP having significant influence	-	162.40
<u>Acquisition of Capital Assets</u>			
- Tufropes Private limited (up to 25.09.2020)	KMP having significant influence	-	212.40
<u>Purchases</u>			
- Tufropes Private limited (up to 25.09.2020)	KMP having significant influence	-	0.04
- Polysil Pipes (up to 25.09.2020)	KMP having significant influence	-	0.33
- Smart Trading Services	CEO&MD's relative having significant influence	3.38	5.00
<u>Loan Taken</u>			
- Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD	208.51	41.50
<u>Loan Repaid</u>			
- Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD	89.05	24.50
<u>Rent</u>			
- Santosh Agritech Services	KMP having significant influence	-	9.44
- Smart Trading Services	CEO&MD's relative having significant influence	14.04	5.90
<u>Directors' Remuneration</u>			
- Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD	42.02	37.02
- Prafulbhai Dhamjibhai Radadia (w.e.f. 04.07.2022)	WTD	12.98	12.41
<u>Salary</u>			

- Aman Malpani (w.e.f. 01/02/2023)	CFO	8.09	2.02
- Neha Gupta (w.e.f. 01/02/2023)	Compliance Officer (CS)	0.63	-
<u>Travelling Expenses and TADA</u>			
- Prafulbhai Dhamjibhai Radadia WTD (w.e.f. 04.07.2022)		12.00	9.22

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

37: RELATED PARTY DISCLOSURES (Continued)

INR in Lakhs

3. Related Party Balances INR in Lakhs

Particulars	Relationship	For the year ended on March 31, 2023	For the year ended on March 31, 2022
<u>Other Long term liabilities</u>			
- Tufropes Private limited (up to 25.09.2020)	KMP having significant influence	93.86	93.86
<u>Trade Receivables</u>			
- Santosh Agritech Services	KMP having significant influence	0.92	0.92
- Aden Pharmaceuticals Private Limited	ED having significant influence	0.13	0.13
<u>Short term borrowings</u>			
- Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD	136.46	17.00
<u>Short term loans and advances</u>			
- Smart Trading Services	CEO&MD's relative having significant influence	10.03	12.22
<u>Other current liabilities</u>			
- Prafulbhai Dhamjibhai Radadia WTD (w.e.f. 04.07.2022)		5.54	2.79
<u>Salary Payable</u>			
- Bharatkumar Tulsibhai Patel (w.e.f. 16.01.2023)	CEO & MD	3.50	-
- Prafulbhai Dhamjibhai Radadia WTD (w.e.f. 04.07.2022)		1.08	-
- Aman Malpani (w.e.f. 01/02/2023)	CFO	0.67	-
- Neha Gupta (w.e.f. 01/02/2023)	Compliance Officer (CS)	0.21	-

38: TURNOVER FROM MANUFACTURING AND TRADING ACTIVITIES

INR in Lakhs

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
<u>Manufacturing</u>		
- HDPE/LLDPE/PVC Pipe	943.81	66.63
- HDPE Sprinkler Systems	336.15	587.59

POLYSIL IRRIGATION SYSTEMS LIMITED

- Drip Irrigation Systems	2,709.66	2,533.36
Trading		
- HDPE/LLDPE/PVC Pipe	189.04	336.15
- HDPE Sprinkler Systems	144.07	251.84
- Drip Irrigation Systems	90.38	161.70
TOTAL	4,413.11	3,937.27

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

39: SECURITY OF CURRENT ASSETS AGAINST BORROWINGS

The company has filed monthly returns or statements of current assets with Banks for borrowing facility against the security of the current assets from banks.

RECONCILIATION BETWEEN CURRENT ASSETS AS PER QUARTERLY STATEMENT FILED WITH BANK AND CURRENT ASSET AS PER BOOKS OF ACCOUNT

INR in Lakhs

Particulars	Jun, 2022	Sept, 2022	Dec, 2022	Mar, 2023
Current Assets as per Quarterly Return filed with Bank	2,002.68	2,111.57	2,024.82	2,217.08
Add:				
Difference	1,031.82	625.52	630.63	693.79
Current Assets as per Books of Account	3,034.50	2,737.09	2,655.45	2,910.87

RECONCILIATION BETWEEN CURRENT ASSETS AS PER QUARTERLY STATEMENT FILED WITH BANK AND CURRENT ASSET AS PER BOOKS OF ACCOUNT

INR in Lakhs

Particulars	Jun, 2022	Sept, 2022	Dec, 2022	Mar, 2023
Current Assets as per Quarterly Return filed with Bank	-	-	-	-
Current Assets as per Books of Account	-	-	-	-

The Company submits monthly statements to bank for purpose of working capital facility, however reporting table restricts only quarterly figures, hence figures for quarter end months have been disclosed.

40: DETAILS OF BENAMI PROPERTY HELD

INR in Lakhs

Particulars	Details
Particulars of Property	-
Year of Acquisition	-
Amount	-
TOTAL	-

The company does not have any Benami property, where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

41: REGISTRATION OF CHARGE

The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

42: RATIO ANALYSIS

Particulars	Numerator / Denominator	31 March 2023	31 March 2022	Change in %
(a) Current Ratio	<u>Current Assets</u> Current Liabilities	1.31	1.38	(4.39)%
(b) Debt-Equity Ratio	<u>Total Debts</u> Shareholder's Equity	1.01	1.07	(5.73)%

(c) Debt Service Coverage Ratio	$\frac{\text{Earnings available for Debt Service}}{\text{Debt Service}}$	0.08	1.36	(93.91)%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	5.92%	4.86%	21.74%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	3.37	3.16	6.59%

NOTES TO THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

42: RATIO ANALYSIS (Continued)

Particulars	Numerator / Denominator	31 March 2023	31 March 2022	Change in %
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	1.76	4.15	(57.55)%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	2.42	4.26	(43.34)%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	4.02	3.67	9.39%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	1.98%	1.77%	11.92%
(j) Return on Capital employed	$\frac{\text{Earnings before interest and taxes}}{\text{Capital Employed}}$	12.26%	8.67%	41.43%

43: SUBSEQUENT EVENTS

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed. Hence, there were no events occurred after the balance sheet date.

44: REGROUPING

Comparative previous year's figures have been regrouped and reclassified to the extent possible, wherever necessary to confirm to current year's classification and presentation.

45: SEGMENT REPORTING

The Company is engaged in one segment only i.e. High Density Polyethylene Pipe (HDPE)/Linear Low Density Polyethylene Pipe (LLDPE)/Low Density Polyethylene Pipe (LDPE) and Micro Irrigation Systems and hence there are no separate reportable segment.

46: STATUTORY DUES

The Company has deducted PTRC on salary paid to employees since November 2019. The Company is making efforts to ensure that the compliance is regularised.

As Per Our attached report of even date
For Ratan Chandak & Co.
Chartered Accountants
Firm Reg. No. 108696W

CA Vighnesh Arun Palkar
Partner
Membership No.: 131539
UDIN: 23131539BGQTRS5058
Place: Navi Mumbai
Date: August 24, 2023

For and on behalf of the Board of Directors of
For, Polysil Irrigation Systems Limited

Bharat Patel
CEO & Managing Director
DIN: 07780251

Aman Malpani
Chief Financial Officer
Place: Vadodara
Date: August 24, 2023

Praful Radadia
Whole-Time Director
DIN: 09660425

Neha Gupta
Company Secretary
Place: Vadodara
Date: August 24, 2023

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting (AGM) of the Members of Polysil Irrigation Systems Limited will be held on Saturday, September 30, 2023 at 11:00 A.M. at the registered office of the Company at Survey No- 340/1, Beside Hystuff Steel, At Post Raniya, Taluka Savli, District Vadodara – 391 780, Gujarat, India to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Anilkumar Radheshyam Singh (DIN 07527765), who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mr. Anilkumar Radheshyam Singh (DIN 07527765), who was appointed as Professional – Non-executive Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Anilkumar Radheshyam Singh (DIN 07527765) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Anilkumar Radheshyam Singh (DIN 07527765) as such, to the extent that he is required to retire by rotation.”

3. To appoint M/s. Ratan Chandak & Co., Chartered Accountants, Navi Mumbai as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 38th Annual General Meeting of the Company until the conclusion of the 43rd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Ratan Chandak & Co., Chartered Accountants, Navi Mumbai (Firm Registration No.: 108696W) be and are hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2028 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Registered office:

Survey No- 340/1, Beside Hystuff Steel, At Post Raniya, Taluka Savli, District Vadodara, Raniya Taluka Savli, Gujarat- 391780, India.

By order of the Board of Directors
For, **Polysil Irrigation Systems Limited**
CIN: U17100GJ1985PLC127398

Date: September 6, 2023

Place: Vadodara

Bharat Patel
CEO & Managing Director
DIN: 07780251

Important Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy must be a member of the company.

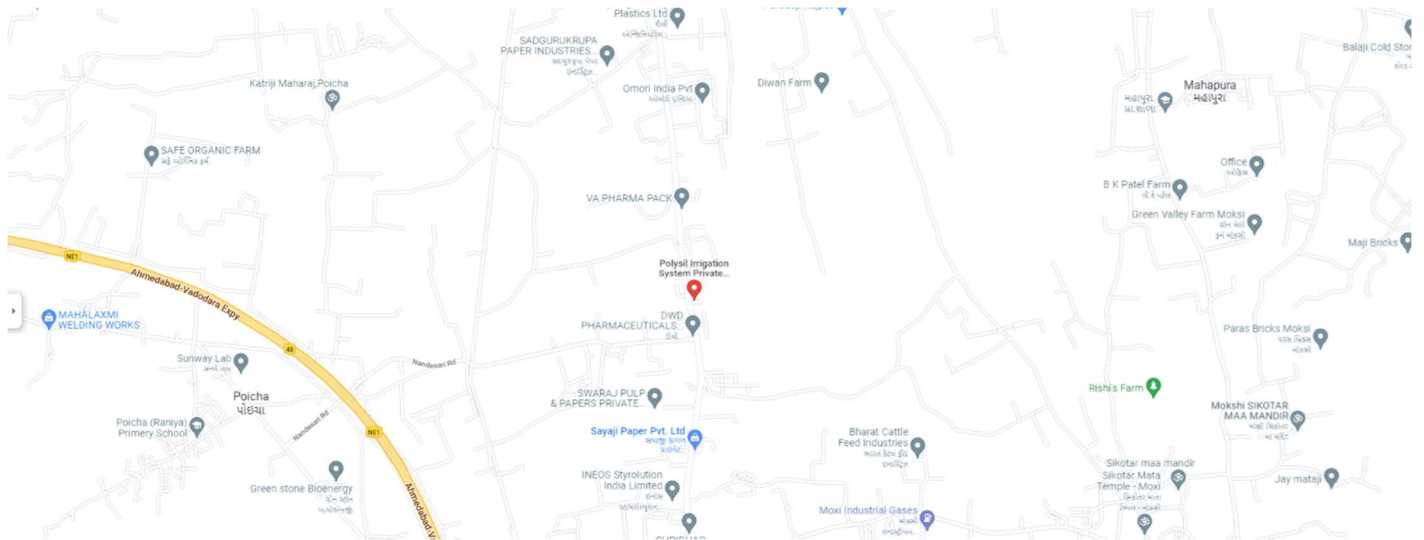
Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
3. Members/proxies are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.

POLYSIL IRRIGATION SYSTEMS LIMITED

- 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 Annual General Meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- Route-map to the venue of the Meeting is provided below;



ATTENDANCE SLIP

Regd. Folio No. / DP ID CL ID	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 38th Annual General Meeting of Polysil Irrigation Systems Limited held on Saturday, September 30, 2023 at 11.00 A.M. at the registered office of the Company situated at Survey No- 340/1, Beside Hystuff Steel, At Post Raniya, Taluka Savli, District Vadodara – 391 780, Gujarat, India.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the Polysil Irrigation Systems Limited, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him

2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him

3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of Polysil Irrigation Systems Limited to be held on Saturday, September 30, 2023 at 11.00 A.M. at the registered office of the Company situated at Survey No- 340/1, Beside Hystuff Steel, At Post Raniya, Taluka Savli, District Vadodara – 391 780, Gujarat, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote (Optional) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Businesses				
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Anilkumar Radheshyam Singh (DIN 07527765), who retires by rotation and being eligible, seeks re-appointment.			
3.	To appoint M/s. Ratan Chandak & Co., Chartered Accountants, Navi Mumbai as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 38 th Annual General Meeting of the Company until the conclusion of the 43 rd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.			

Signed this.....day of.....2023

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than INR 1
--

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before Thursday, September 28, 2023 at 11:00 A.M.)

DISCLOSURE UNDER SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NO. 2:

Name	Mr. Anilkumar Radheshyam Singh
Date of Birth	January 5, 1966
Qualification	Bachelor of Science (Eng.) Mechanical Engineer
Experience - Expertise in specific functional areas - Job profile and suitability	Anilkumar Singh is the Non -Executive Non-Independent Director of our Company. He holds a bachelor's of science degree in Mechanical Engineering from Patna University. He has around 7 years of experience across various businesses. He was appointed on the board of our Company w.e.f. November 10, 2022. He is also associated with the Companies like Vima Alliance Infra Private Limited as a Managing Director and Vima Engineering Private Limited as a Director.
No. of Shares held as on March 31, 2023	NIL
Terms & Conditions	No change in the existing terms and conditions
Remuneration Last Drawn	Not Applicable
Remuneration sought to be paid	Not Applicable
Number of Board Meetings attended during the Financial Year 2022-23	9 out of 9
Date of Original Appointment	November 10, 2022
Date of Appointment in current terms	December 05, 2022
Directorships held in public companies including deemed public companies	Nil
Memberships / Chairmanships of committees of public companies*	Nil
Inter-se Relationship with other Directors.	Nil



POLYSIL
SHAPING WATER

POLYSIL IRRIGATION SYSTEMS LIMITED

**Survey No-340/1,
At-Post-Raniya,
Sakarda-Bhadrava Road,
Ta-Savli, Dist-Vadodara
391780-Gujarat.**

**+91 02667-244271/2/3
1800 891 0182 (TOLL FREE)**

**info@polysilirrigation.com
www.polysilirrigation.com**