



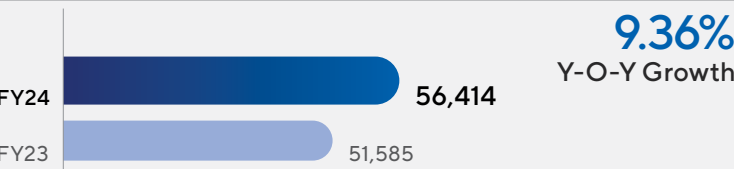
# 23 Unfolding New Possibilities 24

# Inside the Report

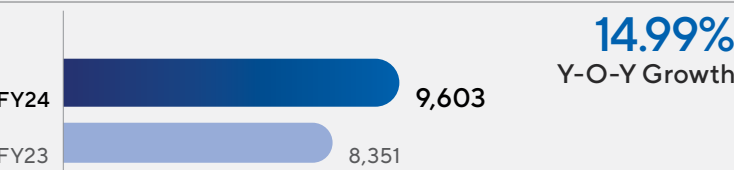
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## Key Performance Highlights - Consolidated

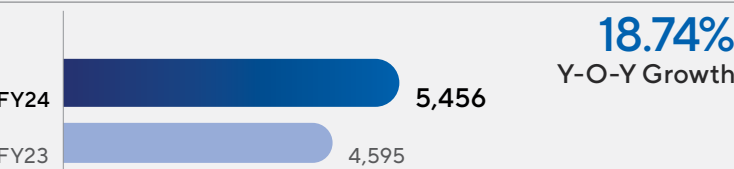
### Revenue from Operations (₹ IN MN)



### EBITDA (₹ IN MN)



### Profit After Tax (₹ IN MN)



The annual report is also available online



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

### Forward Looking Statement

This document contains statements about expected future events, financial and operating results of Astral Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to in the management's discussion and analysis of Astral Limited's FY24 Annual Report.

# Unfolding New Possibilities

At Astral Limited, we are embarking on an exciting journey marked by transformation and exploration, guided by our theme for FY24: Unfolding New Possibilities. This year represents a pivotal moment as we step beyond traditional boundaries, igniting our potential for innovation and growth.

In a dynamic and ever-changing landscape, we are inspired to connect more deeply with our customers, communities, and each other. Our commitment to quality and excellence remains unwavering, encouraging us to continually enhance our offerings while exploring sustainable solutions that resonate with our core values.

Through strategic initiatives and forward-thinking approaches,

we are unlocking new avenues for expansion and collaboration. Our dedication to crafting high-quality products is reflected across all markets we serve, fostering trust and loyalty among our stakeholders. The launch of Astral Paints is a testament to our vision of redefining industry standards and elevating experiences across diverse segments.

The relentless pursuit of excellence drives us to meet evolving market demands while remaining anchored in our responsibility towards sustainable practices.

**As we embark on this remarkable journey, let us embrace the transformative potential that lies ahead, shaping the future of Astral Limited with resilience and purpose. Together, we are poised to unlock new horizons and weave a narrative of success that reflects our passion, dedication, and unfaltering spirit.**





## ABOUT THE COMPANY

# A Legacy of Quality and Innovation

Founded in 1996, Astral Limited has emerged as a leader in the building materials industry, renowned for its innovative products and unwavering commitment to quality. Over the years, Astral has expanded its footprint across multiple segments, including pipes, water tanks, adhesives, sealants, bathware, and paints. With a robust network of dealers and distributors, Astral has established itself as a trusted brand, delivering excellence and reliability to millions of customers.

Astral's journey began with the introduction of CPVC piping systems in India, a pioneering move that set the stage for its future growth. Today, the company operates 19 manufacturing units across India, UK, and USA, with a production capacity of over 5,12,582 metric tonnes per annum. This extensive manufacturing footprint enables Astral to meet the diverse needs of its customers, ensuring timely delivery and consistent quality.

# 1<sup>st</sup>

 **ASTRAL**

The company's product portfolio is vast and varied, encompassing eight high-growth categories: pipes and fittings, water tanks, adhesives and sealants, bathware, specialised valves, paints, construction chemicals, and infrastructure products. Each category is designed to cater to specific market needs, backed by rigorous research and development efforts that ensure innovation and quality.





ABOUT THE COMPANY

# A legacy of Quality and Innovation

19

Manufacturing Units Spread across India, UK, and USA, ensuring a robust production capacity

8,500+ Employees

Dedicated professionals driving innovation and excellence

2,29,000+ Dealers

Extensive dealer network ensuring wide reach and availability of products

3,303+ Distributors

Strong distribution network supporting seamless delivery

5,12,582 MT Capacity (p.a.)

Ensuring the ability to meet growing demand across all product segments

31+ Export Countries

Expanding our global footprint and delivering quality products worldwide

## Our Vision

To be a leader in the building materials industry, known for our innovative products, sustainable practices, and commitment to customer satisfaction.

## Our Mission

To provide high-quality, innovative building materials that enhance the quality of life for our customers, while ensuring sustainable growth and value creation for our stakeholders.

## Our Values

### Innovation

Continuously pushing the boundaries of technology and design to deliver cutting-edge products.

### Quality

Upholding the highest standards of quality in every product we manufacture.

### Sustainability

Committed to sustainable practices that protect the environment and benefit the community.

### Integrity

Conducting business with the utmost integrity and transparency.

### Customer Focus

Prioritising the needs and satisfaction of our customers in every decision we make.





PRODUCTS AND OFFERINGS

# Innovating Across Every Segment

Astral Limited has consistently set benchmarks in the building materials industry with its diverse and innovative product portfolio. Our commitment to quality, sustainability, and customer satisfaction drives us to continuously expand and enhance our offerings. From pioneering piping solutions to advanced adhesives and sealants, and from high-quality bathware to vibrant paints, Astral's products cater to a wide range of applications, ensuring reliability and excellence in every segment.

### Pipes and Fittings

Astral Limited stands at the forefront of the piping industry, recognized for its pioneering role in delivering a wide-ranging selection of plastic piping solutions. Our products are meticulously designed and manufactured to not only meet but exceed the highest standards of quality and performance.

- Plumbing Pipes & Fittings
- Sewerage & Drainage Pipes & fittings
- Agriculture Pipes & Fittings
- Cable Protection System
- Industrial Piping System
- Fire Protection System
- Urban Infrastructure
- Specialised Fittings
- Ancillary Products
- Column Pipe
- Conduit Pipe



### Water Tanks

Astral's water tanks are engineered with advanced features to guarantee safe and hygienic water storage. Astral Water Tanks are NSF approved (first time in India) and feature Anti-Viral Copper Shield Technology, enhancing water hygiene with advanced protection. Our tanks have been designed with meticulous attention to quality and durability.

- Roto moulded Water Tanks – 4 Layers, 3 Layers, 2 layers
- Blow moulded Water Tanks
- Loft Water Tanks
- Water Tank with Anti-Viral Copper Shield – 4 Layers & 3 Layers



### Adhesives and Sealants

Astral offers a wide range of adhesives and sealants, catering to various applications in maintenance, construction, woodworking and industrial sectors. Our products are known for their superior quality, performance and durability.

- Epoxy Adhesives and Putty
- PVA Adhesives
- Rubber Adhesives
- Anaerobic Adhesives
- Tapes
- Silicone, Acrylic & Hybrid Sealants
- Instant Adhesives (Cyanoacrylate)
- Industrial Adhesives
- Solvent Cements



### Construction Chemicals

Astral's construction chemicals provide comprehensive solutions for advanced waterproofing, tile adhesives, and grouts. Our products are designed to enhance the durability and longevity of construction projects.

- Waterproofing Solutions
- Tile Adhesives & Grouts



### Bathware

Designed and manufactured at world-class facilities, Astral Bathware products combine functionality with aesthetics, offering a range of high-quality solutions for modern bathrooms.

- Faucets
- Sanitaryware
- Cisterns
- Showers



### Paints

Astral's entry into the paints segment brings a vibrant and durable range of products designed to enhance the aesthetics of any space. Our paints are formulated to provide excellent coverage, durability, and a wide range of colours.

- Interior Emulsions
- Exterior Emulsions
- Distempers
- Enamels
- Undercoats (Primer & Wall Putty)



### Specialised Valves

Astral offers a range of specialised valves designed for various industrial and plumbing applications. Our valves are known for their precision engineering and reliability.

- Compact True Union Ball Valve
- Single Union Ball Valve
- Industrial Ball Valve



### Infrastructure Products

Astral's infrastructure products are designed to meet the demands of modern urban development. Our solutions ensure durability and efficiency in various infrastructure projects.

- Drainage
- Cable Protection
- PT Duct Systems





ROBUST INFRASTRUCTURE

Building Blocks of Growth and Excellence

Our commitment to excellence is reflected in our extensive network of manufacturing facilities, strategically located across India and beyond. With a keen eye on the future, we are continuously expanding our footprint, enhancing our production capacities, and fortifying our distribution channels, ensuring that our products reach every corner of the nation and beyond.

36,686







Installed capacity in US and UK (IN MT)




4,75,896








Production capacity in India (IN MT)

- Seal IT, USA
- Seal IT, UK
- Domestic Facilities, India



						
	Aurangabad	Bhubaneswar (Cuttack)	Dholka	Ghilo	Hosur	Jamnagar
Water Tanks and Pipes	11,687 MT	32,873 MT	58,582 MT	42,778 MT	56,004 MT	336 MT
Adhesives & Sealants	-	-	-	-	-	-

			
	Peenya	Dabaspur	Sompura
Paints	12,447 MT	6,837 MT	16,716 MT

						
Rania	Sangali	Santej (9A & 9B)	Sitarganj	Unaao	Dahej	Guwahati
-	40,496 MT	75,420 MT	5,076 MT	-	-	10,788 MT
24,923 MT	-	28,374 MT	-	17,158 MT	35,400 MT	-

\*Although both Plant 9A and Plant 9B are located in Santej, they serve as separate manufacturing sites

Upcoming manufacturing units for pipes & water tanks	Hyderabad	Kanpur
	70,000 MT	60,000 MT





ROBUST INFRASTRUCTURE



Total Plant	
10	07
Plumbing	Adhesives & Paints
Total Depot	
20	22
Plumbing	Adhesives & Paints
Total Office	
13	04
Plumbing	Adhesives & Paints

01. Andhra Pradesh

Plumbing	Adhesives & Paints
Depot -1	Depot -1

02. Assam

Plumbing	Adhesives & Paints
Plant -1	Depot -1
Depot -1	

03. Bihar

Plumbing	Adhesives & Paints
Depot -1	Depot -1

04. Delhi

Plumbing	Adhesives & Paints
Depot -3	Depot -1
Office -1	

05. Gujarat

Plumbing	Adhesives & Paints
Plant -3	Plant -2
Depot -2	Office -1
Office -1	

08. Kerala

Plumbing	Adhesives & Paints
Office -1	Depot -1

11. Punjab

	Adhesives & Paints
	Depot -1

14. Tamil Nadu

Plumbing	Adhesives & Paints
Plant -1	Depot -4
Depot -2	
Office -1	

17. Uttar Pradesh

Plumbing	Adhesives & Paints
Depot -2	Plant -2
Office -1	Office -1

06. Haryana

Plumbing	
Depot -1	
Office -1	

09. Madhya Pradesh

Plumbing	Adhesives & Paints
Depot -1	Depot -1
Office -1	

12. Odisha

Plumbing	
Plant -1	
Depot -1	

15. Telangana

Plumbing	Adhesives & Paints
Depot -1	Depot -1
Office -1	

18. West Bengal

Plumbing	Adhesives & Paints
Depot -1	Depot -1

07. Karnataka

Plumbing	Adhesives & Paints
Office -1	Plant -3
	Depot -6
	Office -1

10. Maharashtra

Plumbing	Adhesives & Paints
Plant -2	Depot -2
Depot -3	Office -1
Office -2	

13. Rajasthan

Plumbing	Adhesives & Paints
Plant -1	Depot -1
Depot -2	
Office -1	

16. Uttarakhand

Plumbing
Plant -1



FROM THE CHAIRMAN'S DESK

# Nurturing Sustainable Growth and Expansion

*Dear Stakeholders,*

It is with immense pride and gratitude that I address you as the Chairman and Managing Director of Astral Limited. The past year has been a transformative period for our company, marked by resilience, innovation, and strategic growth. Astral Limited has demonstrated remarkable resilience and agility in navigating a complex and ever-changing business landscape. Despite global economic fluctuations and market dynamics, we have maintained a strong market position, driven by our commitment to innovation, quality, and customer satisfaction.

Our plumbing business, the cornerstone of our operations, achieved an impressive 24% growth, fuelled by the introduction of high-quality new products and segments and the expansion of our manufacturing capabilities. This segment's growth underscores our strategic focus on meeting the growing demand for superior plumbing solutions.

The adhesives and sealants segment also saw substantial growth, with our flagship brand BondTite capturing significant market share. The operationalisation of our state-of-the-art Dahej plant has been instrumental in enhancing our production capacity and efficiency, positioning us as a strong player in the adhesives market. Additionally, our UK operations are on a positive trajectory.

Our foray into the paints segment with the launch of Astral Paints marks a significant diversification of our product portfolio. This new venture has been well-received, and we are poised to capture a substantial market share across various segments, from economy to luxury. Strategic marketing campaigns and dealer loyalty programs are set to drive further growth and market penetration.

## Strategic Leaps

To sustain our growth momentum, we have undertaken several strategic initiatives aimed at expanding our capacities and enhancing operational efficiency.

Capacity expansion has been a key focus, with the establishment of proposed manufacturing units in Hyderabad and Kanpur. These facilities, with capacities of 70,000 MT/p.a. and 60,000 MT/p.a. respectively, will significantly boost our production capabilities and ensure timely delivery of products to our customers. Our decentralised manufacturing strategy has proven highly effective, reducing logistical costs and improving supply chain efficiency.

We have also strengthened our distribution network, expanding our reach to new geographies and increasing our dealer and distributor base. Our extensive network of over 2,29,000 dealers and 3,303 distributors ensures that our products are readily available nationwide. Enhanced brand visibility through targeted marketing campaigns and strategic collaborations has further solidified our market presence.

## Beyond Boundaries

Looking ahead, we are excited about the prospects for future growth and diversification. Our entry into the paints segment with Astral Paints is a testament to our commitment to innovation and broadening our product offerings. This new product line is designed to redefine aesthetics and durability in the painting industry, catering to diverse customer needs. In the paints business we are set to expand our presence in the market. The company plans to launch Astral-branded paint products in Tamil Nadu, Karnataka, Kerala, and Gujarat in the coming months. To strengthen its leadership in this segment, Astral has appointed an industry veteran from Nerolac Paints to lead the paint business.

Within the Bathware segment, we have ventured into PTMT product portfolio, which is aimed at addressing the evolving needs of our customers and enhancing our market presence. These new product introductions are aligned with our strategic vision of becoming a comprehensive provider of building materials and solutions.

The synergies and value creation from our new businesses are expected to drive significant growth and profitability. Our integrated approach, leveraging our existing distribution network and brand equity, will enable us to achieve economies of scale and enhance our competitive advantage. The cross-selling opportunities across our diverse product portfolio will further strengthen our market position and drive growth.

## Sustainable Success

At Astral Limited, our commitment to Environmental, Social, and Governance (ESG) responsibilities is integral to our business strategy. Our sustainability initiatives focus on reducing our environmental footprint, promoting social welfare, and ensuring robust governance practices.

We have received Green Pro certification for our CPVC Pro and Drain Pro products, reflecting our dedication to sustainable manufacturing. Astral Foundation continues to make a positive impact on the communities we serve, with initiatives in education, healthcare, wildlife conservation, and support for the differently-abled. Additionally, we have increased our solar energy capacity and are committed to using renewable energy sources to reduce our carbon footprint.

Our employees are the backbone of our success. We have implemented several initiatives to enhance employee welfare, including comprehensive training and development programs. Our commitment to creating a positive and inclusive work environment has been recognised with the Great Place to Work certification for three consecutive years. We have significantly increased our training hours, ensuring that our employees are equipped with the skills and knowledge to excel in their roles. Our focus on employee development is aimed at fostering a culture of continuous learning and growth, enabling our team to contribute effectively to our success.

## Conclusion

In conclusion, I extend my heartfelt appreciation to all our stakeholders – our employees, customers, dealers, distributors, investors, and partners. Your unwavering support and trust have been instrumental in our success, and we are committed to delivering value and excellence in all our endeavours.

As we look to the future, we are confident in our growth prospects and our ability to navigate the evolving business landscape. Our strong brand reputation, innovative products, and strategic initiatives position us well to capitalise on emerging opportunities. Together, we will continue to build on our legacy of excellence and create lasting value for all our stakeholders.

Thank you for your continued support and confidence in Astral Limited.

Warm regards,

**Sandeep Engineer**

CHAIRMAN & MANAGING DIRECTOR  
ASTRAL LIMITED



*Astral Limited's robust performance this year is a testament to our strategic initiatives and commitment to growth.*







LETTER FROM THE WHOLE TIME DIRECTOR  
AND CHIEF FINANCIAL OFFICER

# Navigating Growth with Resilience

*Dear Shareholders,*  
Guided by a clear vision, Astral Limited has undergone significant transformation in recent years. We have strategically evolved to expand our footprint, innovate across product lines, and deliver sustained growth. Our commitment to quality, operational excellence, and market expansion has driven remarkable achievements and it is my pleasure to share our progress and outline our future ambitions with you.

56,414  
Revenue  
(Consolidated) (₹ IN MN)

9,603  
EBITDA  
(Consolidated) (₹ IN MN)

Financial Performance and Growth Trajectory

FY24 has been marked by robust financial performance. Our revenue from operations reached ₹ 56,414 million, reflecting a year-on-year growth of 9.4%, in spite of lower polymer prices. This growth highlights the effectiveness of our strategic initiatives and strong market positioning. In volume, we grow by 24%.

Our EBITDA for the year stood at ₹ 9,603 million, representing a year-on-year growth of 15.0%. The Profit Before Tax (PBT) before exceptional items was ₹ 7,336 million, while our Profit After Tax (PAT) was ₹ 5,456 million, translating to an Earnings Per Share (EPS) of ₹ 20.33. These figures reflect our ability to consistently deliver value to our shareholders.



Our cash profit for the year was ₹ 7,432 million, reflecting a year-on-year growth of 16.6%. This strong cash generation ensures we are well-positioned to fund future growth initiatives and maintain a healthy liquidity position.

Driving Excellence

The plumbing segment continues to be the cornerstone of our business, contributing 73% to our total revenue. This segment achieved a revenue of ₹ 41,420 million, with an EBITDA of ₹ 7,572 million, reflecting a year-on-year growth of 17.96%. Our capacity utilisation improved significantly, with production volumes reaching 334,040 MT, a 26.61% year-on-year growth and utilisation of 66%.

Our strategic focus on decentralising manufacturing has enhanced our logistical efficiency and market reach. The operationalisation of new plants in Guwahati and Cuttack, along with upcoming facilities in Hyderabad and Kanpur, will further bolster our production capabilities and market presence.

The adhesives and sealants and paints segment, including our international operations, contributed 27% to our total revenue. This segment achieved a revenue of ₹ 14,994 million, with an EBITDA of ₹ 2,031 million, reflecting a year-on-year growth of 5.12%. The operationalisation of our state-of-the-art facility at Dahej has been a significant milestone, enhancing our production efficiency and cost competitiveness.

Despite challenges in our UK operations due to inventory losses, we remain optimistic about the future. The UK business is expected to achieve improved margins in the coming year. Our focus on backward integration, innovative product launches, and the New Bharat initiative will drive further growth in this segment.

Navigating Challenges: Inflation and Input Costs

The past year was characterised by significant volatility in input costs, particularly in polymers and chemicals. Despite these challenges, we have successfully navigated this landscape through strategic pricing adjustments and cost management initiatives.

Our ability to pass on the increase in raw material prices to our customers, coupled with our strong brand equity, has enabled us to maintain healthy margins. The anticipated stabilisation of raw material prices will further support our margin expansion in the coming year.

Expanding Horizons

Our entry into the paints segment with the launch of Astral Paints marks a significant diversification of our product portfolio. Despite a slight de-growth in the past year,

we have made significant strides in restructuring the business, implementing SAP systems, and optimising cash cycles. We are confident that Astral Paints will drive substantial growth in the coming years.

Our entry into the Bathware segment has been met with positive market acceptance. The segment achieved a revenue of ₹ 61 crores in the past year. The appointment of experienced industry professionals and the introduction of new product ranges have strengthened our market position. We anticipate this segment to break even or achieve single-digit margins in the current fiscal year.

Looking Ahead

We remain confident in our strategic direction and future growth prospects. Our decentralised manufacturing strategy, focus on innovative product launches, and expansion into new geographies will drive sustained growth. We anticipate a continued growth rate of 15%, with the potential to outpace industry growth rates. Our robust financial performance, strong brand equity, and lean balance sheet position us well to capitalise on emerging opportunities. The anticipated increase in government spending on infrastructure projects and the housing boom will further support our growth trajectory.

Conclusion

I would like to extend my heartfelt appreciation to our dedicated team members, whose passion and commitment have been instrumental in our success. Their relentless efforts have earned us the Great Place to Work certification for the third consecutive year, a testament to our positive work culture. I also want to express my gratitude to our shareholders for their unwavering support and trust in our vision. Your confidence in Astral Limited motivates us to strive for excellence and deliver consistent value.

I am proud of the progress we have made and excited about the opportunities that lie ahead. We remain committed to our strategic goals and confident in our ability to achieve sustained growth and create long-term value for our stakeholders.

Thank you for your continued support.

Yours sincerely,

**Hiranand Savlani**  
WHOLE TIME DIRECTOR &  
CHIEF FINANCIAL OFFICER

KEY PERFORMANCE INDICATORS

# Metrics that Shape Our Leadership Position

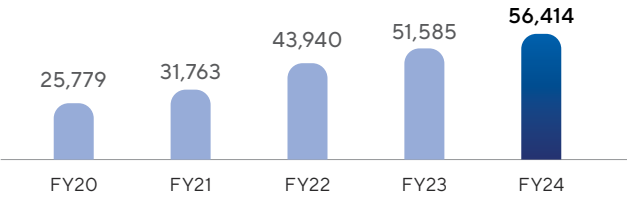
In FY24, Astral demonstrated remarkable resilience and agility in navigating the volatile landscape of polymer and chemical prices, which are critical raw materials for our business operations. Despite the unprecedented inflationary pressures and supply chain disruptions, we outperformed the industry and delivered a robust financial performance, solidifying our position as a market leader.



**Revenue from Operation**  
(₹ IN MN)

**21.63%**  
5 Years CAGR

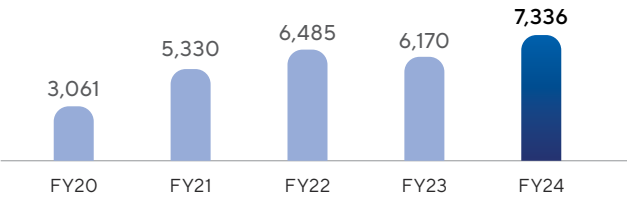
**9.36%**  
Y-O-Y Growth



**Profit Before Tax**  
(₹ IN MN)

**24.42%**  
5 Years CAGR

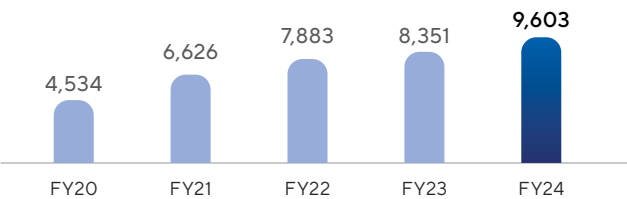
**18.90%**  
Y-O-Y Growth



**EBITDA**  
(₹ IN MN)

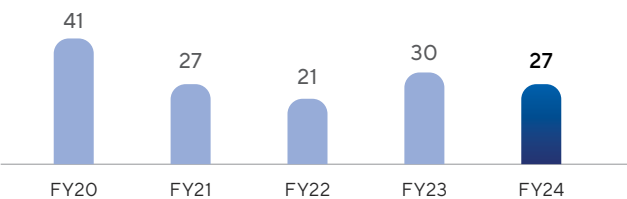
**20.64%**  
5 Years CAGR

**14.99%**  
Y-O-Y Growth



**Net Working Capital Days**  
(IN DAYS)

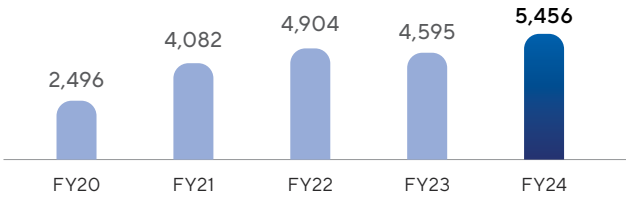
**(3 Days)**  
Y-O-Y Growth



**Profit After Tax**  
(₹ IN MN)

**21.59%**  
5 Years CAGR

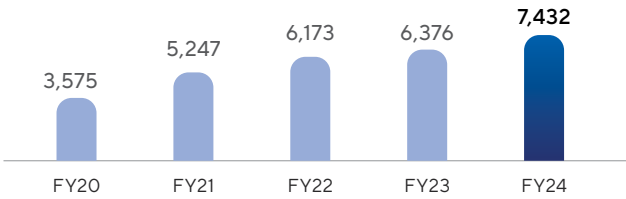
**18.74%**  
Y-O-Y Growth



**Cash Profit**  
(₹ IN MN)

**20.08%**  
5 Years CAGR

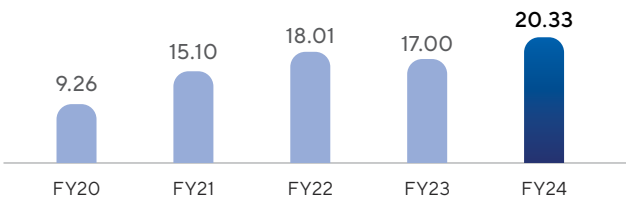
**16.56%**  
Y-O-Y Growth



**Earnings Per Share**  
(IN ₹)

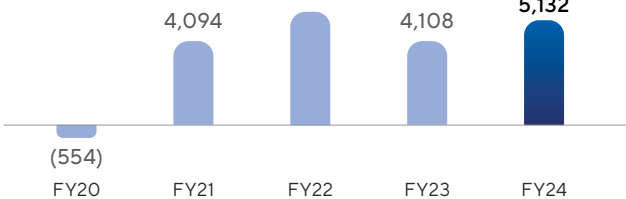
**21.74%**  
5 Years CAGR

**19.60%**  
Y-O-Y Growth



**Net Cash Balance**  
(₹ IN MN)

**24.93%**  
Y-O-Y Growth







BUSINESS MODEL

# Our Value Creation Canvas

OUR RESOURCES



Resilient performance

- Net worth: ₹ **31,298 million**
- Capital expenditure: ₹ **5,757 million**
- Net cash: ₹ **5,132 million**  
(Consolidated figures)



Strong manufacturing and distribution

- Manufacturing units:
  - Pipes & Water Tanks: **9**
  - Adhesives and sealants: **6**
  - Paints: **3**
  - Faucets and sanitaryware: **1**
- Distributors: **3,303+**
- Depots: **42**



Skilled workforce

- Employees: **8,500+**
- Training hours: **23,100+**
- Reward and recognition programme



Committed to the society

- Investment in energy conservation: ₹ **26.09 million**
- Growth in CSR spend: **23%** over FY2023

OUR RESOURCES

## Competitive Advantage

Read more: Pg. 20

## Strategic Priorities

Read more: Pg. 22

## Branding and Marketing

Read more: Pg. 24

THE VALUE WE CREATE



Resilient performance

- Resilient performance
- Revenue from operations: ₹ **56,414 million**
- PBT: ₹ **7,336 million**
- EBITDA: ₹ **9,603 million**
- EPS: ₹ **20**  
(Consolidated figures)



Strong manufacturing and distribution

- Revenue contribution:
  - Plumbing: **73%**
  - Paints and adhesives: **27%**
- Capacity:
  - Pipes and water tanks: **3,34,040 MTPA**
  - Adhesives and sealants: **1,42,542 MTPA**
  - Paints: **36,000 MTPA**
- Reduced logistics cost



Skilled workforce

- Upskilled and motivated employees
- Reduced attrition



Committed to the society

- Renewable energy consumption: **16%** in Santej and **17%** in Dholka
- Increase in use of solar energy: **31%**
- Reduced carbon footprint

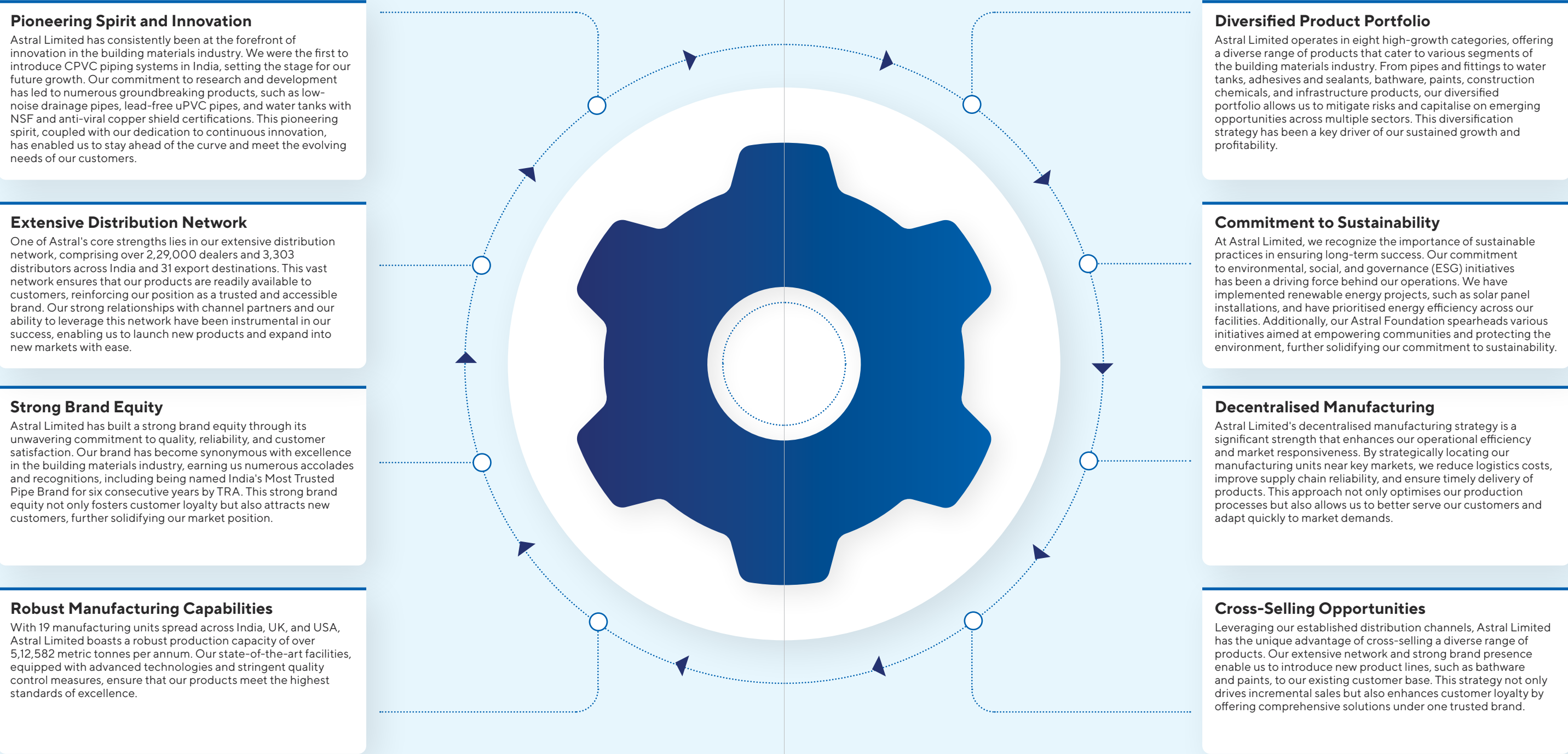




STRENGTHS

# Driving Forces behind Sustained Growth

Our unwavering commitment to excellence is underpinned by a robust foundation of strengths that have propelled our growth and solidified our position as a leader in the building materials industry. These competitive advantages, honed over decades of experience and strategic decision-making, have enabled us to navigate challenges, seize opportunities, and consistently deliver value to our stakeholders.







STRATEGIC PRIORITIES

# Strategic Roadmap for Enduring Success

Our strategic priorities are carefully crafted to navigate the ever-evolving business landscape, capitalising on emerging opportunities while mitigating potential risks.

By aligning our efforts with these strategic priorities, we aim to fortify our position as a leader in the building materials industry, fostering sustainable growth and ensuring our continued success.

1

### Strengthening Manufacturing Capabilities

Astral Limited remains steadfast in its commitment to enhancing its manufacturing capabilities. We continuously invest in state-of-the-art technologies, automation, and process optimization to improve operational efficiencies, reduce costs, and maintain our competitive edge. The strategic expansion of our manufacturing footprint through the establishment of new facilities in key markets is a testament to our dedication to meeting the growing demand for our products.

2

### Driving Product Innovation

Innovation is at the core of Astral's DNA, and we remain dedicated to developing cutting-edge products that cater to the evolving needs of our customers. Our robust research and development efforts, coupled with our deep industry expertise, enable us to introduce innovative solutions that redefine industry standards. By staying ahead of the curve, we aim to solidify our position as a market leader and create sustainable value for our stakeholders.

3

### Expanding Product Portfolio

Astral Limited recognizes the importance of diversification in mitigating risks and capitalizing on emerging opportunities. We actively explore new product categories and segments that complement our existing offerings, leveraging our strong brand equity and extensive distribution network. The recent acquisitions and strategic partnerships have enabled us to expand our product portfolio, providing our customers with a comprehensive range of building materials solutions.

4

### Enhancing Distribution Reach

Our extensive distribution network is a key competitive advantage, enabling us to reach customers across India and international markets. We are committed to further strengthening our distribution channels, fostering deeper relationships with our channel partners, and expanding our presence in untapped regions. By leveraging our robust distribution capabilities, we aim to increase market penetration and drive sustainable growth.

5

### Fostering Sustainability and Corporate Responsibility

At Astral Limited, we believe that sustainable practices and corporate responsibility are integral to our long-term success. We prioritise environmental stewardship, social responsibility, and ethical governance across our operations. Through initiatives such as renewable energy adoption, waste reduction, and community empowerment programs, we strive to create a positive impact on the communities we serve and contribute to a more sustainable future.

6

### Nurturing Talent and Fostering a High-Performance Culture

Astral Limited recognizes the importance of diversification. Our people are our greatest asset, and we are committed to nurturing a talented and motivated workforce. We invest in comprehensive training and development programs, fostering a culture of continuous learning and growth. By promoting diversity, inclusivity, and employee well-being, we aim to create a high-performance culture that attracts and retains top talent, driving innovation and excellence across our operations.

7

### Gaining Market Share Across New Verticals

Capitalising on Astral's extensive pan-India distribution network of over 2.29 lakh dealers and 3,300+ distributors, we aim to rapidly penetrate new markets with our new product categories such as paints and bathware. By leveraging our strong brand equity, quality reputation, and customer loyalty, we can drive acceptance of these new product lines. Focused marketing and branding efforts, coupled with continuous investment in research and development, will help us introduce innovative and differentiated products, ensuring sustained growth and market share expansion across all verticals.







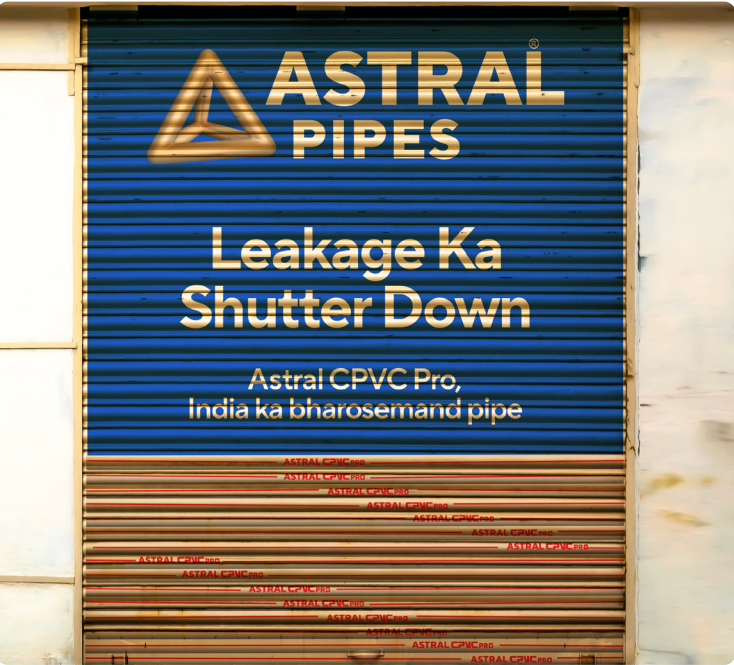
MARKETING COMMUNICATION

# Crafting Connections through Innovative Marketing

At Astral Limited, we understand the power of effective branding and marketing in driving growth across our diverse product verticals. Our marketing initiatives are carefully crafted to resonate with our target audiences, fostering brand recognition, and strengthening our market position.

## Pipes and Fittings

Astral's piping solutions have become synonymous with quality and reliability. Our marketing efforts have focused on reinforcing this brand perception through various channels. We have leveraged television commercials to celebrate our 25-year journey and emphasise our commitment to providing access to clean water. Additionally, we have launched a series of digital videos to promote ALP which is a loyalty program for plumbers and dealers to highlight the benefits of purchasing Astral products.



This year, our brand achieved high visibility and presence across digital platforms through a strategic collaboration with five prominent IPL teams:

- Chennai Super Kings (CSK)
- Mumbai Indians (MI)
- Gujarat Titans (GT)
- Punjab Kings (PBKS)
- Lucknow Super Giants (LSG)

We created a series of creative videos featuring famous players from these IPL teams, effectively integrating our brand message and resonating with cricket enthusiasts nationwide. By partnering with these popular franchises, we were able to leverage their massive fan bases and social media followings to amplify our reach.



## Bathware

As we ventured into the bathware segment, our outdoor, radio, print and magazine campaigns aimed to establish Astral as a trusted name in this domain. We highlighted our commitment to Indian manufacturing, design innovation, and strong after-sales service through targeted campaigns. Our efforts emphasised the standardisation of spare parts, ensuring customer convenience and ease of maintenance.







## MARKETING COMMUNICATION

### Adhesives and Sealants

In the adhesives and sealants vertical, we launched the "New Bharat" initiative, tapping into the massive untapped potential of rural India. This unified brand identity and distribution channel for our wood adhesives, construction chemicals, and maintenance products have enabled us to establish a strong presence in rural markets.

Through focused marketing strategies targeting rural influencers, such as carpenters, masons, and contractors, we have effectively communicated the benefits of our diverse yet complementary product portfolio. Our "BondTite" brand has emerged as a trusted name, positioning itself as the next-generation adhesive for the Indian market.



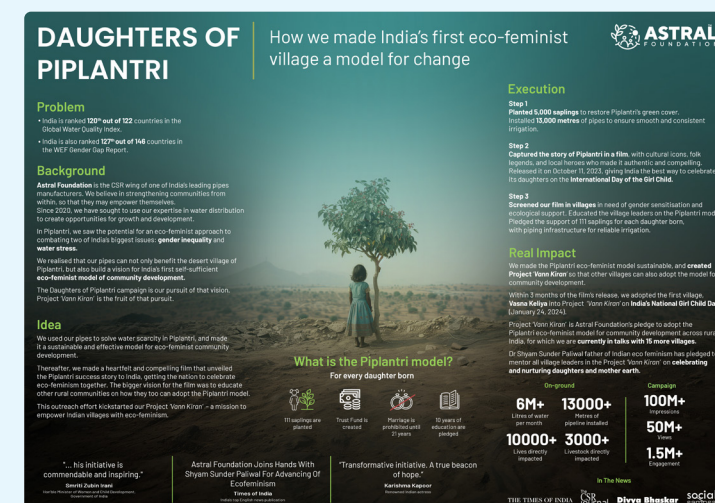
### In-Film Marketing and Brand Collaborations

Recognizing the power of cinema in influencing consumer perceptions, Astral Limited has embarked on strategic brand collaborations. We have partnered with the films "Dunki" for Astral Pipes and "Jawan" for BondTite, promoting our distinct product categories through these highly anticipated releases.



### CSR Film Communication

The film communications produced for Astral Foundation's various CSR activities have garnered significant recognition in digital media and have won numerous advertising and marketing awards. These films reinforce Astral's goodwill, enhancing our brand's reputation and standing in society.



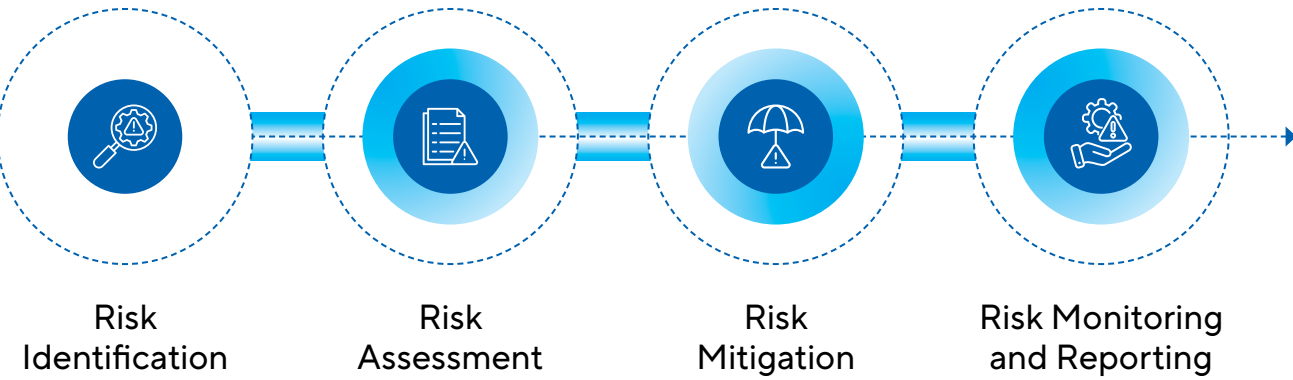


RISK MANAGEMENT

# Safeguarding Stakeholders Interest through Risk Management

At Astral Limited, we recognize that effective risk management is crucial for sustainable growth and long-term success. In an ever-evolving business landscape, we proactively identify, assess, and mitigate potential risks to safeguard our stakeholders' interests and ensure business continuity. Our robust risk management framework enables us to navigate challenges with resilience and capitalise on emerging opportunities.

## Risk Management Framework



Risk	Mitigation Measures
<b>Competition Risk</b> Intense competition from existing and new players in the industry can impact market share and profitability.	<ul style="list-style-type: none"><li>Continuous innovation and product development to maintain a competitive edge</li><li>Expansion of distribution network and strengthening brand presence</li><li>Emphasis on cost optimization and operational efficiency</li></ul>
<b>Raw Material Price Volatility</b> Fluctuations in raw material prices, particularly polymers and chemicals, can affect profitability.	<ul style="list-style-type: none"><li>Strategic sourcing and long-term contracts with suppliers</li><li>Backward integration and captive manufacturing of key raw materials</li><li>Continuous monitoring of market trends and timely price adjustments</li></ul>

Risk	Mitigation Measures
<b>Technological Obsolescence</b> Failure to adopt new technologies and manufacturing processes can lead to obsolescence and loss of competitiveness.	<ul style="list-style-type: none"><li>Dedicated research and development efforts</li><li>Collaborations with industry experts and academic institutions</li><li>Continuous upgradation of manufacturing facilities and processes</li></ul>
<b>Environmental and Social Risks</b> Failure to address environmental and social concerns can lead to regulatory action, reputational damage, and loss of stakeholder trust.	<ul style="list-style-type: none"><li>Adoption of sustainable manufacturing practices and energy-efficient technologies</li><li>Proactive community engagement and corporate social responsibility initiatives</li><li>Adherence to environmental regulations and industry best practices</li></ul>
<b>Human Resource Management</b> Inability to attract, retain, and develop skilled talent can hinder growth and operational efficiency.	<ul style="list-style-type: none"><li>Competitive compensation and benefits packages</li><li>Robust training and development programs</li><li>Fostering a positive and inclusive work culture</li></ul>
<b>Supply Chain Disruptions</b> Disruptions in the supply chain due to external factors like natural disasters, geopolitical tensions, or supplier issues can impact raw material availability and production.	<ul style="list-style-type: none"><li>Diversify supplier base and maintain multiple sources</li><li>Implement robust supply chain risk management processes</li><li>Maintain strategic inventory levels of critical raw materials</li><li>Explore opportunities for backward integration or local sourcing</li></ul>
<b>Product Quality and Safety Concerns</b> Failure to maintain consistent product quality or address safety issues can lead to reputational damage, legal liabilities, and loss of customer trust.	<ul style="list-style-type: none"><li>Implement stringent quality control measures and testing protocols</li><li>Adhere to relevant industry standards and certifications</li><li>Conduct regular audits and inspections</li><li>Establish robust product recall and complaint handling processes</li></ul>
<b>Intellectual Property Rights Infringement</b> Infringement of intellectual property rights, such as patents, trademarks, or trade secrets, can result in legal disputes and financial penalties.	<ul style="list-style-type: none"><li>Conduct thorough due diligence and research before product development</li><li>Implement robust IP protection measures and monitoring processes</li><li>Ensure proper licensing and agreements are in place</li><li>Foster a culture of innovation and respect for intellectual property</li></ul>
<b>Cybersecurity and Data Privacy Risks</b> Cyber threats, data breaches, and non-compliance with data privacy regulations can disrupt operations, compromise sensitive information, and result in legal and financial consequences.	<ul style="list-style-type: none"><li>Implement robust cybersecurity measures and data protection policies</li><li>Conduct regular security audits and vulnerability assessments</li><li>Provide cybersecurity awareness training to employees</li><li>Ensure compliance with relevant data privacy regulations</li></ul>
<b>Regulatory and Legal Compliance</b> Non-compliance with regulatory requirements and legal obligations can result in penalties and reputational damage.	<ul style="list-style-type: none"><li>Robust compliance management system</li><li>Regular monitoring of regulatory changes and timely implementation</li><li>Collaboration with industry associations and regulatory bodies</li></ul>



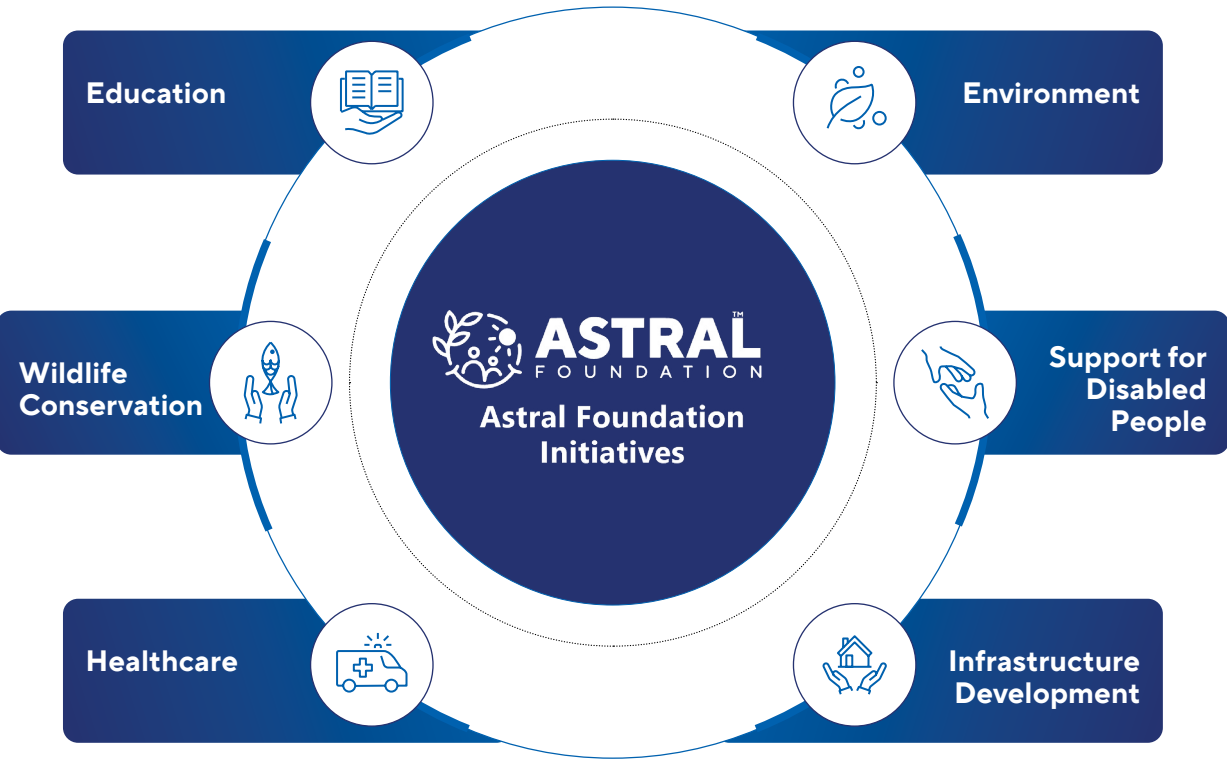


CORPORATE SOCIAL RESPONSIBILITY

# Empowering Communities and Enriching Lives

At Astral Limited, we believe that our success is inextricably linked to the well-being of the communities we serve. Through the Astral Foundation, our corporate social responsibility (CSR) arm, we strive to create a lasting impact by addressing critical societal issues and empowering marginalised communities. Our CSR initiatives are driven by a deep-rooted commitment to sustainable development, environmental conservation, and the upliftment of underprivileged sections of society.

## Focus Areas for Astral Foundation



In the fiscal year 2023-2024, Astral Limited invested a total of ₹ 11.23 crore in its CSR initiatives, demonstrating its unwavering dedication to social and environmental causes.



### Nurturing Minds, Shaping Futures

Education is the cornerstone of Astral Foundation's efforts. The company believes in providing equal opportunities for learning and personal growth. Some of the notable initiatives in this domain include:

**Sarathi Project:** In partnership with the District Education Department of Ahmedabad, this project focuses on adolescent mental and physical wellness. Trained counsellors provide guidance and support to students, addressing issues such as depression, stress, and cyberbullying.

**Abhaya Project:** Aimed at promoting menstrual hygiene and awareness among adolescent girls in government primary schools across the Gandhinagar district. The project provides free sanitary pads and educates students on safe disposal practices.



### Preserving Nature's Bounty

Astral Foundation recognises the importance of environmental conservation and has undertaken several initiatives to protect and restore the natural ecosystem:

**Paryavaran Project:** Plastic Mukut Gandhinagar: A joint initiative with the Gandhinagar Municipal Corporation to raise awareness about plastic pollution and promote recycling. Citizens are incentivized to exchange plastic waste for eco-friendly products made from recycled materials.

**Daughters of Piplantri:** This award-winning initiative celebrates the birth of girl children by planting 111 trees for every girl born in the village of Vasna Keliya. The project not only empowers women but also contributes to environmental conservation.



### Fostering Inclusive Growth

Astral Foundation is dedicated to supporting individuals with disabilities and promoting their inclusion in society. Notable initiatives include:

**Sanjivani Project:** This project provides comprehensive rehabilitation services and community development interventions to improve the quality of life for people with disabilities. Self-employment kits and assistive devices are distributed to empower individuals.

**Disha Project:** In partnership with the District Social Defence Office of Ahmedabad, this initiative offers occupational therapy, physiotherapy, and sensory integration therapy for mentally challenged girls, along with vocational skill training and counselling services.



### Safeguarding Health and Well-Being

Astral Foundation recognizes the importance of accessible healthcare and has undertaken initiatives to promote health and well-being:

**Aarogyam Project:** Provided healthcare facilities to pregnant women and other people in 11 villages of the Kalol taluka through a mobile medical van, in partnership with the district health department.

**Healthcare and Patient Care Improvement:** Facilitated help desks and e-cart facilities at GMERS Medical College and Civil Hospitals in Gandhinagar and Ahmedabad to improve patient care.



### Protecting Wildlife Habitats

Astral Foundation is committed to conserving forests and forest ecosystems, supporting initiatives that protect and preserve wildlife habitats:

**Markhor Recovery Project:** In partnership with the Wildlife Trust of India and the Department of Wildlife Protection, J&K, this project aims to secure Markhor habitats, reduce community dependency on these habitats, and extend the protected area network.

**Gharial Ecology Project:** Supported the Gharial Ecology Project, a long-term research initiative focused on ensuring the survival of the critically endangered gharial crocodile found in South Asia.



### Building Foundations for Progress

Astral Foundation is dedicated to enhancing the infrastructure in local communities, ensuring sustainable development and improved quality of life. By focusing on essential infrastructure projects, we aim to create a lasting impact that benefits both current and future generations:

**CC Road Construction:** Supported the construction of a 240-meter CC road in Pangra village, Aurangabad, Maharashtra, to address the problem of damaged roads during the monsoon season. This initiative aimed to improve connectivity and accessibility for the local community.

**Village Infrastructure Support:** Astral Foundation donated a tractor, trolley, and land leveler to the Santej Gram Panchayat under the Swachh Bharat Mission. This equipment aids in door-to-door waste collection and village cleaning, contributing to better sanitation and hygiene in the area.





MD&A

Management Discussion and Analysis



Global Economy

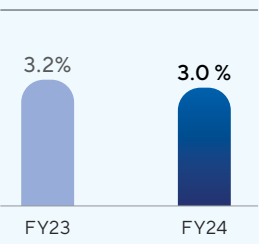
The global economy demonstrated resilience in FY24, with a projected growth rate of 3.0%, slightly down from 3.2% in FY23. This stability was underpinned by a modest acceleration in advanced economies, where growth increased from 1.6% in FY23 to 1.7% in FY24. However, emerging market and developing economies experienced a slight deceleration, with growth projected to decrease from 4.3% in FY23 to 4.1% in FY24.

Several factors contributed to this economic performance, including elevated central bank rates aimed at combating persistent inflationary pressures. Advanced economies benefited from robust consumer spending and investment, supported by strong labour markets and fiscal policies. In contrast, emerging markets faced headwinds from tighter financial conditions and geopolitical uncertainties, which dampened their growth prospects. Despite these challenges, the global economy showed signs of resilience, driven by technological advancements, increased digitalization, and a gradual recovery in global trade. The International Monetary Fund (IMF)

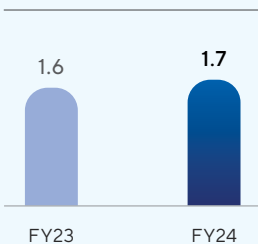
emphasised the importance of structural reforms and policy measures to enhance productivity and foster sustainable growth.

Looking ahead, the global economic outlook remains cautiously optimistic, with the IMF projecting global growth to stabilise at around 3.0% in FY25. Policymakers are urged to focus on mitigating risks, promoting inclusive growth, and addressing climate change to ensure long-term economic stability and prosperity.

Projecting Global Growth (IN %)



Projecting Global Growth (₹ IN MN)



Source: IMF World Economic Outlook, April 2024

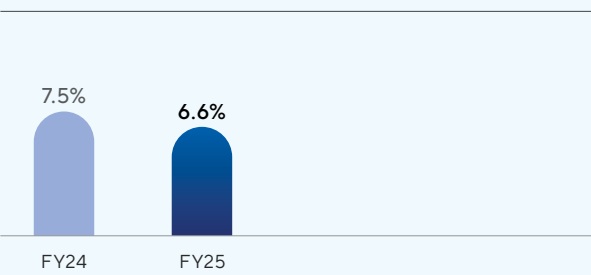
Indian Economy

The Indian economy demonstrated robust growth in FY24, with the World Bank upgrading its growth forecast to 7.5%, a significant increase from its earlier projection of 6.3%. This strong performance was driven by resilient domestic demand, increased government spending on infrastructure, and a favourable investment climate. Several factors contributed to this impressive growth. The government's focus on infrastructure development, including initiatives like "Nal se Jal" and increased budget allocations for public projects, played a crucial role. Additionally, the private sector showed strong investment activity, supported by improved business confidence and policy reforms aimed at enhancing ease of doing business.

The manufacturing sector was a key driver of growth, with significant contributions from industries such as construction and real estate. Looking ahead, the outlook for the Indian economy remains positive, albeit with some moderation in growth rates. The World Bank projects a growth rate of 6.6% for FY25, reflecting a slight deceleration as the economy stabilises post-pandemic recovery. The IMF's latest World Economic Outlook also aligns with this projection, emphasising the need

for continued structural reforms to sustain long-term growth. Key risks to the economic outlook include global geopolitical tensions, inflationary pressures, and potential disruptions in global supply chains. However, the Indian government's proactive measures, such as monetary policy adjustments by the RBI and targeted fiscal interventions, are expected to mitigate these risks.

World Bank Growth Forecast (IN %)



Source: World Bank, IMF World Economic Outlook, April 2024





MD&A

Industry and Company Performance

PLUMBING SEGMENT

Indian Plastic Pipes Industry

The Indian plastic pipes industry has been experiencing robust growth, driven by increasing urbanisation, government initiatives, and rising demand for durable and cost-effective piping solutions. The market was valued at INR 474.47 billion in 2023 and is expected to grow at a CAGR of 14.18% during the forecast period. The shift from traditional metal pipes to plastic pipes, due to their corrosion resistance, lightweight, and ease of installation, has further fuelled this growth. Key segments within the industry include CPVC, UPVC, and HDPE pipes, each catering to different applications such as plumbing, agriculture, and infrastructure.

Types of Plastic Pipes and Their Usage:

- **CPVC (Chlorinated Polyvinyl Chloride) Pipes:** These are primarily used for hot and cold water distribution in residential, commercial, and industrial settings. CPVC pipes are known for their high-temperature resistance and durability.
- **UPVC (Unplasticized Polyvinyl Chloride) Pipes:** These are widely used for cold water distribution, drainage, and sewage systems. UPVC pipes are preferred for their chemical resistance and long lifespan.

Source: TechSci Research from NOW to NEXT



- **HDPE (High-Density Polyethylene) Pipes:** These are used in various applications, including water supply, gas distribution, and industrial processes. HDPE pipes are known for their flexibility, strength, and resistance to environmental stress.
- **PP (Polypropylene) Pipes:** These are used in industrial applications, particularly for transporting chemicals and hot liquids. PP pipes are known for their high chemical resistance and thermal stability.
- **PEX (Cross-linked Polyethylene) Pipes:** These are used for hot and cold water distribution, radiant floor heating, and other plumbing applications. PEX pipes are flexible, easy to install, and resistant to scale and chlorine.

Indian Water Tank Industry

The Indian water tank industry is witnessing significant growth due to increasing water scarcity, urbanisation, and the need for efficient water storage solutions. The market is expected to grow at a CAGR of 8-10% over the next few years. Innovations in materials and designs, such as anti-bacterial and UV-resistant tanks, are driving the demand. The government's focus on improving water infrastructure through initiatives like the Jal Jeevan Mission is also contributing to the industry's growth.

Types of Water Tanks and Their Usage:

- **Roto-Moulded Water Tanks:** These are made using a rotational moulding process and are known for their durability and strength. They are widely used for residential and commercial water storage.
- **Blow-Moulded Water Tanks:** These are made using a blow moulding process and are lighter and more cost-effective than roto-moulded tanks. They are used for residential water storage.



- **Underground Water Tanks:** These are designed for underground installation and are used for rainwater harvesting, firefighting, and other applications where space is limited.
- **Loft Water Tanks:** These are compact tanks designed for installation in lofts or attics. They are used for residential water storage in areas with limited space.

Growth Drivers

GOVERNMENT INITIATIVES

The Indian government's focus on improving water infrastructure through initiatives like the Jal Jeevan Mission and "Nal se Jal" is a significant growth driver. These programmes aim to provide piped water supply to every household, thereby increasing the demand for plastic pipes and water tanks.

URBANISATION AND HOUSING

Rapid urbanisation and the government's "Housing for All" initiative are driving the demand for plastic pipes and water tanks in residential construction. The need for efficient plumbing systems and water storage solutions in new housing projects is boosting the market.

AGRICULTURAL DEMAND

The agriculture sector's demand for irrigation systems is another key driver. Plastic pipes are preferred for their durability and cost-effectiveness in irrigation applications. Water tanks are used to store water for agricultural purposes, ensuring a steady supply during dry periods.

INDUSTRIAL APPLICATIONS

The use of plastic pipes in industrial applications, such as chemical processing and oil and gas, is growing due to their resistance to corrosion and chemicals. Water tanks are also used in industrial settings for water storage and process applications.

REPLACEMENT OF DETERIORATING INFRASTRUCTURE

The replacement of ageing and deteriorating metal pipes with plastic alternatives is contributing to market growth. Plastic pipes offer a longer lifespan and lower maintenance costs. Similarly, the replacement of old water storage systems with modern, efficient water tanks is driving demand.

Market Trends

TECHNOLOGICAL ADVANCEMENTS:

Innovations in plastic pipe manufacturing, such as the development of low-noise drainage pipes and anti-bacterial pipes, are driving market growth. These advancements enhance the functionality and appeal of plastic pipes, making them a preferred choice among consumers. In the water tank industry, innovations such as anti-bacterial and UV-resistant tanks are attracting consumers.

SUSTAINABILITY

The increasing focus on sustainability is driving the demand for eco-friendly plastic pipes and water tanks. Manufacturers are developing products with lower environmental impact, such as pipes made from recycled materials and water tanks designed for rainwater harvesting.

EXPANSION OF DISTRIBUTION NETWORKS

The expansion of distribution networks is enhancing the availability of plastic pipes and water tanks across the country. Manufacturers are focusing on strengthening their distribution channels to reach a wider customer base. This trend is particularly evident in rural areas, where the demand for water infrastructure is growing.

INCREASED INVESTMENT IN INFRASTRUCTURE

The Indian government's increased investment in infrastructure projects, including water supply and sanitation, is boosting the demand for plastic pipes and water tanks. These projects are creating opportunities for manufacturers to supply products for large-scale infrastructure developments.

RIISING DISPOSABLE INCOMES

Rising disposable incomes are enabling consumers to invest in high-quality plumbing and water storage solutions. This trend is driving the demand for premium plastic pipes and water tanks, which offer better performance and durability.

SHIFT TOWARDS ORGANISED SECTOR

There is a noticeable shift towards the organised sector in the plastic pipes and water tanks industry. Consumers are increasingly preferring branded products that offer quality assurance and after-sales service. This trend is benefiting organised players who can offer a wide range of products and services.



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Adhesives and Sealants Vertical

INDIAN ADHESIVES AND SEALANTS INDUSTRY

The Indian adhesives and sealants market is experiencing significant growth, driven by the expanding construction industry, rising automotive production, and increasing packaging requirements. The market is expected to grow at a CAGR of 8-10% from 2024 to 2032, reaching an estimated \$3.36 billion by 2032. The demand for eco-friendly and sustainable products is likely to increase, influencing the product development strategies of manufacturers. Initiatives like "Make in India" are also contributing to the market's growth by enhancing manufacturing competitiveness.

Growth Drivers

CONSTRUCTION INDUSTRY

The booming construction industry is a major driver for the adhesives and sealants market. Adhesives and sealants are essential for various construction applications, including flooring, roofing, and insulation.

AUTOMOTIVE PRODUCTION

The rising production of automobiles is boosting the demand for adhesives and sealants. These products are used in vehicle assembly, providing strong bonds and sealing solutions.

PACKAGING INDUSTRY

The packaging industry's growth is driving the demand for adhesives and sealants. These products are used in packaging applications to ensure the integrity and safety of packaged goods.

ECO-FRIENDLY PRODUCTS

The increasing demand for eco-friendly and sustainable adhesives and sealants is influencing product development. Manufacturers are focusing on developing products with low VOC (volatile organic compounds) content and sustainable formulations.

MAKE IN INDIA INITIATIVE

The "Make in India" initiative is enhancing the competitiveness of the manufacturing sector, driving the growth of the adhesives and sealants market. The initiative encourages domestic production and reduces dependency on imports.

Market Trends

TECHNOLOGICAL ADVANCEMENTS

Innovations in adhesives and sealants manufacturing, such as the development of eco-friendly and sustainable products, are driving market growth. These advancements enhance the functionality and appeal of adhesives and sealants, making them a preferred choice among consumers.

SUSTAINABILITY

The increasing focus on sustainability is driving the demand for eco-friendly adhesives and sealants. Manufacturers are developing products with lower environmental impact, such as adhesives and sealants made from recycled materials.

EXPANSION OF DISTRIBUTION NETWORKS

The expansion of distribution networks is enhancing the availability of adhesives and sealants across the country. Manufacturers are focusing on strengthening their distribution channels to reach a wider customer base.

INCREASED INVESTMENT IN R&D

Companies are investing heavily in research and development to innovate and improve product offerings. This includes developing new formulations that meet the evolving needs of various industries.

DIGITAL TRANSFORMATION

The adoption of digital technologies in manufacturing processes is improving efficiency and product quality. This trend is expected to continue, with more companies leveraging digital tools to enhance their operations.

UK Adhesives and Sealants Industry

The UK adhesives and sealants market is a mature and well-established industry, driven by the construction, automotive, and manufacturing sectors. The market is expected to grow at a CAGR of 3-5% from 2024 to 2032, reaching an estimated \$1.2 billion by 2032. The demand for eco-friendly and sustainable products is also increasing in the UK, influencing product

CAGR of 3-5%

Indian Paints Industry

INDUSTRY PERFORMANCE IN FY24

The Indian paints industry demonstrated robust growth in FY24, driven by increasing urbanisation, rising disposable incomes, and a growing preference for aesthetically appealing and durable paints. The market size was estimated at approximately INR 62,000 crores in FY24, with a projected CAGR of 8-10% over the next few years. The decorative paints segment, which includes interior and exterior wall paints, continued to dominate the market, accounting for around 75% of the total market share. The industrial paints segment, which includes automotive, protective, and powder coatings, also showed significant growth, driven by the expansion of the manufacturing and infrastructure sectors.

Key Segments

DECORATIVE PAINTS

This segment includes interior and exterior wall paints, enamels, wood finishes, and distempers. It is the largest segment, driven by residential and commercial construction activities.

INDUSTRIAL PAINTS

This segment includes automotive coatings, protective coatings, powder coatings, and marine coatings. It is driven by the growth of the automotive, infrastructure, and manufacturing sectors.







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Growth Drivers

URBANISATION AND HOUSING

Rapid urbanisation and the government's "Housing for All" initiative are major growth drivers for the paints industry. The increasing construction of residential and commercial buildings is boosting the demand for decorative paints. The need for aesthetically appealing and durable paints in new housing projects is driving market growth.

RISING DISPOSABLE INCOMES

Increasing disposable incomes are enabling consumers to spend more on home improvement and renovation projects. This trend is boosting the demand for premium and luxury paints, which offer better quality and enhanced aesthetic appeal.

GOVERNMENT INITIATIVES

Government programmes like "Housing for All" and increased infrastructure spending are contributing to the growth of the paints industry. These initiatives are driving the demand for paints in new housing and infrastructure projects.

GROWTH IN THE AUTOMOTIVE SECTOR

The growth of the automotive sector is driving the demand for industrial paints, particularly automotive coatings. The increasing production of automobiles is boosting the demand for high-performance coatings that offer protection and aesthetic appeal.

INFRASTRUCTURE DEVELOPMENT

The government's focus on infrastructure development, including the construction of roads, bridges, and public buildings, is driving the demand for industrial paints. Protective coatings are essential for ensuring the durability and longevity of infrastructure projects.

SHIFT TOWARDS PREMIUM PRODUCTS:

There is a noticeable shift towards premium and luxury paint products, driven by rising disposable incomes and changing consumer preferences. Consumers are increasingly opting for high-quality paints that offer better performance and aesthetic appeal.

Market Trends

SUSTAINABILITY FOCUS

The increasing focus on sustainability is driving the demand for eco-friendly paints. Manufacturers are developing products with lower environmental impact, such as paints made from recycled materials and low-VOC formulations.

CUSTOMISATION AND PERSONALISATION

Consumers are increasingly seeking customised and personalised paint solutions. Manufacturers are offering a wide range of colours, finishes, and textures to cater to diverse consumer preferences.

GROWTH OF ORGANISED RETAIL

The growth of organised retail is enhancing the availability of paints across the country. Large retail chains and specialty stores are offering a wide range of paint products, making it easier for consumers to access high-quality paints.

EXPANSION INTO RURAL MARKETS

Manufacturers are expanding their presence in rural markets, driven by the increasing demand for paints in rural and semi-urban areas. The focus on rural markets is expected to drive significant growth in the coming years.

STRATEGIC COLLABORATIONS AND ACQUISITIONS

Companies are engaging in strategic collaborations and acquisitions to expand their product portfolios and market reach. These partnerships are helping manufacturers to leverage synergies and enhance their competitive advantage.

Indian Sanitaryware and Bathware Industry

INDUSTRY PERFORMANCE IN FY24

The Indian sanitaryware and bathware industry has shown significant growth in FY24, driven by increasing urbanisation, rising disposable incomes, and a growing preference for modern and aesthetically appealing bathroom solutions. The market size was estimated at approximately INR 15,000 crores in FY24, with a projected CAGR of 7-9% over the next few years. The industry encompasses a wide range of products, including sanitaryware (toilets, basins, urinals), faucets, showers, and other bathroom accessories. The demand for premium and luxury bathware products has been particularly strong, reflecting the changing consumer preferences towards high-quality and stylish bathroom solutions.

Key Segments

SANITARYWARE

This segment includes products such as toilets, basins, urinals, and bidets. It is driven by residential and commercial construction activities.

FAUCETS

This segment includes various types of taps and mixers used in bathrooms and kitchens. It is driven by the demand for modern and functional bathroom fittings.

SHOWERS AND ACCESSORIES

This segment includes shower systems, enclosures, and other bathroom accessories. It is driven by the increasing focus on bathroom aesthetics and functionality.







MD&A

Growth Drivers

URBANISATION AND HOUSING

Rapid urbanisation and the government's "Housing for All" initiative are major growth drivers for the sanitaryware and bathware industry. The increasing construction of residential and commercial buildings is boosting the demand for modern and aesthetically appealing bathroom solutions.

RISING DISPOSABLE INCOMES

Increasing disposable incomes are enabling consumers to invest in high-quality and stylish bathroom solutions. This trend is boosting the demand for premium and luxury sanitaryware and bathware products, which offer better quality and enhanced aesthetic appeal.

EXPANSION OF DISTRIBUTION NETWORKS

The expansion of distribution networks is enhancing the availability of sanitaryware and bathware products across the country. Manufacturers are focusing on strengthening their distribution channels to reach a wider customer base, particularly in rural and semi-urban areas.

GROWTH IN THE HOSPITALITY SECTOR

The growth of the hospitality sector, including hotels and resorts, is driving the demand for high-quality and stylish bathroom solutions. The increasing number of luxury hotels and resorts is boosting the demand for premium sanitaryware and bathware products.

REPLACEMENT DEMAND

The replacement of old and outdated bathroom fixtures with modern and stylish alternatives is another key driver. Consumers are increasingly opting for sanitaryware and bathware products that offer enhanced functionality and aesthetics.

INCREASING AWARENESS OF HYGIENE

The increasing awareness of hygiene and sanitation is driving the demand for modern sanitaryware products. Consumers are becoming more conscious of the importance of maintaining clean and hygienic bathroom environments, leading to increased demand for high-quality sanitaryware products.

ABOUT THE COMPANY

Astral Limited, established in 1996, has grown to become a leading player in the building materials industry in India. The company operates across multiple high-growth categories, including pipes, water tanks, adhesives and sealants, construction chemicals, bathware, and paints. With a robust network of 19 manufacturing units spread across India, UK, and US, Astral has a significant production capacity of over 5,12,582 metric tons per annum. The company boasts a strong distribution network with over 3,303 distributors and 2,29,000+ dealers, ensuring extensive market reach.

Astral is renowned for its innovative approach, being the first to introduce CPVC piping in India and lead-free UPVC pipes for potable water. The company has

also pioneered the introduction of low-noise drainage pipes and water tanks with NSF and Anti-Viral Copper Shield. Astral's commitment to quality and innovation has earned it numerous awards and recognitions, including being certified as a Great Place to Work for three consecutive years and being recognized as India's Most Trusted Pipe Brand.

With a diverse product portfolio and a strong focus on sustainability, Astral continues to lead the market by setting new benchmarks in the building materials industry. The company's strategic initiatives, including the expansion of manufacturing facilities and the introduction of new product lines, position it well for sustained growth in the coming years.



Market Trends

SHIFT TOWARDS PREMIUM PRODUCTS

There is a noticeable shift towards premium and luxury sanitaryware and bathware products, driven by rising disposable incomes and changing consumer preferences. Consumers are increasingly opting for high-quality products that offer better performance and aesthetic appeal.

GROWTH OF ORGANISED RETAIL

The growth of organised retail is enhancing the availability of sanitaryware and bathware products across the country. Large retail chains and specialty stores are offering a wide range of products, making it easier for consumers to access high-quality sanitaryware and bathware products.

INCREASED INVESTMENT IN R&D

Companies are investing heavily in research and development to innovate and improve product offerings. This includes developing new materials and technologies that enhance the functionality and appeal of sanitaryware and bathware products.

EXPANSION INTO RURAL MARKETS:

Manufacturers are expanding their presence in rural markets, driven by the increasing demand for sanitaryware and bathware products in rural and semi-urban areas. The focus on rural markets is expected to drive significant growth in the coming years.





MD&A

Performance in FY24 and Outlook

PLUMBING & BATHWARE BUSINESS

Performance in FY24

Astral's pipes and water tanks business reported a robust growth of 24% in volume. The company is introducing new products such as OPVC pipes and expanded its manufacturing facilities in Guwahati and Cuttack. The fire sprinkler business also saw substantial growth, with key approvals like UL certification enabling entry into high-value projects. The Guwahati plant is now fully operational, producing PVC and Water Tank, while the Cuttack plant is also fully operational, manufacturing a range of pipe products.

The bathware business reported a revenue from operations of ₹ 61 crores, with the company expecting this segment to break even or achieve single-digit margins in the current fiscal year (FY25). The introduction of new product ranges and increased market acceptance were key drivers of growth in this segment.



Outlook

Astral plans to continue its growth trajectory in the pipes and water tanks segment by expanding its manufacturing footprint with proposed units in Hyderabad and Kanpur. The company is also focusing on introducing new products, including OPVC and aluminium PEX pipes, to cater to the evolving market needs. With the increasing demand for durable and cost-effective piping solutions, Astral is wellpositioned to capitalise on the growth opportunities in this segment.

Astral plans to continue expanding its bathware product portfolio and strengthening its distribution network. The focus on innovation and quality will help the company capture a larger market share in this segment. The company anticipates significant growth in the bathware segment, driven by the increasing demand for modern and aesthetically appealing bathroom solutions.

ADHESIVES & PAINTS BUSINESS

Performance in FY24

The adhesives and paints business reported a revenue from operations of ₹ 1,499 crores with an EBITDA margin of 13.5%. The operationalization of the Dahej plant significantly improved cost efficiency and product consistency. The New Bharat initiative successfully tapped into the rural market, leveraging Astral's strong brand equity. However, the UK operations faced challenges due to fluctuations in raw material prices, resulting in a lower EBITDA margin.

The company focused on establishing a strong brand presence and leveraging its existing distribution network with respect to paints business. The introduction of a comprehensive range of products, including interior and exterior emulsions, primers, and putties, was well-received in the market. The company is planning to launch paints in June under its flagship brand "Astral Paints".



Outlook

Astral anticipates double-digit growth in the adhesives and paints business, driven by the stabilisation of raw material prices and improved operational efficiency. The company plans to expand its product portfolio and strengthen its distribution network to capture a larger market share. The focus on innovation and quality will continue to be a key driver of growth in this segment.

Astral aims to achieve a revenue target of 15% to 20% in paints business in the next few years, driven by its strategic focus on quality and innovation. The company plans to expand its product offerings and strengthen its distribution network to capture a larger market share. The focus on eco-friendly and sustainable paint formulations will further enhance the company's growth prospects in this segment.





MD&A

KEY FINANCIAL RATIO

Particulars	FY 23-24	FY 22-23	Change
Debtors turnover (in days)	24 days	25 days	1 day
Inventory turnover (in days)	59 days	62 days	3 day
Interest Coverage Ratio	28.58	36.98	-22.71%
Current Ratio	1.77	1.72	3.07%
Debt Equity Ratio	0.02	0.02	0.00%
EBIDTA Margin	17.02%	16.19%	5.15%
PAT Margin	9.67%	8.91%	8.57%
Return on Net worth	17.53%	17.27%	1.49%

Note: Consolidated Figures

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES

Astral's commitment to accountability and transparency is exemplified by its institutionalized system of internal controls, which cover all corporate functions. These controls are designed to ensure that operations are efficient and effective, financial controls are reliable, and compliance with applicable laws and regulations is upheld.

To ensure the ongoing appropriateness of these policies and procedures, they are regularly updated, overseen by the Internal Auditor, and aligned with industry standards. The Board and the Audit Committee provide additional supervision of internal control adequacy through monitoring the implementation of internal audit recommendations via compliance reports. Astral's independent auditors have also confirmed the adequacy of its internal controls over financial reporting in their report.

This comprehensive and dynamic internal control system is a testament to Astral's commitment to best practices and serves to inspire confidence among stakeholders in the integrity and soundness of its operations.

HUMAN RESOURCES

The Company recognizes that its employees are the backbone of the business, and it values their commitment, competence, and hard work. Astral emphasises the importance of providing its workforce with opportunities to grow and develop, and has implemented robust HR policies to support this mission. Astral's focus on employee

fulfilment, stretch, and development has translated into a highly motivated and skilled workforce that consistently delivers exceptional results.

As of March 31, 2024, Astral boasts a team of over 8,500+ employees (including contract labour) located across various regions. These individuals have shown remarkable dedication to their roles, which has enabled the Company to achieve unparalleled levels of performance. Moving forward, the Company remains committed to nurturing its employees and fostering a culture of growth and development, as it believes that this is the key to driving sustainable success in the long run.

CAUTIONARY STATEMENT

Investors are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, words like 'will', 'shall', 'anticipate', 'believe', 'estimate', 'intend' and 'expect' and other similar expressions, as they relate to the Company or its business, are intended to identify such forward-looking statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Accordingly, actual results, performances, or achievements could differ materially from those expressed or implied in such statements. Readers are cautioned not to place undue reliance on the forward-looking statements as they speak only as of their dates.

Key Highlights (Consolidated)

(₹ IN MILLION EXCEPT AS STATED OTHERWISE)

Particulars	2019-20	2020-21	2021-22	2022-23 <sup>6</sup>	2023-24
Capacity (In M.T.)	3,25,547	3,50,122	3,70,802	4,27,611	5,12,582
Sales	25,714	31,699	43,839	51,451	56,288
Net Sales	25,714	31,699	43,839	51,451	56,288
Other Income	186	315	450	401	547
Total Income	25,900	32,014	44,289	51,852	56,835
PBIDT	4,534	6,626	7,883	8,351	9,603
Interest	211	116	61	171	266
Profit Before Depreciation, Tax & Exceptional Items	4,323	6,510	7,822	8,180	9,337
Depreciation	1,079	1,165	1,269	1,781	1,976
Profit Before Tax & Exceptional Items	3,244	5,345	6,553	6,399	7,361
Exceptional Items (Exchange Gain/(Loss))	(183)	(15)	(68)	(247)	(25)
Profit Before Tax	3,061	5,330	6,485	6,152	7,336
Tax	565	1,248	1,581	1,557	1,880
Profit After Tax	2,496	4,082	4,904	4,595	5,456
Other Comprehensive Income (Net of tax)	3	28	6	(3)	30
Total Comprehensive Income	2,499	4,110	4,910	4,592	5,486
Paid Up Equity Capital	151	201	201	269	269
Reserve and Surplus <sup>1</sup>	14,866	18,745	23,153	26,831	31,600
Shareholders' Funds	15,017	18,946	23,354	27,100	31,869
Non-controlling Interests	168	212	278	2,477	804
Loans (Long term)	1,090	247	401	365	569
Deferred Tax Liability (Net)	429	400	398	299	439
Capital Employed <sup>2</sup>	16,288	19,267	23,219	30,504	32,249
Gross Fixed Assets <sup>3</sup>	12,888	14,657	17,723	21,569	26,907
Capital Work In Progress	444	566	1,232	1,261	1,506
Net Fixed Assets <sup>4</sup>	9,646	10,287	12,169	14,583	18,397
Net Current Assets	3,482	5,807	8,042	8,585	8,644
Book Value Per Equity Share (in ₹)	56.06	70.73	86.95	100.88	118.63
Earning Per Equity Share (in ₹)	9.26	15.10	18.01	17.00	20.33
Cash Earning Per Equity Share (in ₹) <sup>5</sup>	12.82	19.15	22.97	23.42	28.19
Debt : Equity ( Long Term Debt/Total Net Worth)	0.11	0.03	0.02	0.02	0.02

1. Excluding Revaluation Reserves and reducing miscellaneous expenditure

2. Excluding Revaluation Reserves, Miscellaneous Expenditure and Capital Work in Progress.

3. Excluding Goodwill, Brand, Distribution Network and Capital Work in Progress.

4. Excluding Revaluation Reserves, Goodwill, Brand and Capital Work in Progress.

5. Cash profit considered for cash earning per share is Net Profit + Depreciation + Deferred tax + Exceptional item excluding foreign gain(loss).

6. Data represents only continuing operations except details of non-controlling interest.



# Corporate Information

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**Mr. Sandeep P. Engineer**

Chairman & Managing Director

**Mrs. Jagruti S. Engineer**

Whole-Time Director

**Mr. Kairav Engineer**

Whole-Time Director

**Mr. Hiranand Savlani**

Whole-Time Director & Chief Financial Officer

**Mr. Girish B. Joshi**

Whole-Time Director

**Mr. C. K. Gopal**

Independent Director

**Mr. Viral M. Jhaveri**

Independent Director

**Mrs. Kaushal D. Nakrani**

Independent Director

**Mr. Chetas Desai**

Independent Director

**Mr. Dhinal Shah**

Independent Director

**Mr. Manan C. Bhavsar**

Company Secretary

## REGISTERED & CORPORATE OFFICE:

Astral Limited

CIN: L25200GJ1996PLC029134

Astral House

207/1, B/h. Rajpath Club, Off S. G. Highway,

Ahmedabad - 380059, Gujarat, India

Ph: +91 79 6621 2000, Fax: +91 79 6621 2121

E-mail: [info@astralltd.com](mailto:info@astralltd.com)

## STATUTORY AUDITORS

SRBC & CO. LLP

21<sup>st</sup> Floor, B Wing, Privilon,

Ambli BRTS Road, Behind Iskcon Temple,

Off S.G. Highway, Ahmedabad - 380059, India.

Tel: +91 79-6608 3900

## FACTORY LOCATION

**Piping, Water Tanks & Bathware Divisions  
India**

Santej (Gujarat)

Dholka (Gujarat)

Jamnagar (Gujarat)

Hosur (Tamil Nadu)

Ghilothe (Rajasthan)

Sangli (Maharashtra)

Aurangabad (Maharashtra)

Sitarganj (Uttarakhand)

Bhubaneswar (Odisha)

Guwahati (Assam)

**Adhesive Division  
India**

Santej (Gujarat)

Dahej (Gujarat)

Rania (Uttar Pradesh)

Unnao (Uttar Pradesh)

**Overseas**

USA

UK

Ireland

## REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Office No S6-2, 6<sup>th</sup> Floor,

Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East),

Mumbai 400093.

Phone No: +91 22-62638200,

Fax No. + 91 22-62638299,

E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

## BANKERS

HDFC Bank Limited

HSBC Bank

IndusInd Bank

Standard Chartered Bank



# Directors' Reports

Dear Shareholders,

Your directors have pleasure in presenting the 28<sup>th</sup> Annual Report of your Company together with the Audited Statements of Accounts for the Year ended March 31, 2024.

## 1. FINANCIAL HIGHLIGHTS

The summary of Standalone and Consolidated Financial Results for the Year ended March 31, 2024:

(₹ in Millions)

Particulars	Standalone		Consolidated	
	FY 23-24	FY 22-23	FY 23-24	FY 22-23
Income from Operations (Net)	51,034	46,116	56,414	51,585
Other Income	390	239	421	267
Total Expenditure	42,307	38,605	47,231	43,486
<b>Profit Before Depreciation, Interest and Tax</b>	<b>9,117</b>	<b>7,750</b>	<b>9,604</b>	<b>8,366</b>
Finance Cost	210	333	291	400
Depreciation and Amortization Expense	1,556	1,374	1,976	1,781
<b>Profit Before Exceptional Item &amp; Tax</b>	<b>7,351</b>	<b>6,043</b>	<b>7,337</b>	<b>6,185</b>
Exceptional Items	-	(33)	-	(18)
Share of Profit/(Loss) of Joint Venture	-	-	(1)	(15)
<b>Profit Before Tax</b>	<b>7,351</b>	<b>6,010</b>	<b>7,336</b>	<b>6,152</b>
Tax Expense	1,847	1,531	1,880	1,557
<b>Profit for the Year</b>	<b>5,504</b>	<b>4,479</b>	<b>5,456</b>	<b>4,595</b>
Profit from Discontinued operation	-	-	-	130
<b>Net Profit for the Year</b>	<b>5,504</b>	<b>4,479</b>	<b>5,456</b>	<b>4,725</b>
<b>Add:</b> Other Comprehensive Income (net of Tax) - Continuing Operations	(13)	(10)	30	(3)
<b>Add:</b> Other Comprehensive Income (net of Tax) - Discontinuing Operations	-	-	-	449
<b>Total Comprehensive Income</b>	<b>5,491</b>	<b>4,469</b>	<b>5,486</b>	<b>5,171</b>
<b>Less:</b> Currency Translation (Loss)/Gain of Continuing Operations	-	-	40	27
<b>Total</b>	<b>5,491</b>	<b>4,469</b>	<b>5,446</b>	<b>5,144</b>
Attributable to:				
Non-Controlling Interest	-	-	(3)	589
Shareholders of the Company	5,491	4,469	5,449	4,555
<b>Surplus in Statement of Profit &amp; Loss brought forward</b>	<b>22,161</b>	<b>18,295</b>	<b>22,457</b>	<b>18,832</b>
<b>Less:</b> Consequent to Acquisition of Non-Controlling interest in Seal IT Services Limited, UK	-	-	-	322
<b>Less:</b> Pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited	-	-	-	5
<b>Add:</b> Consequent to Acquisition of Non-Controlling interest in Gem Paints Private Limited	-	-	266	-
<b>Amount Available for Appropriation</b>	<b>27,652</b>	<b>22,764</b>	<b>28,172</b>	<b>23,060</b>
Payment of Dividend (Including Tax on dividend)	1,007	603	1,007	603
<b>Balance Carried to Balance Sheet</b>	<b>26,645</b>	<b>22,161</b>	<b>27,165</b>	<b>22,457</b>



## 2. DIVIDEND

During the year under review, the Board of Directors declared and paid Interim Dividend of ₹ 1.50/- (150%) per equity share. Further your directors have recommended a Final Dividend of ₹ 2.25/- per equity share for the financial year ended March 31, 2024 subject to approval of shareholders in the ensuing Annual General Meeting. With the above, the total dividend for the year under review would be ₹ 3.75/- (375%) per equity share as compared to ₹ 3.50/- (350%) total dividends paid in the previous year. Interim Dividend Paid for the FY 23-24 along with the Final Dividend, if approved in the ensuing Annual General Meeting shall be about ₹ 1,007 Millions compared to ₹ 855 Millions absorbed in the previous year.

The dividend recommended is in accordance with the Company's policy on dividend distribution. The said policy is available on the website of the Company as can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668401922\\_policy\\_on\\_dividend\\_distribution.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401922_policy_on_dividend_distribution.pdf)

## 3. TRANSFER TO RESERVES

No amount is proposed to be transferred to the reserves during the year under review.

## 4. CONSOLIDATED FINANCIAL AND OPERATIONAL PERFORMANCE

- Consolidated Revenue from Operations has increased by 9.36% from ₹ 51,585 Millions to ₹ 56,414 Millions
- Consolidated EBIDTA has increased by 14.99% from ₹ 8,351 Millions to ₹ 9,603 Millions.
- Consolidated Profit Before Tax (before exceptional items) has increased by 18.9% from ₹ 6,170 Millions to ₹ 7,336 Millions.
- Consolidated Profit After Tax has increased by 18.74% from ₹ 4,595 Millions to ₹ 5,456 Millions.

## 5. PROJECT IMPLEMENTATION AND PERFORMANCE REVIEW

- During the year under review, your Company has increased its installed capacity of plumbing business by 15.12% from 290176 M.T. to 334040 M.T. Sales Volume of plumbing business of your Company has increased from 177268 M.T. to 219590 M.T.
- During the year under review, your Company has incurred capital expenditure to the tune of ₹ 19.43 Millions towards plant & machineries, factory building and other capital expenditure.

## 6. ACQUISITION

As a part of your Company's strategy to expand its product portfolio under building material segment, the Board of Directors of your Company had approved to acquire 51%

controlling equity stake in Operating Paint Business (Core Business) of Gem Paints Private Limited. The Company had appointed majority directors on the Board of Gem Paints Private Limited and Esha Paints Private Limited and thus, Gem Paints Private Limited and Esha Paints Private Limited were Board controlled subsidiaries of the Company.

During the year under review, the Hon'ble National Company Law Tribunal, Bengaluru Bench vide its Order dated July 17, 2023 sanctioned the Scheme of Arrangement (Scheme) between Gem Paints Private Limited (transferor Company) and Esha Paints Private Limited (Transferee Company) and their respective Shareholders and Creditors. The Scheme became effective from August 1, 2023. Upon the Scheme becoming effective, the Operating Paint Business (Core Business) of transferor Company had been demerged into transferee Company, and the name of Transferor Company was changed to Anabha Ventures Private Limited (hereinafter referred to as "AVPL/non-core business" in this Section) and name of Transferee Company was changed to Gem Paints Private Limited (hereinafter referred to as "GPPL/core business" in this Section).

Upon the Scheme becoming effective, nomination of majority of Directors on the Board of AVPL had been withdrawn by the Company and thus, AVPL ceased to be Subsidiary of the Company.

On October 20, 2023, the Company had completed the acquisition of 80% equity shares of GPPL (51% against redemption of Optionally Convertible Debentures amounting to ₹194 Crores towards First Tranche Acquisition and 29% equity shares of GPPL towards Second Tranche Acquisition). Balance 20% equity stake will be acquired by the Company over a period of 5 years, as per the Share Purchase Agreement entered between the Parties. GPPL continues to be Subsidiary of the Company. Name of GPPL has been further changed to Astral Coatings Private Limited w.e.f. May 1, 2024.

## 7. SEGMENT, PRODUCT AND RECOGNITION

The Company has defined its businesses in two verticals (segments) namely:

- Plumbing (Pipes, Fittings, Water Tanks and Bathware);
- Paints and Adhesives.

The Company has been awarded "Platinum Rated Certificate" by Indian Green Building Council (IGBC), part of the confederation of Indian Industry (CII) for our Ball Valve Plant located at Dholka.

Astral's "Fire Pro", India's 1<sup>st</sup> automatic fire sprinkler system has got "ISI certification" for its CPVC fittings. Now "Fire Pro" has got ISI certification for both pipes and Fittings. Astral is first Indian Company to have this certification. Astral has got NSF certification for its Water Tank products. Astral has become 1<sup>st</sup> NSF certified brand for Water Tank products in India.



Astral has got Green Product Certification for its “CPVC Pro Pipes and Fittings” and “Drain Pro Pipes and Fittings” for its Santej plant meeting the requirements of GreenPro Ecolabel and qualifies as Green Product by CII-Green Products and Services Council.

During the year 23-24, your Company has been awarded with:

- India's Most Trusted Pipe Brand by TRA 2023
- India's Most Desired Pipe Brand by TRA 2023
- Consumer Validated Super brands 2023 for Astral Pipes
- Consumer Validated Super brands 2023 for Astral BondTite
- Great Place to Work Certified 23-24
- Most Preferred Work Place in Manufacturing- 23-24 – by Team Marksmen
- GREEN PRO Certification for Astral CPVC Pro – by CII
- GREEN PRO Certification for Astral Drain Pro – by CII
- IS 16534 Certification of Astral Fire Pro – BIS
- DIBT & SKZ Certifications for Astral Silencio – by German Institute of Construction Technology (DIBt)

## 8. SUBSIDIARY/JOINT VENTURE COMPANIES

As at March 31, 2024, your Company had 3 direct subsidiaries namely Seal IT Services Limited (UK), Astral foundation and Astral Coatings Private Limited (formerly known as Gem Paints Private Limited and incorporated as Esha Paints Private Limited), 2 step down subsidiaries namely Seal IT Services Inc. (USA) and SISL (Bond It) Ireland Limited (Ireland) and 1 joint venture Company namely Astral Pipes Limited (Kenya).

During the year under review, Seal IT Services Limited, UK, (Subsidiary of Astral Limited) had Incorporated one new step-down subsidiary namely SISL (Bond It) Ireland Limited.

During the year under review, upon the scheme of Demerger becoming effective on August 1, 2023, name of Transferee Company (Esha Paints Private Limited) has been changed to Gem Paints Private Limited (hereinafter referred to as “GPPL/core business” in this Section) and name of Transferor Company (Gem Paints Private Limited) has been changed to Anabha Ventures Private Limited (hereinafter referred to as “AVPL/non-core business” in this Section). Upon the Scheme becoming effective, nomination of majority of Directors on the Board of AVPL had been withdrawn by the Company and thus, AVPL ceased to be Subsidiary of the Company. Consequently, Enterprise Software and Technology Services Private Limited, Singapore (subsidiary of AVPL) ceased to be step down subsidiary of the Company.

The Company does not have any change in Associate or Joint Venture at the end of the year.

The highlights of performance of subsidiaries of your Company have been discussed and disclosed under the Management Discussion and Analysis Section of the Annual Report. The statement containing salient features of the financial statement of each subsidiary/joint venture Company including contribution of each subsidiary/joint venture Company to the overall performance of the Company and in terms of the revenue and profit in the prescribed format Form AOC-1 as per Companies (Accounts) Rules, 2014 is attached to the financial statements of the Company.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements and audited accounts of each of the subsidiary are available on <https://astralltd.com/investors/>. These documents will also be available for inspection during working hours at the registered office of your Company at Ahmedabad, Gujarat. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

The Company has formulated policy for determining “Material Subsidiaries”. The said policy can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668401356\\_material\\_subsidary\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401356_material_subsidary_policy.pdf) As on March 31, 2024.

## 9. CHANGES IN SHARE CAPITAL

Further, during the year under review, the Company's paid-up equity share capital increased from ₹ 26,86,11,572/- to ₹ 26,86,27,009/- upon allotment of 15,437 shares under Employee Stock Option Scheme.

## 10. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company prepared in accordance with the provisions of the Companies Act, 2013, Listing (Obligations and Disclosure Requirement) Regulations 2015 and applicable Accounting Standards issued by the Institute of Chartered Accountants of India form part of this Annual Report.

## 11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part this Directors' Report.

## 12. CORPORATE GOVERNANCE

Corporate Governance Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Directors' Report.

A Separate report on Corporate Governance along with Certificate from Ms. Monica Kanuga (FCS: 3868;



CP Number: 2125) Practicing Company Secretary, on Compliance with conditions of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as a part of this Annual report.

### 13. SECRETARIAL STANDARDS

During the year under review, your Company has complied with the applicable provisions of Secretarial Standard - 1 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

### 14. VIGIL MECHANISM

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668402390\\_vigil\\_mechanism\\_whistle\\_blower\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668402390_vigil_mechanism_whistle_blower_policy.pdf)

### 15. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted (1) "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") incorporating a policy for determination of "Legitimate Purposes" as per Regulation 8 and Schedule A to the said regulations and (2) "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" as per Regulation 9 and Schedule B to the said regulations.

### 16. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

Business Responsibility and Sustainability Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Directors' Report.

### 17. INSURANCE

Your Company's manufacturing facilities, properties, equipment and stocks are adequately insured against all major risks. The Company has also taken Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them.

### 18. FIXED DEPOSITS

Your Company has not accepted any Fixed Deposits as defined under Section 73 of the Companies Act, 2013 and rules framed there under.

### 19. STATE OF COMPANY AFFAIRS

Astral is a leading manufacturer of Chlorinated Poly Vinyl Chloride (CPVC) and Poly Vinyl Chloride (PVC) plumbing systems for residential and industrial use. The Company has a commanding market share in the domestic CPVC and PVC pipe industry. In addition to being a leader in the piping segment, it has also expanded into the adhesives and sealants segment, infrastructure products, water tanks, paints and Bathware segments. The Company has an extensive presence in India and across the globe through its subsidiaries.

### 20. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no other material changes or commitments occurring after March 31, 2024, which may affect the financial position of the Company or may require disclosure.

### 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

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

### 22. CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, your Company has constituted Corporate Social Responsibility Committee of Directors. The role of the Committee is to formulate annual action plan in pursuance of CSR policy and review CSR activities of the Company periodically and recommend to the Board amount of expenditure to be spent on CSR annually. CSR policy of the Company, inter alia, provides for CSR vision of the Company including proposed CSR activities and its implementation, monitoring and reporting framework.

Projects approved by the board are disclosed on the website of the Company [https://astralltd.com/wp-content/uploads/2023/01/1668401244\\_csr\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401244_csr_policy.pdf)

During the year under review, your Company has spent ₹ 112.32 Millions i.e., 2% of average net profit of last three financial years on CSR activities as per applicable statutory provisions.

Annual Report on CSR activities carried out by the Company during FY 23-24 is enclosed as **Annexure-A** to this report.



## 23. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed;
- b) The directors have selected such accounting policies and applied consistently and made judgements 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 and loss of the Company for that period;
- c) The directors have taken proper and sufficient care towards 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 have prepared the annual accounts on a going concern basis;
- e) The directors have laid down internal financial controls, which are adequate and operating effectively;
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## 24. AUDITORS:

### Statutory Auditor:

SRBC & CO. LLP, Chartered Accountants were re-appointed as Auditors of your Company for a Second term of five years at the Annual General Meeting held on August 29, 2022. The Auditors have confirmed that they are not disqualified from continuing as Auditors of your Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications and re-enactments thereof), your Company has maintained cost records in respect of plastic & polymers activity and the same is required to be audited. Your Directors have, on the recommendation of the Audit Committee, appointed M/s V. H Savaliya & Associates, Cost Accountants to audit the cost accounts of your Company for the financial year 2024-25 at a remuneration of ₹ 0.25 Million. As required

under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for their ratification. Accordingly, a resolution seeking members ratification for the remuneration payable to M/s V. H Savaliya & Associates is included in the Notice convening the ensuing Annual General Meeting.

Cost Audit Report for the Financial year 23-24 will be submitted to the Central Government in due course.

### Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Ms. Monica Kanuga, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for FY 23-24. Secretarial Audit Report for FY 23-24 is enclosed as **Annexure-B1** to this report.

As per regulation 24A of SEBI (LODR) regulation, 2015 as amended from time to time, your Company's unlisted material subsidiary viz. Astral Coatings Private Limited (formerly known as Gem Paints Private Limited and incorporated as Esha Paints Private Limited) has undertaken Secretarial Audit for FY 23-24. Copy of its Secretarial Audit Report is enclosed as **Annexure-B2**.

The Secretarial Audit Report of your Company and Astral Coatings Private Limited does not contain any qualification, reservation or adverse remark.

## 25. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL

The Risk Management Policy of your Company provides for the proactive identification and prioritization of risks based on the scanning of the external environment and continuous monitoring of internal risk factors. Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly.

## 26. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

## 27. BOARD EVALUATION

The Board carried out an annual performance evaluation of its own performance and that of its committees and independent directors as per the formal mechanism for



such evaluation adopted by the Board. The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors in a Separate Meeting held on March 5, 2024. The exercise of performance evaluation was carried out through a structured evaluation process covering various criteria as recommended by the Nomination and Remuneration Committee. Performance evaluation of the board and its committees were effective and contributing to the goals of the Company.

## 28. RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in Form AOC-2 is not annexed.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and the same can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668402161\\_related\\_party\\_transaction\\_policy\\_astral.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668402161_related_party_transaction_policy_astral.pdf). The details of the transactions with Related Party are provided in the accompanying financial statements.

## 29. NUMBERS OF BOARD MEETINGS

The Board of Directors met 4 times during the year under review. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

## 30. DIRECTORS

### Appointment/Re-Appointment:

During the year under review, Mr. Kairav Engineer and Mr. Hiranand Savlani were appointed as Whole-Time Director of your Company with effect from July 1, 2023. The Shareholders have already approved their appointment in the previous Annual General Meeting.

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Girish Joshi, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its

Meeting held on May 17, 2024 approved re-appointment of Mrs. Jagruti Engineer as Whole-Time Director for a further period of five consecutive years from April 1, 2025, re-appointment of Mr. C.K. Gopal as an Independent Director of the Company for a further period of five years w.e.f. February 11, 2025 and Mr. Viral Jhaveri as an Independent Director of the Company for a further period of five years w.e.f. October 24, 2024 subject to approval of Members at the ensuing 28<sup>th</sup> Annual General Meeting.

The requisite particulars in respect of Directors seeking appointment/re-appointment are given in Notice convening the Annual General Meeting.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Details of policy of appointment and remuneration of directors has been provided in the Corporate Governance Report.

### Independent Director Declaration:

Your Company has received necessary declaration from each independent director under the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation and 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. The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

### Declaration for non-disqualification:

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

## 31. CHANGES IN KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in Key Managerial Personnel except the following:

- a) Appointment of Mr. Kairav Engineer as Whole-Time Director w.e.f. July 1, 2023.
- b) Appointment of Mr. Hiranand Savlani as Whole-Time Director w.e.f. July 1, 2023 in addition to acting as Chief Financial Officer of the Company.

## 32. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration.



Salient features of Nomination and Remuneration Policy have been disclosed in Corporate Governance Report. The same is available on the website of [https://astralltd.com/wp-content/uploads/2023/01/1668401393\\_nomination\\_and\\_remuneration\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401393_nomination_and_remuneration_policy.pdf)

### 33. COMMITTEES OF BOARD

With an objective of strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees. Details of such Committees constituted by the Board are given in the Corporate Governance Report, which forms part of this Annual Report.

### 34. REPORTING OF FRAUD

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

### 35. PREVENTION OF SEXUAL HARASSMENT

Your Company has zero tolerance towards sexual harassment at the workplace and have a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 36. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at <https://astralltd.com/wp-content/uploads/2022/12/Draft-Annual-Return-2023-24.pdf>

### 37. EMPLOYEES STOCK OPTION SCHEME

Your Company approved formulation of Employee Stock Option Scheme ('ESOS') viz. Astral Employee Stock Option Scheme 2015 (Astral ESOS 2015) in October 2015 which was further amended vide shareholders resolution passed in 24<sup>th</sup> Annual General Meeting held on August 21, 2020. The said scheme is administered by the Nomination and Remuneration Committee for the benefit of the employees of the Company. During the year under review, an aggregate of 15,996 stock options at an exercise price of ₹ 22.50/- per share were granted to eligible employees. Further, during

the year, the eligible employees were allotted 15,437 equity shares (After Bonus Adjustment) at an exercise price of ₹ 22.50/- per share (After Bonus Adjustment).

There is no material change in Astral ESOS 2015 during the year under review and the Scheme is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The certificate of Secretarial Auditor regarding implementation of Scheme shall be made available for inspection of members in electronic mode at AGM. The disclosures as required under Regulation 14 of the said regulations have been placed on the investor relation page of the website of the Company at <https://astralltd.com/wp-content/uploads/2022/12/ESOS-SEBI-Disclosure.pdf>

### 38. PARTICULARS OF EMPLOYEES

A statement containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-C** to this report.

The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing AGM. Any shareholder interested in obtaining a copy of such statement may write to the Company Secretary at the Registered Office of the Company or e-mail to [co@astralltd.com](mailto:co@astralltd.com).

### 39. DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars under Section 134(3)(m) of the Companies Act, 2013 with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to the Companies (Accounts) Rules, 2014 are provided in the **Annexure-D** to the Report.

### 40. GENERAL

The Board of Directors state that no disclosure or reporting is required in respect of the following matters, as there were no transactions or applicability pertaining to these matters during the year under review:

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



- b) Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- c) Payment of remuneration or commission from any of its subsidiary companies to the Managing Director of the Company.
- d) Change in the nature of business of the Company.
- e) Issue of debentures/bonds/warrants/any other convertible securities.
- f) Details of any application filed for corporate insolvency under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016.
- g) Instance of one-time settlement with any Bank or Financial Institution.
- h) Statement of deviation or variation in connection with preferential issue.

## 41. ACKNOWLEDGMENTS

Your Company has maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinted efforts of the employees have enabled your Company to remain at the forefront of the industry. Your directors place on records their sincere appreciation for significant contributions made by the employees through their dedication, hard work and commitment towards the success and growth of your Company. Your directors take this opportunity to place on record their sense of gratitude to the Banks, Financial Institutions, Central and State Government Departments, their Local Authorities and other agencies working with the Company for their guidance and support.

**On behalf of the Board of Directors**

**Date:** May 17, 2024  
**Place:** Ahmedabad

**Sandeep P. Engineer**  
 Chairman & Managing Director  
 DIN: 00067112



# Annexure-A to Directors' Report

## Report on Corporate Social Responsibility

### 1. A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY

CSR policy of the Company encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

### 2. THE COMPOSITION OF CSR COMMITTEE

The composition of the Committee is set out below:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Jagruti Engineer	Whole-Time Director-Chairperson	2	2
2	Mr. Sandeep Engineer	Managing Director-Member	2	2
3	Mr. Viral Jhaveri	Independent Director-Member	2	2

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company [https://astralltd.com/wp-content/uploads/2023/01/1668401244\\_csr\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401244_csr_policy.pdf)

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **No impact assessment has been done during the financial year 23-24.**

5.	(a) Average net profit of the Company as per Section 135(5)	₹ 5,608.65 Millions
	(b) Two percent of average net profit of the Company as per Section 135(5)	₹ 112.17 Millions
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	NA
	(d) Amount required to be set off for the financial year, if any	NA
	(e) Total CSR obligation for the financial year (5b+5c-5d)	₹ 112.17 Millions
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 112.32 Millions
	(b) Amount spent in Administrative Overheads.	Nil
	(c) Amount spent on Impact Assessment, if applicable	Not Applicable
	(d) Total amount spent for the financial year (6a+6b+6c)	₹ 112.32 Millions
	(e) CSR amount spent or unspent for the financial year:	

**Total Amount Spent for the Financial Year (in ₹ Millions)**

**Amount Unspent (in ₹)**

**Total Amount transferred to Unspent CSR Account as per Section 135(6)**

**Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)**

Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
112.32	-	-	-	-



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

Sr. No.	Particulars	Amount (₹ in Millions)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹ 112.17
(ii)	Total amount spent for the Financial Year	₹ 112.32
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 0.15
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 0.15

## 7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS

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

## 8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR

☐ Yes ☒ No

If yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).



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

**Date:** May 17, 2024  
**Place:** Ahmedabad

**Jagruti S. Engineer**  
Chairperson of CSR Committee  
DIN: 00067276

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112



# Annexure-B1 to Directors' Report

## FORM No. MR-3

### Secretarial Audit Report

#### FOR THE FINANCIAL YEAR ENDED March 31, 2024

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

To,  
The Members,  
**Astral Limited**  
"Astral House"  
207/1, B/h. Rajpath Club,  
Off S.G. Highway,  
Ahmedabad-380059.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Astral Limited** (hereinafter called the "Company") (CIN: L25200GJ1996PLC029134). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has generally, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
6. No specific laws are applicable to the industry in which the Company operates. The same has also been confirmed by the Management.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

During the period under review, provisions of the following regulations were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

**I further report that:**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meeting.

All decisions at the meeting of the Board of Directors/ Committees of the Board were taken unanimously as recorded in the minutes of the meetings and no dissenting views have been recorded.

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

**I further report that** during the audit period there was no other event/action having major bearing on the Company's Affairs.

**Place:** Ahmedabad  
**Date:** May 17, 2024

Signature:

Name of PCS: Monica Kanuga

FCS No.: 3868

CP No.: 2125

UDIN: F003868F000357782



To,  
The Members,  
**Astral Limited**  
"Astral House", 207/1, B/h. Rajpath Club,  
Off S.G. Highway, Ahmedabad – 380059.

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

### 1. Management's Responsibility

Management is responsible for the maintenance of the Secretarial records and for the preparation and filing of forms, returns, documents for compliances and to ensure that they are free from material non compliance, whether due to fraud or error.

### 2. Secretarial Auditor's Responsibility

Secretarial Audit is a process of verification of records and documents on sample or test basis. My responsibility is to express an opinion on the secretarial compliances of certain laws by the Company on the basis of my audit. The audit practices and processes have been followed as deemed appropriate to provide reasonable assurance about the correctness of the records and the confirmation of compliance. My audit process has involved verification of records and dependence on Management representation and my opinion is based thereupon.

### 3. Conduct of Company's Affairs

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

**Place:** Ahmedabad  
**Date:** May 17, 2024

Signature:  
Name of PCS: Monica Kanuga  
FCS No.: 3868  
CP No.: 2125  
UDIN: FO03868F000357782



# Annexure–B2 to Directors' Report

## FORM NO. MR-3

### Secretarial Audit Report

#### FOR THE FINANCIAL YEAR ENDED March 31, 2024

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

To,  
The Members,  
**GEM PAINTS PRIVATE LIMITED**  
(Formerly known as Esha Paints Private Limited)  
CIN: U24222KA2022PTC160270  
Add.: #417/418, 11<sup>th</sup> Cross, 4<sup>th</sup> Phase, Peenya Industrial Area,  
Bangalore, Karnataka, India 560058.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Gem Paints Private Limited (Formerly known as Esha Paints Private Limited) (CIN: U24222KA2022PTC160270) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me on a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (The Company did not have any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the financial year);

- (iv) No specific laws are applicable to the industry in which the Company operates. The same has also been confirmed by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company and on examination of the documents and records in test check basis.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above. The opinion is based on the management representations.

#### I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors having the following signatories:

Sr. No.	Name	Designation
1.	Mr. Anand Sarup Gandotra	Whole-Time Director
2.	Mr. Ashwani Gandotra	Whole-Time Director
3.	Mr. Sandeep Pravinchandra Engineer	Director
4.	Mr. Kairav Sandeep Engineer	Director
5.	Mr. Saumya Sandeep Engineer	Director
6.	Mr. Viral Maheshbhai Jhaveri	Independent Director
7.	Mrs. Kaushal Dakshesh Nakrani	Independent Director
8.	Mr. Girish Bhanubhai Joshi	Director
9.	Mr. Hiranand Asandas Savlani	Chief Financial Officer
10.	Mr. Manan Chandraprakash Bhavsar	Company Secretary



The changes in the composition of the Board of Directors and signatories that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or wherever necessary at a shorter period, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions of the Company are carried by the Board of Directors in the Board Meetings detailed in the Director's report are been recorded as part of the Board Meeting minutes for the year 23-24.

Decisions of the Company are carried by the Shareholders of the Company in the General Meetings detailed in the Director's report are been recorded as part of the General Meeting minutes for the year 23-24.

The minutes of the Board meetings and Committee Meetings have not identified any dissent by members of the Board/Committee of the Board respectively hence there seems to have no reason to believe that the decisions by the Board were not approved by all the directors/members present.

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

**I further report that** during the audit period the following events/actions have taken place, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards:

1. The Hon'ble National Company Law Tribunal, Bengaluru Bench sanctioning the Scheme of

Arrangement between Gem Paints Private Limited ("Demerged Company") and Esha Paints Private Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") approved via order dated July 17, 2023 and the Company filed the certified copy of the order with the Registrar of Companies, Bengaluru.

2. There was a change of name of Company pursuant to the order of Hon'ble National Company Law Tribunal, Bengaluru Bench vide order number: CP (CAA) NO. 02/BB/2023 from the name 'Esha Paints Private Limited' to 'Gem Paints Private Limited'. The same was done after making amendment in memorandum and articles of association of the Company vide duly convened meetings of members and requisite Regulatory approvals.
3. There has been a shift in the registered address of the Company from the state of Karnataka to the state of Gujarat pursuant to the order of Hon'ble Regional Director, South East Region vide order number: CA No. 24/RD (SER)/SEC-13(4)/KA To GJ/2024/144. The same was done after making amendment in memorandum and articles of association of the Company vide duly convened meetings of members and requisite Regulatory approvals.
4. Further, a proposal for change of name of the Company from 'Gem Paints Private Limited' to 'Astral Coatings Private Limited' has also been made by the board subject to the approval of members of the Company and the Central Government (Registrar of Companies). The Company amended the Memorandum of Association and Articles of Association pursuant to the approval of members. As on the present date, the Company has filed the application with the Central Government (Registrar of Companies).

For **Pradeep Kumar M and Associates**  
(Practicing Company Secretaries)

**CS Pradeep Kumar M**  
ACS No.: 32572 CoP No. 13911  
PRN: 2123/2022  
Date: April 22, 2024

**Place:** Bangalore  
**UDIN:** A032572F000320035

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



## ANNEXURE-A

To,  
The Members,  
**GEM PAINTS PRIVATE LIMITED**  
(Formerly known as Esha Paints Private Limited)  
CIN: U24222KA2022PTC160270  
Add.: 417/418, 11<sup>th</sup> Cross, 4<sup>th</sup> Phase Peenya Industrial Area,  
Bangalore, Karnataka, India 560058.

### Secretarial Audit Report of even date is to be read along with this letter:

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **M/s Gem Paints Private Limited (Formerly known as Esha Paints Private Limited)** (CIN: U24222KA2022PTC160270) (hereinafter called "the Company") is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further part of the verification was done on the basis of electronic data provided to me by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
5. Wherever required, I have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Pradeep Kumar M and Associates**  
(Practicing Company Secretaries)

**Place:** Bangalore  
**UDIN:** A032572F000320035

**CS Pradeep Kumar M**  
ACS No.: 32572 CoP No. 13911  
PRN: 2123/2022  
Date: April 22, 2024

# Annexure-C to Directors' Report

## PARTICULARS OF EMPLOYEES

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24.

Sr. No.	Name of Directors/KMP	% increase in remuneration in FY 23-24	Ratio of remuneration of each Director to median of remuneration of employees
1	Mr. Sandeep P. Engineer Chairman & Managing Director	18	299
2	Mrs. Jagruti S. Engineer Whole-Time Director	20	31
3	Mr. Girish Joshi Whole-Time Director	19	4
4	Mr. C.K. Gopal Independent Director	NA	NA
5	Mr. Viral Jhaveri Independent Director	NA	NA
6	Mrs. Kaushal Nakrani Independent Director	NA	NA
7	Mr. Chetas Desai Independent Director	NA	NA
8	Mr. Dhinal Shah Independent Director	NA	NA
9	<sup>1</sup> Mr. Hiranand A. Savlani Whole-Time Director & Chief Financial Officer	30	90
10	<sup>1</sup> Mr. Kairav Engineer Whole-Time Director	NA	31
11	Mr. Manan Bhavsar Company Secretary	NA	8

<sup>1</sup> Appointed as a Whole-Time Director w.e.f. July 1, 2023

- In the Financial Year, there was Increase of 14% in the median remuneration of employees.
- There were 4,558 permanent employees on the rolls of Company as on March 31, 2024.
- There was increase of 12% in average percentage in the salaries of employees other than the managerial personnel in the last financial year i.e. 2023-24 and whereas the increase in average percentage in the managerial remuneration for the same financial year was 18%. Increase in remuneration of managerial personnel is due to increase in variable pay linked to profitability of the Company. The criteria for remuneration of managerial personnel is based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and as per industry benchmarks.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.





# Annexure-D to Directors' Report

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

### A. CONSERVATION OF ENERGY:

#### (i) Steps taken for conservation of energy:

Energy conservation continues to be the key focus area of your Company. The Company is making continuous effort for energy conservation. Effective measures have been taken to monitor consumption of energy during the process of manufacture. Continuous monitoring and awareness amongst employees has helped to avoid wastage of energy. The Company has continued taking following steps for conservation of energy during FY 23-24:

- About 9,03,148.15 KWH energy saved in Pipe Segment, 8,973 KWH energy saved in Bathware and 20,229.7 KWH energy saved in Adhesive Segment by Modification of Machineries set up, replacement of Conventional Lights with LED Lights, Changing Energy Efficient equipments, Cooling Tower, Air Cooled Chillers etc.

#### (ii) Steps taken by the Company for utilising alternate sources of energy:

Solar power roof top panel Installed for Santej and total 10,65,263 KWH generated and utilized, Dholka total 13,33,940 KWH generated and utilized, Ghiloth total 16,46,366 KWH generated and utilized, Sangli total 7,35,079 KWH generated and utilized, Hosur total 12,04,894 KWH generated and utilized, Santej Adhesive Plant total 2,58,826 KWH generated and utilized & Rania Adhesive Plant total 2,45,960 KWH generated and utilized.

Also procured green power from Wind mills installed at Virvav village near Morbi to get 2.2 MW (contracted capacity) for Santej Plant and 1.5 MW (contracted capacity) for Dholka Plant under third party open access arrangements.

Wind Energy consumed at Santej Plant is total 56,94,783 KWH and at Dholka is total 38,09,688 KWH.

#### (iii) The capital investment on energy conservation equipment:

Your Company has invested ₹ 26.09 Millions towards energy conservation equipment.

### B. TECHNOLOGY ABSORPTION:

#### (i) Efforts made towards technology absorption:

Your Company lays considerable emphasis on quality maintenance and product enhancement. The Company is continuously trying to develop more and more products in its R & D Center. During the year under review, your

Company has spent ₹ 19.43 Millions for its ultramodern R & D center at its Plants and the Company now is in a position to carry out a lot of R & D activities in-house.

More and more emphasis has been given to the atomization process and Company has selected packaging operation as an area of immediate atomization. The Company has invested significant amount of resources for atomization of pipe and fitting operations.

#### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Your Company's efforts in quality, maintenance and product enhancement have resulted in better quality products at a low cost of production.

#### (iii) Information regarding imported technology:

Nil

#### (iv) Expenditure on R & D:

Your Company is regularly incurring R & D expenses. During the year under review, your Company has spent ₹ 19.43 Millions on R & D expenses and the cost of equipment purchased for R & D is shown under the head of Plant & Machineries and Laboratory Equipment. The said expenditures are tabled below:

(₹ In Millions)

Expenditure on R&D	2023-24
(a) Capital Expenses	16.93
(b) Revenue Expenses	2.50
<b>Total (a)+(b)</b>	<b>19.43</b>
(c) Total R & D expenditure as percentage of turnover	0.04

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ In Millions)

Particulars	2023-24	2022-23
(a) Total Foreign Exchange used	9,567	9,318
(b) Total Foreign Exchange Earned	431	253

# Corporate Governance Report

## 1. CORPORATE GOVERNANCE PHILOSOPHY

Your Company believes in adopting the best corporate governance practices, based on the following principles in order to maintain transparency, accountability and ethics:

- Recognition of the respective roles and responsibilities of the management;
- Independent verification and assured integrity of financial reporting;
- Protection of Shareholders' right and priority for investor relations; and
- Timely and accurate disclosure on all material matters concerning operations and performance of your Company.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent

manner and to enhance shareholders value while complying with the applicable Rules and Regulations. We are in compliance with all the requirements of the Corporate Governance enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

## 2. BOARD OF DIRECTORS

### Compositions:

The Board of your Company consists of 10 (Ten) Directors as on March 31, 2024, out of which 5(Five) are Executive Directors and 5 (Five) are Non-Executive Independent Directors. The Chairman of the Board is an Executive Director. The Composition of the Board is in compliance with the requirements of SEBI Listing Regulations. All the Directors have certified that they are not members in more than 10 (Ten) Committees and do not act as Chairman of more than 5 (Five) Committees across all the Companies in which they are Directors.

The composition of the Board of Directors as on March 31, 2024 is as follows:

Name of Director	Category	Total No. of Other Directorship*	Details of Committees#	
			Chairman	Member
**Mr. Sandeep P. Engineer	Chairman & Managing Director	2	-	1
**Mrs. Jagruti S. Engineer	Whole-Time Director	-	-	-
§Mr. Kairav S. Engineer <sup>1</sup>	Whole-Time Director	2	-	-
Mr. Hiranand Savlani <sup>1</sup>	Whole-Time Director & Chief Financial Officer	-	-	-
Mr. Girish Joshi	Whole-Time Director	1	-	-
Mrs. Kaushal D. Nakrani	Independent Director	1	-	1
Mr. Viral M. Jhaveri	Independent Director	1	1	-
Mr. C.K. Gopal	Independent Director	1	1	1
Mr. Chetas Gulab Bhai Desai	Independent Director	1	-	-
Mr. Dhinal Ashvin Bhai Shah	Independent Director	2	1	1

\* Excludes Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

\*\* Mr. Sandeep Engineer and Mrs. Jagruti Engineer are related as Husband and wife.

§ Mr. Kairav Engineer is related to Mr. Sandeep Engineer & Mrs. Jagruti Engineer as Son. Except this, no other Director is related to any other Director on the Board.

None of the Directors of the Company are having directorship in any other listed entities except Mr. Dhinal Shah, who is an Independent Director in Ratnamani Metals & Tubes Limited and Mr. C.K. Gopal, who is an Independent Director in IRM Energy Limited.

# Includes only Audit Committee and Stakeholders' Relationship Committee of other Companies.

<sup>1</sup>Appointed as Whole-Time Director w.e.f. July 1, 2023.



## Dates of Board Meetings and Attendance at the Board Meetings and the last Annual General Meeting:

During the Financial Year 23-24, the Board of Directors of your Company met 4 (Four) times on May 15, 2023, August 11, 2023, October 18, 2023 and on January 30, 2024. The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Name of Director	Dates of Board Meetings and Attendance of each director at Board Meeting					
	May 15, 2023	August 11, 2023	October 18, 2023	January 30, 2024	Total No. of Board Meetings attended	Attendance at the last AGM held on August 11, 2023
Mr. Sandeep P. Engineer	Yes	Yes	Yes	Yes	4	Yes
Mrs. Jagruti S. Engineer	Yes	No	Yes	No	2	Yes
Mr. Kairav Engineer <sup>1</sup>	No	Yes	Yes	Yes	3	Yes
Mr. Hiranand Savlani <sup>1</sup>	No	Yes	Yes	Yes	3	Yes
Mr. Girish Joshi	Yes	Yes	No	No	2	Yes
Mrs. Kaushal Nakrani	Yes	Yes	Yes	Yes	4	Yes
Mr. Viral Jhaveri	Yes	Yes	Yes	Yes	4	Yes
Mr. C.K. Gopal	Yes	Yes	Yes	Yes	4	Yes
Mr. Chetas Desai	Yes	Yes	Yes	Yes	4	Yes
Mr. Dhinal Shah	Yes	Yes	Yes	Yes	4	Yes

<sup>1</sup> Appointed as Whole-Time Director w.e.f. July 1, 2023.

## Code of Conduct for Board & Senior Management Personnel:

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report. The Code has been posted on your Company's website [https://astralltd.com/wp-content/uploads/2023/01/1668401197\\_code\\_of\\_conduct.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401197_code_of_conduct.pdf)

## Profile of Directors seeking appointment/re-appointment:

The brief profile and other information of the directors seeking appointment/re-appointment is provided in the notice convening the Annual General Meeting.

## 3. COMMITTEES OF THE BOARD

### (i) Audit Committee:

#### Composition, Meetings and Attendance

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act 2013, and SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director and at least two-thirds of the members of the Audit Committee are Independent Directors. During the Financial Year 23-24, the Committee met 4 (Four) times on May 15, 2023, August 11, 2023, October 18, 2023 and January 30, 2024.

The composition of the Audit Committee as on March 31, 2024 and the attendance of the members in the meetings held during the Financial Year 23-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. C.K. Gopal	Chairman	4
Mr. Sandeep P. Engineer	Member	4
Mr. Viral Jhaveri	Member	4
Mr. Dhinal Shah	Member	4
Mr. Chetas Desai	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

#### Terms of Reference:

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and SEBI Listing Regulations:

- Oversight of the Listed Entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending for appointment, remuneration and terms of appointment of auditors of the listed entity;



- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
  - (ii) Changes, if any, in Accounting Policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by the Management;
  - (iv) Significant adjustments made in the financial statements arising out of Audit findings;
  - (v) Compliance with Listing and other Legal requirements relating to the financial statements;
  - (vi) Disclosure of any related party transactions;
  - (vii) Modified opinion in the draft Audit Report.
- Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or Preferential Issue or Qualified Institutional Placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the Management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of Internal Audit;
- Discussions with Internal Auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its shareholders;
- Management discussion and analysis of financial condition and results of operations;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor;



- Consider and comment on rational, cost-benefits and impacts of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Chief Financial Officer and the representatives of the Statutory Auditors and Internal Auditors are invited to attend the meetings of the Audit Committee.

## (ii) Stakeholders' Relationship Committee:

### Composition, Meetings and Attendance

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the Financial Year 23-24, the Committee met 3 (Three) times on May 15, 2023, August 11, 2023 and October 18, 2023.

The composition of the Stakeholder's Relationship Committee as on March 31, 2024 and the attendance of the members in the meetings held during the Financial Year 23-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. C.K. Gopal	Chairman	3
Mr. Sandeep P. Engineer	Member	3
Mr. Viral Jhaveri	Member	3

The Company Secretary of the Company acted as the Secretary to the Committee.

### Terms of Reference:

- Efficient transfer of shares, including review of cases for refusal of transfer/transmission of Shares and Debentures, demat/remat of shares;
- Redressal of Shareholder and Investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc;
- Review of cases for refusal of transfer/transmission of Shares and Debentures;

- Reference to Statutory and Regulatory authorities regarding Investor Grievances;
- To otherwise ensure proper and timely attendance and redressal of Investor's queries and grievances;
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### Status of investors' complaints:

The status of investor's complaints as on March 31, 2024 is as follows:

Number of complaints as on April 1, 2023	Nil
Number of complaints received during the year ended on March 31, 2024	05
Number of complaints resolved up to March 31, 2024	05
Number of complaints pending as on March 31, 2024	-

The complaints received were mainly in the nature of non-receipt of Annual Report and queries regarding Bonus Allotment.

### Name and Designation of Compliance Officer:

Mr. Manan Bhavsar, Company Secretary is the Compliance Officer of the Company.

## (iii) Nomination and Remuneration Committee:

### Composition, Meetings and Attendance

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the Financial Year 23-24, the Committee met 3 (Three) times on May 15, 2023, July 14, 2023, October 18, 2023.

The composition of the Nomination and Remuneration Committee as on March 31, 2024 and the attendance of the members in the meetings held during the Financial Year 2023- 24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. C.K. Gopal	Chairman	3
Mr. Viral Jhaveri	Member	3
Mrs. Kaushal Nakrani	Member	3
Mr. Chetas Desai	Member	3
Mr. Dhinal Shah	Member	3

The Company Secretary of the Company acted as the Secretary to the Committee.

#### Terms of Reference:

- 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 and carry out evaluation of every director's performance;
- Evaluation of skills, knowledge and experience on the Board and basis of the same preparation of description of role and capabilities required for appointment of new Independent Director;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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 their appointment and removal;

- Recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

#### Remuneration Policy:

Remuneration Policy of your Company has been designed to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/Employees of the quality required to run the Company successfully and Relationship of remuneration to performance is clear and meets appropriate performance bench marks. Remuneration policy of the Company has been uploaded on the Company's website and can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668401393\\_nomination\\_and\\_remuneration\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401393_nomination_and_remuneration_policy.pdf)

Salient features of the policy on remuneration of executive and Non-Executive Directors are as under:

#### Executive Directors:

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director/ Whole-Time Director. The total remuneration to the Managing Director comprises fixed component consisting of salary and perquisites in accordance with Company's policy and a profit linked incentive.

#### Non-Executive Directors:

Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings, plus the reimbursement of actual expense directly related to the travel and out-of-pocket expenses, if any, incurred by them.

Details of remuneration and pecuniary benefits to the Directors during FY 23-24:

(₹ in Millions)

Name of the Director	Salary/Allowances	Sitting Fees	Incentive
Mr. Sandeep P. Engineer	66.24	Nil	73
Mr. Kairav Engineer <sup>1</sup>	14.60	Nil	Nil
Mrs. Jagruti S. Engineer	14.52	Nil	Nil
Mr. Hiranand Savlani <sup>1</sup>	62.72	Nil	Nil
Mr. Girish Joshi	2.06	Nil	Nil
Mrs. Kaushal Nakrani	Nil	0.275	Nil
Mr. Viral Jhaveri	Nil	0.575	Nil
Mr. C.K. Gopal	Nil	0.525	Nil
Mr. Chetas Desai	Nil	0.375	Nil
Mr. Dhinal Shah	Nil	0.375	Nil

<sup>1</sup> Appointed as Whole-Time Director w.e.f. July 1, 2023.





- (i) There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis Company other than payment of sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.
- (ii) The Managing Director is entitled to an incentive payment at the rate of 1% (One percent) of Profit Before Tax of the Company in addition to the salary, increment and reimbursement of expenses.
- None of the Directors except the Managing Director is entitled to such an Incentive.
- (iii) None of the Directors of the Company have been granted any Stock Options during the year except Mr. Hiranand Savlani – Whole-Time Director & Chief Financial Officer.

The shareholding of Directors as on the March 31, 2024 is as under:

Sr. No.	Name of Director	Shareholding	%
1	Mr. Sandeep P. Engineer	8,48,17,218	31.57
2	Mrs. Jagruti S. Engineer	2,03,18,688	7.56
3	Mr. Kairav Engineer <sup>1</sup>	Nil	Nil
4	Mr. Hiranand Savlani <sup>1</sup>	1,85,155	0.07
5	Mr. Girish Joshi	38	0.00
6	Mrs. Kaushal Nakrani	Nil	Nil
7	Mr. Viral Jhaveri	1,777	0.00
8	Mr. C.K. Gopal	Nil	Nil
9	Mr. Chetas Desai	16,265	0.00
10	Mr. Dhinal Desai	3,333	0.00

<sup>1</sup> Appointed as Whole-Time Director w.e.f. July 1, 2023.

The Company has not issued any convertible instruments.

### Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Committee has carried out the annual performance evaluation of Directors and Key Managerial Personnel. The Board of Directors also carried out annual performance evaluation of Independent Directors and Committees of the Board. Performance evaluation was carried out based on approved criteria such as adherence to ethical standards and code of conduct, constructive participation in board meetings, implementing good corporate governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The independent directors also held separate meeting to review the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the

quality, quantity and timeliness of flow of information between the Company Management and the Board.

### (iv) Risk Management Committee:

Regulation 21 of the SEBI Listing Regulations mandates top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate previous financial year, to constitute a Risk Management Committee ('RMC') to assist the Board of Directors in overseeing the Company's risk management processes and controls. The RMC seeks to minimize adverse impact on the business objectives and enhance stakeholder value.

### Composition, meetings and attendance

The Risk Management Committee of your Company has been constituted as per the requirements of regulation 21 of SEBI Listing Regulations. The Chairman of the Committee is the member of the Board.

During the Financial Year 23-24, the Committee met 3 (Three) times on May 15, 2023, October 18, 2023, and January 30, 2024

The composition of the Risk Management Committee as on March 31, 2024 and the attendance of the members in the meetings held during the Financial Year 23-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. C.K. Gopal	Chairman	3
Mr. Sandeep Engineer	Member	3
Mr. Viral Jhaveri	Member	3
Mr. Hiranand Savlani	Member	3

### Terms of Reference:

The terms of reference of the Risk Management Committee, inter alia, are as under:

- To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

in compliance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, for the purpose of activities to be undertaken by the Company towards the Corporate Social Responsibility (CSR).

The terms of reference of CSR Committee includes, formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder and providing guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year 23-24, 2 (Two) meetings of the CSR Committee was held on May 15, 2023, and October 18, 2023.

#### (v) Corporate Social Responsibility Committee:

Company has duly constituted Corporate Social Responsibility Committee (known as "CSR Committee")

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name of Member	Designation	No. of meetings attended
Mrs. Jagruti Engineer	Chairperson	2
Mr. Sandeep Engineer	Member	2
Mr. Viral Jhaveri	Member	2

## 4. GENERAL BODY MEETING

The details of last three Annual General Meetings of the Company are as follows:

Financial Year	Date-Time-Venue
2022-23	August 11, 2023 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means (OAVM)
2021-22	August 29, 2022 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means (OAVM)
2020-21	August 31, 2021 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means (OAVM)

#### Details of special resolutions passed in Previous Three AGMs:

Details of the Special Resolutions passed in last three Annual General Meetings are as follow:

Financial Year	Particulars of Special Resolutions passed
2022-23	Re-appointment of Mrs. Kaushal Nakrani as an Independent Director of the Company
2021-22	Nil
2020-21	Nil



## Postal Ballot:

During the year, the Company approached the shareholders through postal ballot. The details of the postal ballot is as under:

Name of resolution	Types of resolution	No. of votes polled	Votes cast in favour		Votes cast in Against	
			No. of votes	%	No. of votes	%
Approval for giving Loan or Guarantee or providing security in connection with Loan availed by any of the Company's Subsidiary(ies) or any other Person specified under Section 185 of the Companies Act, 2013.	Special	22,34,15,038	16,93,11,443	75.78	5,41,03,595	24.22
Date of Postal Ballot notice		January 30, 2024.				
Voting period		February 7, 2024 to March 7, 2024				
Date of approval		March 7, 2024				
Date of declaration of result		March 9, 2024				

### • Person conducted the Postal Ballot

Ms. Monica Kanuga, Practicing Company Secretary was appointed as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner in accordance with the Act and the Companies (Management and Administration) Rules, 2014 ('Management Rules') Made thereunder.

### • Procedure Followed for Postal Ballot/Remote e-Voting

The postal ballot was conducted in accordance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations. Further, pursuant to the circulars issued by the Ministry of Corporate Affairs, physical copies of the Notice were not sent to members for this Postal Ballot. Members were requested to provide their assent or dissent through remote e-Voting only. The Company availed services of Central Depository Services Limited for the purpose of providing remote e-Voting facility.

The postal ballot notices were sent to the shareholders in electronic form to the e-mail addresses registered with the depository/Company's Registrar and Share Transfer Agent. For shareholders whose e-mail addresses were not registered, the Company also published a notice in the newspaper declaring the details of completion of dispatch through electronic mode and giving an opportunity to those Members who have not registered their e-mail IDs for registering their e-mail IDs in order to obtain the electronic copies of the Notice.

The Company fixed a cut-off date to reckon paid-up value of equity shares registered in the name of shareholders for the purpose of voting. Further, shareholders were advised

to cast their votes through remote e-Voting during the voting period fixed for this purpose.

After completion of scrutiny of e-Votes, the scrutinizer submitted her report and the results of postal ballot/ e-Voting to the Chairperson/authorized person for declaration. The results were placed on the website of the Company at [www.astraltd.com](http://www.astraltd.com) besides being intimated to the Stock Exchanges and Central Depository Services Limited. The resolution was deemed to have been passed on the last date of e-Voting.

## 5. DISCLOSURES

### (a) Disclosure on materially significant related party transactions:

There were some related party transactions during the Financial Year 23-24 and the same do not have potential conflict with the interest of the Company at large. The details of related party transactions as per Indian Accounting Standard - 24 are included in the notes to the accounts. Disclosure with regard to loans and advances to firms/companies in which directors are interested have been made in the notes to accounts.

### (b) Details of non-compliance with regard to capital market:

There is no non-compliance by the Company on any matter related to the capital markets during the last three years. Similarly, there are no penalties, strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.

### (c) Disclosure of accounting treatment:

There is no deviation in following the treatments prescribed in any Accounting Standard in preparation of financial statements for the year 23-24.



#### (d) Board disclosures – Risk Management:

The Board members of the Company are regularly appraised about the risk assessment and minimization procedures adopted by the Company. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

#### (e) Familiarization Program of Independent Directors:

The Board familiarization program comprises of the following:

- Induction program for new Independent Directors;
- Presentation on business and functional issues;
- Updation of business, branding, corporate governance, regulatory developments and investor relations matters.

All new Independent Directors are taken through a detailed induction and familiarization program when they join the Board of your Company. The induction program is an exhaustive one that covers the history and culture of your Company, background of the Company and its growth over the decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentations at Board/Committee meetings from time to time. These presentations provide a good understanding of the business to the Independent Directors which covers various functions of the Company and also an opportunity for the Board to interact with the next level of management. There are opportunities for Independent Directors to interact amongst themselves.

Apart from the above, the Directors are also given an update on the environmental and social impact of the business, branding, corporate governance, regulatory developments and investor relations matters.

The details of the Familiarization programmes can be accessed on weblink [https://astralltd.com/wp-content/uploads/2023/01/1668401326\\_familiarisation\\_programme\\_of\\_independent\\_directors.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401326_familiarisation_programme_of_independent_directors.pdf)

#### (f) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of SEBI Listing Regulations:

The Company has complied with all the mandatory requirements as mandated under SEBI Listing Regulation. A Certificate from the Practicing Company Secretary regarding Compliance of Corporate Governance Report to this effect has been included in this Report.

#### (g) Whistle Blower Policy:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668402390\\_vigil\\_mechanism\\_whistle\\_blower\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668402390_vigil_mechanism_whistle_blower_policy.pdf)

#### (h) Policy on “Material” Subsidiary:

The Company has Board approved policy on determining Material Subsidiary which can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668401356\\_material\\_subsidary\\_policy.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668401356_material_subsidary_policy.pdf)

#### (i) Disclosure of commodity price risks and commodity hedging activities:

Details with respect to commodity price risk and commodity hedging activities are mentioned on “Risk Mitigation” Section on page 26 of Annual Report.

#### (j) Certification from Company Secretary in practice:

Ms. Monica Kanuga, Practicing Company Secretary, has issued a certificate required under the Listing Regulations, confirming that none of the directors on Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report.

#### (k) Policy on Related Party Transactions:

The Company has Board approved policy on determining Related Party Transactions which can be accessed at [https://astralltd.com/wp-content/uploads/2023/01/1668402161\\_related\\_party\\_transaction\\_policy\\_astral.pdf](https://astralltd.com/wp-content/uploads/2023/01/1668402161_related_party_transaction_policy_astral.pdf)



The Board had accepted all recommendations of various Committees of the Board, which were mandatorily required to be taken during the period under review.

**(l) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part:**

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the Statutory Auditors and all the entities in the network firm/network entity of which the statutory auditor is a part, for the financial year 23-24 are as follows:

Sr. No.	Name of Statutory Auditors	Nature of Services	Fees Paid (₹ in Millions)
1	M/s. SRBC & Co. LLP, Chartered Accountants	Statutory Audit Fees	3
2	M/s. Ernst & Young Associates LLP	Professional services i.e. ESG Advisory services, Business Responsibility and Sustainability Report, DJSI Advisory	3.3

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

Status of complaints as on March 31, 2024:

Sr. No	Particulars	Number of complaints
1	Number of Complaints filed during the financial year	-
2	Number of complaints disposed of during the financial year	NA
3	Number of complaints pending as on end of the financial year	NA

**(n) List of core skills/expertise/competencies identified in the context of the business:**

The Board continues to identify an appropriate mix of diversity and skills for introducing different perspectives into Board for better anticipating the risks and opportunities in building a long-term sustainable business.

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

Business Strategies	Success in business at a senior level.
Financial & Accounting Expertise	Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding and associated risks.
Governance, Risk & Compliance	Experience with a large Corporate that demonstrates rigorous governance standards.
Mergers & Acquisition	Capable to make wise decisions in corporate mergers, acquisitions and joint ventures.
Innovative	A strong understanding of innovation and technology, and the development and implementation of initiatives to enhance production.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.

The below table specifies area of focus or expertise of individual Board member:

Director	Areas of Skills/Expertise					
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Merger & Acquisition	Innovative	Diversity
Mr. Sandeep Engineer (Chairman & Managing Director)	✓	✓	✓	✓	✓	✓
Mr. Kairav Engineer <sup>1</sup> (Whole-Time Director)	✓	-	✓	-	✓	✓

The below table specifies area of focus or expertise of individual Board member: (Contd.)

Director	Areas of Skills/Expertise					
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Merger & Acquisition	Innovative	Diversity
Mrs. Jagruti Engineer (Whole-Time Director)	✓	-	✓	-	✓	✓
Mr. Hiranand Savlani <sup>1</sup> (Whole-Time Director & Chief Financial Officer)	✓	✓	✓	✓	✓	✓
Mr. Girish Joshi (Whole-Time Director)	✓	✓	✓	-	✓	-
Mrs. Kaushal Nakrani (Independent Director)	✓	-	-	✓	-	✓
Mr. Viral Jhaveri (Independent Director)	✓	✓	✓	✓	✓	-
Mr. C.K. Gopal (Independent Director)	✓	✓	✓	✓	✓	✓
Mr. Dhinal Shah (Independent Director)	✓	✓	✓	✓	✓	✓
Mr. Chetas Desai (Independent Director)	✓	✓	✓	✓	✓	✓

<sup>1</sup> Appointed as Whole-Time Director w.e.f. July 1, 2023.

#### (o) Independent Directors confirmation by the Board:

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under Regulation 16(1)(b) of the SEBI (LODR) Regulations and Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations and they are also Independent of the Management.

#### (p) Particulars of Senior Management including the changes therein since the close of FY 23-24:

The following personnel's are the senior management of the Company:

Sr. No.	Name of Head of Department
1	Mr. Hiranand Savlani
2	Mr. Manan Bhavsar
3	Mr. Tarak Acharya
4	Mr. Abdul Navaz
5	Mr. Ajay Nagar
6	Mr. Prakash Tripathi

The following personnel's are the senior management of the Company: (Contd.)

Sr. No.	Name of Head of Department
7	Mr. Neeraj Dixit
8	Mr. Saumya Engineer
9	Mr. Ashok Cherian
10	Mr. Bipul Sharma
11	Dileep Pandita

During the Financial Year 23-24, Mr. Atul Sanghvi, President (Faucet & Sanitary Ware) of the Company, vide his letter dated October 30, 2023 tendered his resignation from his position of Senior Management of the Company. Apart from above, there are no changes in Senior Management of the Company.

#### (q) Details of material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Astral Coatings Private Limited (formerly known as Gem Paints Private Limited and incorporated as Esha Paints Private Limited) is a Material Subsidiary of the Company, which was incorporated on April 20, 2022 in the State of Karnataka. M/s. MRNM & Co., the Chartered Accounts, is





the Statutory Auditors of the Company and was appointed on May 13, 2022.

## 6. MEANS OF COMMUNICATION TO SHAREHOLDERS

### (a) Quarterly/Annual Results:

The Quarterly/Annual Results and Notices as required are normally published in the Leading Daily Newspaper "Financial Express" in English and Local Language, i.e. Gujarati editions.

### (b) Posting of information on the website of the Company/Stock Exchanges:

- The Quarterly/Annual Results of the Company, Shareholding pattern, Code of Conduct for Board and Senior Management of the Company are displayed on the Company's website [www.astraltd.com](http://www.astraltd.com)
- The official news releases of the Company are displayed on the websites of BSE & NSE.
- The Presentations made to Institutional Investors/Analysts are displayed on the Company's website [www.astraltd.com](http://www.astraltd.com)

## 7. GENERAL SHAREHOLDERS' INFORMATION

### (a) Annual General Meeting (Proposed) - Twenty Eight Annual General Meeting:

Day and date	Friday, August 23, 2024
Time	11.00 a.m.
Venue	Through VC/OAVM
Interim Dividend FY 23-24	The Company had Declared interim Dividend for FY 23-24 at the rate of ₹ 1.50 per share of face value of ₹ 1/- each. The record date for determining the shareholders entitled for payment of said Interim Dividend was fixed as October 18, 2023
Final Dividend FY 23-24	Recommended by the Board (Subject to Shareholder Approval)

### (b) Financial Year 23-24:

Financial Year	April 1 to March 31
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### (c) Board Meetings approval of Quarterly for Results:

Quarter	Tentative Date of Announcement of Board Meeting [F.Y. 24-25]
1 <sup>st</sup> Quarter Results	On or before August 14, 2024
2 <sup>nd</sup> Quarter Results	On or before November 14, 2024
3 <sup>rd</sup> Quarter Results	On or before February 14, 2025
4 <sup>th</sup> Quarter and Annual Results	Within 60 days of the close of financial Year ending on March 31, 2025

### (d) Record Date:

The Company has fixed August 16, 2024 as the "Record Date" for determining entitlement of the shareholders to final dividend for the financial year ended March 31, 2024, if approved, at the AGM.

### (e) Dividend:

The Board of Directors of the Company had adopted the Dividend Distribution Policy in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Policy is uploaded on the Company's website at [https://astraltd.com/wp-content/uploads/2023/01/1668401922\\_policy\\_on\\_dividend\\_distribution.pdf](https://astraltd.com/wp-content/uploads/2023/01/1668401922_policy_on_dividend_distribution.pdf)

The Dividend, if declared, will be paid within the statutory time limit to the eligible members of the Company.

## (f) Listing on Stock Exchanges:

The Equity Shares of the Company are listed on the following Stock Exchanges in India since March 20, 2007:

BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001.	National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai-400 051.
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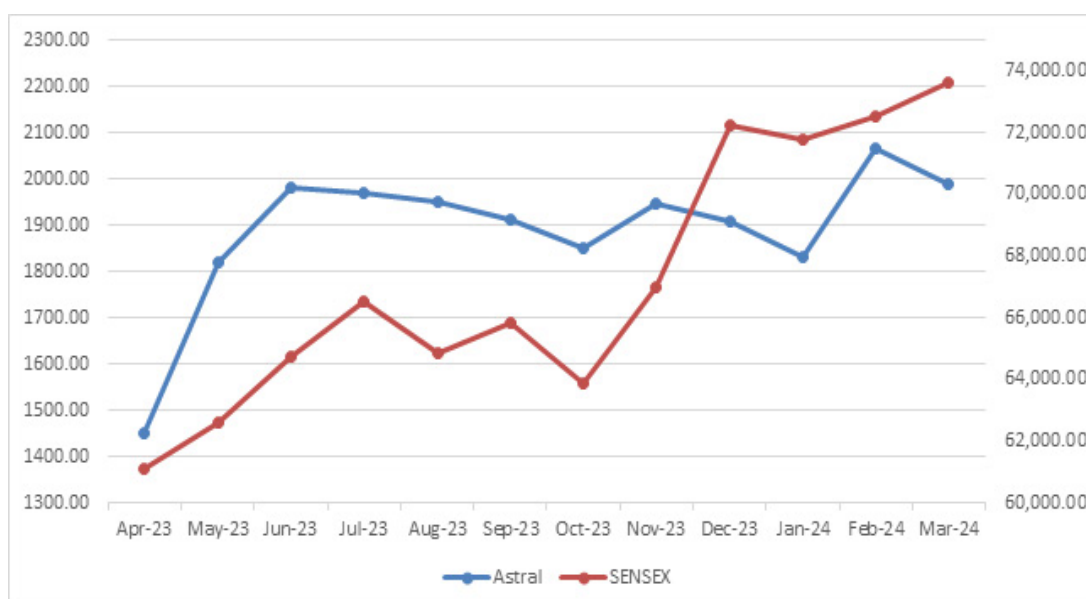
The Company has paid Annual Listing fees to the above Stock Exchanges for the Financial Year 23-24 & 24-25.

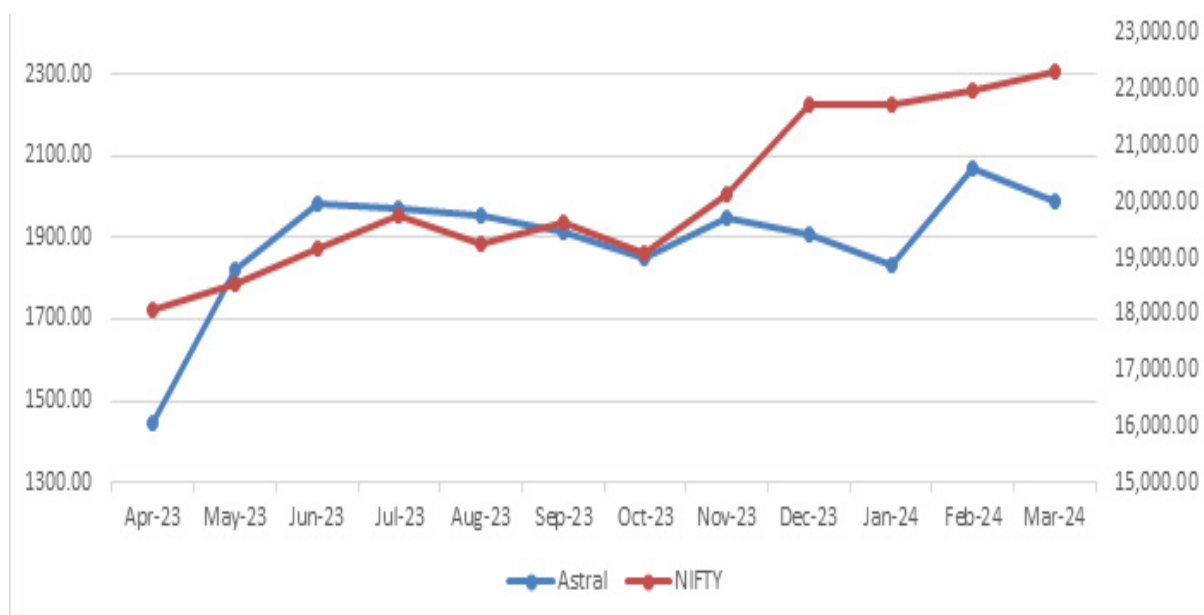
## (g) Stock Code:

The BSE Limited (BSE)	532830
The National Stock Exchange of India Limited (NSE)	ASTRAL
ISIN for Equity Shares held in Demat form with NSDL and CDSL	INE006I01046

## (h) Stock Market Data:

Month	BSE		NSE	
	High	Low	High	Low
April 2023	1,469.00	1,327.00	1,469.85	1,327.00
May 2023	1,824.95	1,450.00	1,825.50	1,450.00
June 2023	2,022.70	1,803.85	2,024.05	1,801.90
July 2023	1,990.00	1,771.70	1,992.50	1,772.75
August 2023	2,057.95	1,899.65	2,058.00	1,900.00
September 2023	1,956.50	1,810.10	1,956.55	1,810.25
October 2023	1,979.00	1,774.00	1,979.65	1,773.00
November 2023	1,983.55	1,821.00	1,983.20	1,820.00
December 2023	2,013.00	1,822.60	2,015.45	1,823.55
January 2024	1,915.95	1,739.25	1,913.95	1,740.00
February 2024	2,133.95	1,820.00	2,134.55	1,820.00
March 2024	2,143.50	1,880.00	2,143.80	1,878.60





### (i) Registrar and Share Transfer Agent:

All the work relating to the share registry for Shares held in Physical form as well as Shares held in Electronic Form (Demat) is being done at one single point at R & T Agent of the Company viz. Bigshare Services Private Limited.

The detailed address is as under:

#### **BIGSHARE SERVICES PRIVATE LIMITED**

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai-400093.

Phone No: +91 022-62638200,

Fax No. + 91 022-62638299,

E-mail ID: [info@bigshareonline.com](mailto:info@bigshareonline.com)

### Non-Mandatory requirements

The Non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

### Reporting of Internal Auditor

The Internal Auditors of the Company regularly report their findings of the internal Audit to the Audit Committee Members.

### (j) Transfer to Investor Education and Protection Fund (IEPF):

In terms of the Section 124 of the Companies Act, 2013, the amount that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

During the year under review, the unclaimed dividend amount of ₹ 17,784/- for the year 2015-16 (2<sup>nd</sup> Interim) & and

₹ 12,886.58/- for the year 2016-17 (Interim) was transferred to the IEPF established by the Central Government under applicable provisions of the Companies Act.

In terms of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the Company has transferred 247 shares with respect to 2<sup>nd</sup> Interim dividend for FY 2015-16, for which the dividend has not been claimed for a period of seven years or more to the demat account of IEPF Authority. The Company had communicated to all the concerned shareholders individually, whose shares were liable to be transferred to IEPF. The Company had also given newspaper advertisements, before such transfer in favour of IEPF. The Company had also uploaded the details of such shareholders and shares transferred to IEPF on the website of the Company at [www.astraltd.com](http://www.astraltd.com). The Shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure (i.e., an application in E-form No. IEPF-5) prescribed in the Rules. Shareholders may refer Rule 7 of the said Rules for Refund of shares/dividend etc.

### (k) Share Transfer System:

The Shares of Company are compulsorily traded in dematerialized form. The request for dematerialization of Shares are also processed by the R&T agent within stipulated period and uploaded with the concerned Depositories. In terms of SEBI Listing Regulation, Company Secretary in Practice examines the records and processes of Share transfers and issues yearly Certificate which is sent to the Stock Exchanges.



### (l) Distribution of Shareholding:

The distribution of Shareholding of the Company as on March 31, 2024 is as follows:

No. of Equity Shares Held	No. of Shareholders	% of Total shareholders	No. of Shares	% of Total Capital
Up to 5,000	2,93,962	99.62	1,73,59,287	6.46
5,001 - 10,000	397	0.14	28,45,986	1.05
10,001 - 20,000	269	0.10	36,74,409	1.38
20,001 - 30,000	93	0.03	22,42,167	0.83
30,001 - 40,000	42	0.01	14,45,236	0.54
40,001 - 50,000	43	0.01	19,88,672	0.74
50,001 - 1,00,000	103	0.03	72,56,518	2.70
1,00,001 and above	185	0.06	23,18,14,734	86.30
<b>Total</b>	<b>2,95,094</b>	<b>100.00</b>	<b>26,86,27,009</b>	<b>100.00</b>

### (m) Shareholding Pattern:

The Shareholding Pattern of the Company as on March 31, 2024 is as follows:

Category	No. of Shares	% of Total Capital
Promoters (including persons acting in concert)	14,53,31,166	54.10
Foreign Institutional/Portfolio Investors	5,70,14,837	21.22
Mutual Funds, Other Financial Institutions and Banks	3,45,31,189	12.85
Non-Resident Indians	16,57,127	0.62
Bodies Corporate	16,76,754	0.62
Resident Indians	2,74,29,147	10.21
Clearing Members	97,469	0.04
Trust/Others	8,89,320	0.34
<b>Total</b>	<b>26,86,27,009</b>	<b>100</b>

### (n) Dematerialization of Shares and Liquidity:

As on March 31, 2024, 99.99 % of the total Equity Shares were held in dematerialized form with National Securities Depository Ltd. [NSDL] and Central Depository Services Limited [CDSL].

The details of which are as under:

Sr. No.	Mode of Holding	No. of Shares	% of Total Capital
1	NSDL	25,96,82,250	96.67
2	CDSL	89,29,403	3.32
3	Physical	15,356	0.01
<b>Total</b>		<b>26,86,27,009</b>	<b>100.00</b>

### (o) GDRs/ADRs/Warrants or Convertible Instruments outstanding as on the date of this Report: Nil

### (p) 1. Plant Location for Piping, Water Tanks & Bathware Divisions:

Gujarat	Santej	Village: Santej, Taluka: Kalol, District: Gandhinagar, Gujarat, India
	Dholka	Dholka-Kheda Road, Rampur, Dholka, District: Ahmedabad, Gujarat, India
	Jamnagar	Survey No.228/229, Naghdi Industrial Area, Canal Road, Lakhabaval, Jamnagar, Gujarat.
Tamilnadu		Perandaplli Post, Village-Alur, District: Krishnagiri, Hosur, Tamilnadu, India
Rajasthan		Plot No. Sp5-132, Ghiloth Riico Industrial Area, General Zone, Shahjahanpur, Ghiloth, Alwar, Rajasthan- 301705
Uttarakhand		Plot No. C-06, Phase-3, E.S.I.P., Sitarganj, District: Udham Singh Nagar, Uttarakhand
Maharashtra		C.S. No. 190, 191, 192, 193/1, 193/2, 195/2, 196/2 and 196/3 Tasgaon, Miraj Road, Kanadwadi, District: Sangli, Maharashtra
		Gat No. 127 & 128, Village Pangra, Taluka Paithan, District: Aurangabad



**(p) 1. Plant Location for Piping, Water Tanks & Bathware Divisions:** (Contd.)

Assam	Shed No 1 And 2, Shree Agro Campus, Rampur Village No 3, Nr. Britania Industries Ltd, Rampur, Kamrup (R), Rampur, District: Guwahati-781132, Assam, India
Odisha	IDCO Plot No. 1B, Ramdaspur Industrial Estate, Tahasil, Barang, Village: Ramdaspur, Cuttack, Odisha-754005

**(p) 2. Plant Location for Adhesive Division:**

Gujarat	Santej	Village: Santej, Taluka: Kalol, District: Gandhinagar, Gujarat, India
	Dahej	Plot No. ch-25, Survey No. 333/P - 336/P, 346/P - 353/P, Dahej Industrial Estate, Village Ambheta, Taluka Vagra, Dahej, Bharuch-392130, Gujarat, India
Uttar Pradesh	Unnao	Araji-Khasara No.1287 Part, 1288,1289,1290,1291 Part, 1292,1293 Part, Mouja. Shekhpur, Kundan Road, Inside Nagar Palika, Pargana, Unnao-209801, Uttar Pradesh, India
	Rania	Araji-Khasara No.369 Part, 370,372,373,374,376, Village: Rania, Tehsil: Akbarpur, Rania, Kanpur Dehat-209304, Uttar Pradesh, India

**(q) Address for Correspondence:**

Shareholders' correspondence should be addressed to the Company's Registrar & Share Transfer Agent at the address mentioned at point (i).

Shareholders may also contact Company Secretary at the Registered Office of the Company for any assistance.

Registered Office  
 "Astral House",  
 207/1, B/h. Rajpath Club, Off S. G. Highway,  
 Ahmedabad - 380 059, Gujarat, India.  
 Tel. No: +91 79 66212000 Fax No: +91 79 66212121  
 E-mail ID: [co@astralltd.com](mailto:co@astralltd.com). Website: [www.astralltd.com](http://www.astralltd.com)

**(r) Credit Rating:**

Sr. No.	Particulars	CRISIL rating			CARE rating		
		Current rating	Previous rating	Remark	Current rating	Previous rating	Remark
1.	Long-term Bank facilities	CRISIL AA/ Positive	CRISIL AA/ Stable	Rating Reaffirmed and outlook revised to "Positive"	CARE AA+ Stable	CARE AA Stable	Reaffirmed
2.	Short-term Bank facilities	CRISIL A1+	CRISIL A1+	Reaffirmed	CARE A1+	CARE A1+	Reaffirmed

For, **Astral Limited**

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Sandeep P. Engineer**  
 Chairman & Managing Director  
 DIN: 00067112

# Declaration

[Pursuant to para-D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015]

To,  
The Members,  
**Astral Limited.**

I, Sandeep P. Engineer, Chairman & Managing Director of **Astral Limited** hereby declare that as of March 31, 2024, all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct laid down by the Company.

For, **Astral Limited**

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112





# Certification

## By Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

(Pursuant to Clause 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The requisite certificate from the Managing Director and Chief Financial Officer of the Company required to be given under Regulation 33 was placed before the Board of Directors of the Company at its Meeting held on May 17, 2024 and Mr. Sandeep P. Engineer, Managing Director and Mr. Hiranand A. Savlani, Whole-Time Director and Chief Financial Officer of the Company, have certified to the Board that:

- (a) They have reviewed the Financial Statement and the Cash Flow Statement for the year 23-24 and that to the best of their knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's Code of Conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. They have not come across any reportable deficiencies in the design or operation of such internal controls.
- (d) They have indicated to the Auditors and the Audit Committee:
  - (i) That there are no significant changes in the internal control over financial reporting during the year;
  - (ii) There are no significant changes in the Accounting Policies during the year; and
  - (iii) There are no instances of significant fraud of which they have become aware.

For, **Astral Limited**

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Hiranand Savlani**  
 Whole-Time Director and  
 Chief Financial Officer  
 DIN: 07023661

**Sandeep P. Engineer**  
 Chairman & Managing Director  
 DIN: 00067112

# Compliance Certificate on Corporate Governance

The Members of Astral Limited

**Astral Limited**

Astral House, 207 /1, B/h Rajpath Club,  
Off S.G. Highway,  
Ahmedabad, 380059.

I have examined the Corporate Governance Report prepared by **Astral Limited** (hereinafter the "Company"), under Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the financial year ended March 31, 2024 for annual submission to the Stock exchange and to be sent to shareholders of the company.

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. Our examination was limited to a review of procedures adopted by the Company and implementation thereof to ensure the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on the procedures performed by me, according to the information and explanations given to me and to the best of my knowledge, I am of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the financial year ended March 31, 2024.

I further state that this Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Ahmedabad

**Date:** May 17, 2024

Signature:

Name: Monica Kanuga

Membership No.: F3868

C P No.: 2125

UDIN: F003868F000357826

PR No: 1039/2020



# Certificate of Non-Disqualification of Directors

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

To

The Members of

**Astral Limited**

"Astral House", 207/1, B/h. Rajpath Club,  
Off S.G. Highway, Ahmedabad-380059,  
Gujarat, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Astral Limited** (CIN: L25200GJ1996PLC029134) and having registered office at "Astral House", 207/1, B/h. Rajpath Club, Off S.G. Highway, Ahmedabad - 380059, Gujarat, India (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Sandeep Engineer	00067112	25.03.1996
2.	Mrs. Jagruti Enginer	00067276	25.03.1996
3.	Mrs. Kaushal D. Nakrani	08405226	29.03.2019
4.	Mr. Viral Jhaveri	08277568	24.10.2019
5.	Mr. C.K. Gopal	08434324	11.02.2020
6.	Mr. Girish Bhanubhai Joshi	09222943	01.07.2021
7.	Mr. Chetas Desai	01968778	07.02.2023
8.	Mr. Dhinal Shah	00022042	07.02.2023
9.	Mr. Hiranand Savlani	07023661	01.07.2023
10.	Mr. Kairav Engineer	03383621	01.07.2023

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

Signature:

Name: Monica Kanuga

Membership No.: F3868

C P No.: 2125

UDIN: F003868F000357760

**Place:** Ahmedabad

**Date:** May 17, 2024



# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURE

### I. Details of the Listed Entity

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L25200GJ1996PLC029134
2.	Name of the Listed Entity	Astral Limited
3.	Year of incorporation	25/03/1996
4.	Registered office address	"Astral House", 207/1, Behind Rajpath Club, off S.G. Highway, Ahmedabad, Gujarat 380059, India.
5.	Corporate address	"Astral House", 207/1, Behind Rajpath Club, off S.G. Highway, Ahmedabad, Gujarat 380059, India.
6.	E-mail ID	<a href="mailto:co@astralltd.com">co@astralltd.com</a>
7.	Telephone	079-66212000
8.	Website	<a href="http://www.astralltd.com">www.astralltd.com</a>
9.	Financial year for which reporting is being done	FY 2023-24
10.	Name of the Stock Exchange(s) where shares are listed	Bombay Stock Exchange and National Stock Exchange
11.	Paid-up Capital	₹ 26,86,27,009
12.	<b>Contact Person</b>	
	Name of the Person	Mr. Manan Bhavsar
	Telephone	079-66212000
	E-mail address	<a href="mailto:co@astralltd.com">co@astralltd.com</a>
13.	<b>Reporting Boundary</b>	
	Type of Reporting- Select from the Drop-Down List	Standalone basis
	If selected consolidated	NA
14.	Name of Assurance provider	M/s Hetal J Shah & Co.
15.	Type of Assurance obtained	Reasonable Assurance

### II. Product/Services

#### 16. Details of business activities

Sr. No.	Description of Main Activity	Description of Business Activity	% Turnover of the Entity
1	Manufacturing Activity	Manufacturing of Pipes, Fittings, Adhesives etc	98

#### 17. Products/Services sold by the entity

Sr. No.	Product/Service	NIC Code	% of Total Turnover contributed
1	Plastic pipes and fittings	222	82
2	Adhesives	202	18



### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	No. of Offices	Total
National	14	15	29
International	NA	1	1

#### 19. Market served by the entity

	Locations	Numbers
a. No. of Locations	National (No. of States)	28
	National (No. of Union Territories)	8
	International (No. of Countries)	31
b. What is the contribution of exports as a percentage of the total turnover of the entity?	1.37%	
c. A brief on types of customers	Astral operates within the building materials sector, mainly providing products to distributors and companies involved in infrastructure. Their offerings include materials for plumbing, farming, sewage systems, cable safeguarding, industrial piping, conduits, water storage, fire safety piping, bonding agents, coatings, taps, and bathroom fixtures.	

### IV. Employees

#### 20. Details as at the end of Financial Year

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
a. Employees and workers (including differently abled)						
Employees						
1	Permanent Employees (A)	4,532	4,385	97	147	3
2	Other than Permanent Employees (B)	0	0	0	0	0
3	Total Employees (A+B)	4,532	4,385	97	147	3
Workers						
4	Permanent (C)	330	330	100	0	0
5	Other than Permanent (D)	4,244	4,230	99	14	W1
6	Total Workers (C+D)	4,574	4,560	99	14	1
b. Differently abled employees and workers						
Employees						
7	Permanent Employees (E)	2	2	100	0	0
8	Other than Permanent Employees (F)	0	0	0	0	0
9	Total Employees (E+F)	2	2	100	0	0
Workers						
10	Permanent (G)	0	0	0	0	0
11	Other than Permanent (H)	5	5	100	0	0
12	Total Differently Abled Employees (G+H)	5	5	100	0	0

## 21. Participation/Inclusion/Representation of women

Sr. No.	Category	Total (A)	No. and % of females	
			No. (B)	% (B/A)
1	Board of Directors	10	2	20
2	Key Management Personnel	1	0	0

## 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY 2023-2024 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the FY prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24	27	25	15	14	15	20	17	19
Permanent Workers	4	0	4	2	0	2	8	0	8

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23. (a) Names of holding/subsidiary/associate companies/joint ventures

Sr. No.	Name of the holding/subsidiary/associate companies/joint ventures	Indicate whether it is a holding/Subsidiary/Associate/or Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Astral Foundation	Subsidiary	100	No
2	Seal It Services Limited, UK	Subsidiary	95	No
3	Seal It Services INC, USA (Step down Subsidiary)	Subsidiary	95	No
4	SISL (Bond It) Ireland Limited (Ireland) ( Step down Subsidiary)	Subsidiary	95	No
5	Astral Pipes Limited, Kenya	Joint Venture	50	No
6	Astral Coatings Private Limited (formerly known as Gem Paints Private Limited)	Subsidiary	80	No

## VI. CSR Details

### 24. a. Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No)

Yes

Turnover (in ₹)	5,103 Crores
Net worth (in ₹)	3,129 Crores



## VII. Transparency and Disclosures Compliances

### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint List received	Grievance Redressal Mechanism in Place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints		Remarks	Number of complaints		Remarks
		filed during the year	pending resolution at close of the year		filed during the year	pending resolution at close of the year	
Shareholders	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	5	0	-	4	1	-
Employees and workers	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	Nil	Nil	-	Nil	Nil	-
Communities	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	Nil	Nil	-	Nil	Nil	-
Investors	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	Nil	Nil	-	Nil	Nil	-
Customers	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes <a href="https://astralltd.com/investors/investors-contact/">https://astralltd.com/investors/investors-contact/</a>	Nil	Nil	-	Nil	Nil	-

### 26. Overview of the entity's material responsible business conduct issues

Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Energy Management	Risk & Opportunity	High energy consumption in manufacturing processes; potential for cost savings and regulatory compliance through energy efficiency.	Implement energy-efficient technologies, optimize processes, and invest in renewable energy sources.	Positive: Cost savings, incentives. Negative: Initial investment costs.
Opportunities in Clean Tech	Opportunity	Growing market demand for eco-friendly products and sustainable practices.	Develop and market cleaner technologies and products, invest in R&D for sustainable solutions.	Positive: Market growth, competitive advantage.
Water and effluent management	Risk & Opportunity	Regulatory compliance, water scarcity, and community impact; potential for water recycling and reuse.	Invest in water-efficient technologies, implement water management systems, and engage in water stewardship programs.	Positive: Cost savings, compliance. Negative: Investment costs.
Climate change and emissions management	Risk & Opportunity	Regulatory pressure, carbon footprint reduction targets; opportunity for carbon credits.	Adopt emission reduction strategies, set targets, and participate in carbon trading schemes.	Positive: Compliance, carbon credits. Negative: Compliance costs.



## 26. Overview of the entity's material responsible business conduct issues (Contd.)

Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Biodiversity	Risk	Impact on local ecosystems due to operations; regulatory and community relations implications.	Implement biodiversity conservation programs, reduce habitat disruption, and collaborate with environmental organizations.	Negative: Compliance and remediation costs.
Product stewardship	Opportunity	Demand for responsible products; lifecycle management can improve brand image and customer loyalty.	Enhance product design for sustainability, improve recyclability, and provide transparent product information.	Positive: Brand value, customer loyalty.
Occupational health and safety	Risk	Workplace accidents can lead to legal liabilities, employee downtime, and reputation damage.	Strengthen safety protocols, provide regular training, and invest in safer equipment.	Negative: Non-compliance costs. Positive: Reduced downtime.
Customer relationship management	Opportunity	Strong relationships can lead to repeat business and referrals; customer feedback can drive innovation.	Invest in CRM systems, improve customer service, and engage in active listening and response strategies.	Positive: Increased sales, customer retention.
Community development	Opportunity	Good community relations can enhance reputation and provide a supportive business environment.	Engage in community projects, support local initiatives, and ensure transparent communication.	Positive: Reputation, operational support.
Diversity, equity and inclusion	Opportunity	Diverse workforce can lead to better decision-making and innovation; reflects social responsibility.	Implement DEI policies, provide training, and promote an inclusive culture.	Positive: Innovation, employee satisfaction.
Stakeholder engagement	Opportunity	Engaging stakeholders can lead to better business decisions and risk management.	Establish regular communication channels, involve stakeholders in decision-making.	Positive: Risk management, decision-making.
Talent management	Opportunity	Attracting and retaining talent is crucial for business growth and innovation.	Offer competitive benefits, career development opportunities, and a positive work environment.	Positive: Employee performance, innovation.
Corporate governance	Risk & Opportunity	Good governance can lead to trust and investment; poor governance can lead to legal issues and loss of confidence.	Implement best practices, ensure transparency, and maintain ethical standards.	Positive: Trust, investment. Negative: Legal costs, loss of confidence.
Economic performance	Opportunity	Strong economic performance can attract investors and provide resources for growth.	Focus on operational efficiency, market expansion, and financial management.	Positive: Investment, growth potential.
Risk management	Risk	Inadequate risk management can lead to financial losses and operational disruptions.	Develop a comprehensive risk management framework and conduct regular assessments.	Negative: Financial losses, operational disruptions.
Brand and reputation	Opportunity	A strong brand can command premium pricing and customer loyalty; reputation damage can be costly.	Maintain high-quality standards, engage in CSR, and manage public relations effectively.	Positive: Premium pricing, loyalty. Negative: Reputation damage costs.
Cybersecurity and data privacy	Risk	Data breaches can lead to financial loss, legal penalties, and loss of customer trust.	Invest in robust cybersecurity measures, regular audits, and employee training.	Negative: Breach costs, penalties. Positive: Trust in data security.



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and Management Processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<ul style="list-style-type: none"> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/02.-Policy-on-Anti-Corruption-Bribery_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/02.-Policy-on-Anti-Corruption-Bribery_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/03.-Human-Rights-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/03.-Human-Rights-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/03.-Human-Rights-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/03.-Human-Rights-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/05.-ESG-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/05.-ESG-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/06.-Biodiversity-No-Deforestation-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/06.-Biodiversity-No-Deforestation-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/07.-Board-Diversity-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/07.-Board-Diversity-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/08.-Stakeholder-Engagement-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/08.-Stakeholder-Engagement-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2023/02/HSE-Policy_-Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2023/02/HSE-Policy_-Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2024/06/01.-Employee-Code-of-Conduct-Policy_Astral-Limited.pdf">https://astralltd.com/wp-content/uploads/2024/06/01.-Employee-Code-of-Conduct-Policy_Astral-Limited.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2023/01/1629780626_supplier_code_of_conduct.pdf">https://astralltd.com/wp-content/uploads/2023/01/1629780626_supplier_code_of_conduct.pdf</a></li> <li><a href="https://astralltd.com/wp-content/uploads/2023/01/1668401244_csr_policy.pdf">https://astralltd.com/wp-content/uploads/2023/01/1668401244_csr_policy.pdf</a></li> </ul>								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No								
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Astral Ltd. endeavours to gain as many accreditations with applicable quality and environmental standards and certifications as possible. The following certifications have been achieved and we will continue to explore more in the future. Collectively, all these certifications cover the 9 principles. Quality Management System Certification ISO:9001 • Environment Management System Certification ISO:14001 • OHSAS (ISO:45001) • BIS Certification for different type of products and at different plants like IS:4985, IS:7834, IS:10124 (PT-2), IS:9537 (PT-3), IS:3419, IS:12818, IS:13592, IS:14735, IS:15778, IS:17546, IS:16088, IS:16534, IS:14182, IS:12701, IS:16098 (PT-2), IS:13488, IS:15265, IS:16205 (PT- 24), IS:9271, IS:15328, IS:16098 (PT-1).								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Astral Ltd. is in the process of setting commitments, goals and targets, and will disclose the same in the upcoming years.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Astral is taking significant initiatives for various ESG aspects. Once specific commitments, goals and targets are finalised as mentioned above, performance against the same will be monitored and reported.								

## Governance, Leadership and Oversight

7. Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements: In FY 2023-24, Astral achieved a 10.7% revenue increase and a 17.6% EBITDA growth. We've expanded manufacturing, maintained profit margins despite cost volatility, and earned the Great Place to Work certification. Our ESG efforts led to increased renewable energy usage and responsible waste management, while prioritizing talent development, diversity, and safety. We foster stakeholder relationships, uphold strong governance, and invest in digitalization. With a robust financial base and market trends, we anticipate continued growth above 10%, supported by our dedicated team and stakeholders' trust.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). Board supported by Executive Management
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details. Yes.  
Mr. Hiranand Savlani  
Chief Financial Officer and Executive Director, Astral Limited

10. Details of Review of NGRBCs by the company:	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee										
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually	
Frequency (Annually/Half yearly/Quarterly/Any other – please specify)										
Performance against above policies and follow up action	The performance against the policies is reviewed annually and follow up actions needed are determined accordingly.									
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Compliance with statutory requirements are monitored on an annual basis and corrective actions are taken as needed.									

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Astral Ltd. Has not carried out independent assessment of its policies.								

## 12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

NA: Not Applicable



## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

Essential Indicators

1. Percentage coverage b/y training and awareness programs on any of the NGRBC Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	4	The training and awareness programs undertaken for the directors covered business performance and operations, compliance status and regulatory updates, risk, and governance, and ESG performance.	100%
Key Management Personnel	4	Key Managerial personnel undertook training and awareness programs around changes in regulations and law applicable to the Company to ensure full Compliance.	100%
Employees other than BODs & KMPs	693	A comprehensive training program was conducted covering a wide range of essential topics to ensure employee development and safety. The training included Safety Training on the Use of PPEs to promote safety behavior, First Aid Training, and Emergency Preparedness. Employees were also educated on POSH Awareness, the Basics of Paint Technology, and Employee Health & Safety at the workplace. Additional sessions covered Security Duties and Responsibilities, the Code of Conduct and Anti-Bribery policies, and Information on Income Tax. Internal Auditor Training on IMS was provided, along with Operational Excellence techniques such as Kaizen, 5S, and KYT. The program also focused on KRA's, KPI, and Goal Setting, Teamwork, Decision Making & Prioritization, Using Viscometers, Advanced Excel Training, and Root Cause Analysis & Troubleshooting with CAPA.	87%
Workers	197	A comprehensive training program was implemented covering Safety Training on the Use of PPEs, First Aid, Emergency Preparedness, POSH Awareness, Basics of Paint Technology, Employee Health & Safety, and Operational Excellence techniques like Kaizen, 5S, and KYT. These initiatives demonstrate Astral's commitment to a skilled, safe, and efficient workforce.	95%

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format.

a. Monetary

Type	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	-	-
Settlement	Nil	Nil	Nil	-	-
Compounding fee	Nil	Nil	Nil	-	-



b. Non-Monetary

Type	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	-
Punishment	Nil	Nil	Nil	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, we have a robust anti-corruption and anti-bribery policy that has been successfully implemented throughout our organization. Aligned with our fundamental principle of conducting operations with the highest ethical and business standards, strict adherence to this policy is mandatory for all employees. The policy prioritizes transparency across all business aspects and prohibits corrupt practices at any cost. Any violations of the policy will be met with severe disciplinary action.

Weblink: [https://astralltd.com/wp-content/uploads/2024/06/02.-Policy-on-Anti-Corruption-Bribery\\_Astral-Limited.pdf](https://astralltd.com/wp-content/uploads/2024/06/02.-Policy-on-Anti-Corruption-Bribery_Astral-Limited.pdf)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Topic	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0		0	
Number of complaints received in relation to issues of Conflict of Interest of KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable



8. Number of days of accounts payables ((Accounts payable \*365)/Cost of goods/services procured) in the following format:

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	86.68	80.32

#### 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	23%	20%
	b. Number of trading houses where purchases are made from	76	86
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	75%	64%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	95%	96%
	b. Number of dealers/distributors to whom sales are made	3,303	2,778
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	16.5%	17.6%
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	0.01%	0.00%
	b. Sales (Sales to related parties/ Total Sales)	0.04%	0.02%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	98%	58%
	d. Investments (Investments in related parties/Total Investments made)	100%	100%

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

### Essential Indicators

1. Percentage of R&D and Capital Expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Type	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvement in social and environmental aspects
Research & Development (R&D)	-	-	<p>Astral Ltd. prioritises innovation and sustainable business practices, investing heavily in research and development (R&amp;D) and capital expenditures (Capex). However, expenses aimed at enhancing the environmental and social impacts of products and processes have not been separately documented until FY 2023-24. However, Astral Ltd. has implemented various initiatives within its R&amp;D and Capex domains to address environmental and social concerns. These initiatives include:</p> <ul style="list-style-type: none"> <li>- Acquiring specialised testing equipment to analyse small quantities of chemicals during the initial stages of production, thereby reducing trial materials usage and minimising waste.</li> <li>- Designing faucets specifically aimed at conserving water consumption.</li> <li>- Procuring laboratory testing equipment to monitor in-process parameters, thus reducing material wastage by preventing post-production rejections.</li> <li>- Developing low Volatile Organic Compound (VOC) solvents to meet demand for environmentally friendly and safe solutions.</li> <li>- Enhancing the infrastructure of test laboratories to maintain a clean air environment.</li> </ul>
Capital Expenditure (CAPEX)	-	-	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, Astral Ltd has mandated the suppliers to follow the Supplier Code of Conduct and expects them to practice sustainable principles for doing business such as safe and healthy work environment for employees, adhering to labour laws and human rights laws, implementing various environmental, health and safety and other such operational policies promoting sustainable sourcing.

b. If yes, what percentage of inputs were sourced sustainably?

47.3

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Considering the nature of our products, their extensive lifespan often spanning decades, and their widespread global utilisation, it is not practical to reclaim our products for reuse, recycling, or disposal at the end of their life cycle. However, wherever feasible, we have implemented measures to responsibly recycle and manage waste generated during our production processes. We have conducted Gate to Gate Analysis for LCA Silencio, ensured e-waste recycling through approved channels, and disposed of hazardous waste in accordance with the Hazardous Waste (Management, Handling, and Transboundary Movement) Rules of 2016. Additionally, we have registered under the Extended Producer Responsibility (EPR) on the Central Pollution Control Board (CPCB) portal for plastic packaging recycling.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.



Yes, EPR is applicable to our activities. Our EPR registration Number is: 202303060654481142 dated 10/03/2023. All our data and waste collection plan are in line with the EPR plan submitted to the CPCB.

### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format:

Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes provide web-link
Silencio	0.15%	Gate to gate	Yes	No

### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

#### Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	4,385	4,354	99	4,354	99	0	0	0	0	0	0
Female	147	144	98	144	98	147	100	0	0	0	0
Total	4,532	4,498	99	4,498	99	147	3.24	0	0	0	0
Other than Permanent Employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	330	238	72	238	72	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	330	238	72	238	72	0	0	0	0	0	0
Other than Permanent Workers											
Male	4,230	4,230	100	4,230	100	0	0	0	0	0	0
Female	14	14	100	14	100	0	0	0	0	0	0
Total	4,244	4,244	100	4,244	100	0	0	0	0	0	0

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the Company	0.01%	0.01%



2. Details of retirement benefits, for Current FY and Previous Financial Year:

Sr. No.	Benefits	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/NA)
1.	PF	99	100	Yes	99	100	Yes
2.	Gratuity	100	100	Yes	100	100	Yes
3.	ESI	9	100	Yes	9	100	Yes

3. Accessibility of workplaces: Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, we have provided appropriate access for differently abled employees and workers, ensuring that they have equal opportunities to perform their duties and contribute to the organization.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we are an equal opportunity employer and policy available on the company website. Our Employee Code of Conduct can be found at [https://astralltd.com/wp-content/uploads/2024/06/01.-Employee-Code-of-Conduct-Policy\\_Astral-Limited.pdf](https://astralltd.com/wp-content/uploads/2024/06/01.-Employee-Code-of-Conduct-Policy_Astral-Limited.pdf)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Particulars	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	NA	NA	NA	NA
Female	100%	50%	NA	NA
<b>Total</b>	<b>100%</b>	<b>50%</b>	<b>NA</b>	<b>NA</b>

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Category	Yes/No	Details of the mechanism in brief
Permanent Workers	Yes	The Safety Committee and Grievance Redressal Committee will receive the grievances under the statute at the Plant level and through the HR department.
Other than Permanent Workers	Yes	These workers can raise their grievances through the contractor.
Permanent Employees	Yes	The employees can raise their concerns through their immediate reporting office, Grievance Redressal Committee and/or the HR department.
Other than Permanent Employees		NA



- In case of a grievance, an employee may follow the reporting procedure as outlined in the escalation matrix below, which specifies the Level Person responsible for Grievance Resolution and the corresponding Resolution Time to address the issue.

1 <sup>st</sup> level reporting	Reporting of grievance by the employee in the first instance Department Head or HR Representative 7 Days.
2 <sup>nd</sup> level reporting	In case the employee is not satisfied with the 1 <sup>st</sup> level authority, he/she can report the matter to the next authority Function Head or Senior HR Representative 7 Days.
3 <sup>rd</sup> level reporting	In case the employee is not satisfied with the 2 <sup>nd</sup> level authority, he/she can report the matter to the next authority Steering Committee (senior management representatives nominated by the MD) 7 Days.

- The aggrieved employee may approach the concerned person responsible via email, phone call, or by requesting a meeting in person. However, the employee will be required to submit a written complaint/grievance to the person responsible so that action may be initiated. The persons responsible for grievance resolution shall record all case-related proceedings in writing and maintain the same as a record of case resolution.
- Resolution must be communicated to the employee as per defined timelines, failing which the employee may approach the next level as per the table above. Once the case is closed by the Steering Committee, the decision shall be final and binding. Apart from this, we have the Whistle Blower Policy and POSH committee for any specific concerns.

#### 7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Permanent Employees</b>						
Male	4,385	0	0	3081	0	0
Female	147	0	0	110	0	0
<b>Total</b>	<b>4,532</b>	<b>0</b>	<b>0</b>	<b>3191</b>	<b>0</b>	<b>0</b>
<b>Permanent Workers</b>						
Male	330	0	0	305	0	0
Female	0	0	0	0	0	0
<b>Total</b>	<b>330</b>	<b>0</b>	<b>0</b>	<b>305</b>	<b>0</b>	<b>0</b>

\*Company or employees/workmen do not have any association with unions or other association.

#### 8. Details of training given to employees and workers:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	4,385	3,380	77	3,733	85	3,081	2,013	65	3,000	97
Female	147	118	80	119	81	110	68	61	64	58
Total	4,532	3,498	77	3,852	79	3,191	2,081	65	3,064	96
Workers										
Male	4,560	3,484	76	3,659	80	305	232	76	73	24
Female	14	11	79	9	64	0	0	0	0	0
Total	4,574	3,495	76	3,668	80	305	232	76	73	24

#### 9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	4,385	3,487	80	3,081	2,405	78
Female	147	100	68	110	72	66
<b>Total</b>	<b>4,532</b>	<b>3,587</b>	<b>79</b>	<b>3,191</b>	<b>2,477</b>	<b>78</b>
<b>Workers</b>						
Male	330	330	100	305	305	100
Female	0	0		0	0	0
<b>Total</b>	<b>330</b>	<b>330</b>	<b>100</b>	<b>305</b>	<b>305</b>	<b>100</b>

#### 10. Health and safety management system:

a.	Whether an occupational health and safety management system has been implemented by the entity? (Yes/No)	Yes, an integrated management system has been implemented as per ISO9001, ISO 14001 and ISO 45001. From a coverage point of view, for ISO 9001 we have covered a total of 11 sites (Head Office, Santej, Santej Adhesive, Dholka, Hosur, Ghiloth, Sangli, Aurangabad, Sitarganj, Rania and Unnao) and for ISO 14001 & ISO 45001 we have covered 4 sites (Head Office, Santej, Dholka and Hosur Plant). We plan to increase our coverage in the coming year(s).
	What is the coverage of such system?	
b.	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	<p>Astral has successfully implemented HIRA in a cohesive manner, providing a comprehensive approach to identify hazards, assess risks, implement control measures, ensure compliance, and drive continuous improvement.</p> <p>Work related hazards and risks are identified and assessed as follow:</p> <ol style="list-style-type: none"> <li>(1) Process Hazards Analysis in terms of HIRA</li> <li>(2) Employee Participation through Safety Committee, Safety week celebration and other activities</li> <li>(3) Regular training imparted on different topics for awareness</li> <li>(4) SOP prepared for all activities, monitored and followed</li> <li>(5) Work Permit system in place</li> </ol>



## 10. Health and safety management system: (Contd.)

	(6) Regular Safety inspections carried out to identify unsafe actions and unsafe conditions
	(7) Near-miss reporting processes in place and monitored
	(8) Checklist available for all activities
	(9) Audit and compliance activities undertaken regularly
	(10) Safety committee meeting to oversee and monitor work-related hazard and near-misses
	As a result, Astral has fostered a safety-conscious culture, leading to a reduction in accidents and injuries, enhanced protection for personnel and assets, and improved overall operational efficiency.
c.	Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)
	Yes
d.	Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)
	Yes

## 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24 (Current FY)	FY 2022-2023 (Previous FY)
Lost Time Injury Frequency Rate (LTIFR) (per one Millions-person hours worked)	Employees	0.1692	0.40
	Workers	0.2615	0.49
Total recordable work-related injuries	Employees	1	2
	Workers	4	6
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	1	0
	Workers	4	0

## 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Astral takes several steps to ensure a safe and healthy working environment for all employees, workers, and other stakeholders, including visitors. These measures, which include but are not limited to, are as follows:

- Provision of Personal Protective Equipment (PPE): Astral ensures that employees and workers have access to appropriate PPE to protect themselves from potential hazards.
- Installation of a Complete Fire Hydrant System: Astral has installed a comprehensive fire hydrant system along with fire extinguishers to effectively address fire-related risks.
- Availability of Safe Emergency Assembly Area: A designated emergency assembly area is provided to ensure the safe gathering of individuals during emergencies.
- Accessible Utilities: Astral ensures easy accessibility to utilities such as drinking water facilities and proper sanitary systems, contributing to a hygienic work environment.



- e) Enhanced Physical Security: CCTV cameras are strategically installed to enhance physical security and surveillance within the premises.
- f) Defined Safety and Health SOPs: Astral has established clear and communicated Standard Operating Procedures (SOPs) related to safety and health, ensuring that employees are aware of and adhere to safety protocols.
- g) Health and Safety Trainings and Mock Drills: Astral conducts regular health and safety trainings as well as mock drills at all locations to prepare employees and workers for emergency situations and reinforce safety practices. Training for 111A compliance under Rights of Workers, firefighting, first aid and scaffolding is provided.
- h) Availability of medical: Ambulance room/OHC is provided at Plant with paramedic medical staff.
- i) Awareness Programme: Safety week celebration are undertaken, and Awards are distributed for motivation of employees & contract worker in maintaining a safe environment.

By implementing these measures, Astral aims to create a secure and healthy work environment that prioritizes the well-being and safety of all individuals associated with the organization.

### 13. Number of Complaints on the following made by employees and workers:

Topic	FY 2023-24 (Current FY)			FY 2022-2023 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	0	0	0	-
Health & Safety	0	0	0	0	0	-

### 14. Assessments for the year:

Topic	Percentage of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	Yes, our company covered under the IMS (OHSMS, EMS) for Pipes and Adhesive business
Working Conditions	Yes, our company covered under the IMS (OHSMS, EMS) for Pipes

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

The corrective actions implemented include conducting accident investigations in accordance with the standard operating procedure, taking preventative and corrective measures to prevent recurrence, conducting a review of the hazard identification and risk assessment (HIRA) process to minimize significant risks, and imparting training on relevant topics to increase awareness and understanding among the employees.

### Leadership Indicators

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

- a. Employees (Yes/No): Yes
- b. Workers (Yes/No): Yes

The compensatory package has been extended to include all permanent employees and workers who are on the company's payroll.

#### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The company places a high priority on regulatory compliance, ensuring that all statutory dues are deducted and deposited by its value chain partners. Before engaging with any vendor or business partner, the company conducts a thorough evaluation of their compliance status, examining relevant licenses and registrations.



3. Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current FY)	FY 2022-2023 (Previous FY)	FY 2023-24 (Current FY)	FY 2022-2023 (Previous FY)
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No).

Astral offers transition assistance programs to assist employees in managing the end of their careers due to retirement or termination. At the discretion of management, individuals may be considered for an advisory role. Additionally, employees are eligible for gratuity or severance pay, which is calculated based on their length of service with the Company.

5. Details on assessment of value chain partners:

Topic	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	-
Working conditions	-

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

At present, Astral does not assess our value chain partners based on the risks or concerns that may arise from their health and safety practices and working conditions. However, we plan to introduce an evaluation process to examine our partners in these areas. By doing so, we will be able to identify and address any potential risks or concerns related to health and safety practices and working conditions within our value chain.

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

### Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity:

The Company adopts an approach that considers historical concerns and relationships when engaging with interested parties and its diverse stakeholder ecosystem. This approach encompasses not only those individuals or entities with whom the company has direct interactions but also extends to those whose activities, whether directly or indirectly, influence the company's operations and performance. The company has identified key internal stakeholders and external stakeholders who contribute directly or indirectly to its long-term success and impact their lives. Internal stakeholders include employees, while external stakeholders encompass investors, shareholders, suppliers, customers, contractors, regulators, media, and the community. These stakeholders play a vital role in supporting the business in various ways, such as providing financial support, collaborating on business assignments, facilitating external communication on major developments, influencing business plans and decision-making processes, and more. By cultivating a deep understanding and appreciation of this intricate stakeholder ecosystem, the organization reinforces its commitment to maintaining transparent and mutually beneficial relationships, ultimately contributing to sustainable growth and the creation of shared value for all parties involved.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Meetings, Emails, Calls, Website, Advertisement, SMS, Digital Media, Customer care	On-going	Customer engagement involves building connections, understanding needs, and addressing concerns like product quality, service experiences, pricing, and satisfaction. By listening to feedback, companies can enhance loyalty, drive innovation, and improve success through tailored solutions and lasting relationships.
Employees	No	Meetings, Emails, Calls, Notice board, People, Strong Portal, Leadership Meet	On-going	Employee engagement aims to create a positive work environment where employees feel motivated, empowered, and aligned with company goals. Key topics include career development, work-life balance, compensation, recognition, communication, and company culture. By addressing these areas, organizations can boost performance, reduce turnover, and achieve strategic objectives through a highly engaged and committed workforce.
Investors	No	Meetings, Emails, Calls, Newspaper, Website, Digital Media	Quarterly and on-demand	Investor engagement focuses on transparent communication, sharing performance updates, and discussing key topics like financial results, strategy, governance, and growth prospects. By addressing investor concerns and fostering trust through clear communication, companies strengthen relationships, enhance credibility, and drive long-term shareholder value.
Suppliers and Vendors	No	Meetings, Emails, Calls, Website, Suppliers audit	On-going	Engagement with suppliers and vendors focuses on establishing robust partnerships, fostering innovation, and advocating for ethical practices. Key topics include quality standards, pricing, delivery schedules, sustainability, and compliance. Addressing concerns like payment terms and product quality through effective communication fosters resilient supply chains and long-term value creation for both parties.



## 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group: (Contd.)

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities	No	Community meetings, Website, Pamphlets, Newspaper, CSR activity	On-going	Supporting vulnerable communities through health, education, environmental conservation, skill development, and infrastructure projects demonstrates a company's commitment to community engagement and sustainable impact. These initiatives uplift those in need, foster well-being, and create lasting positive change within the community.
Governments	No	Emails, Website	On-going	By actively engaging with government stakeholders, businesses can influence policies, shape regulations, and foster a collaborative environment for mutual benefit. Key topics include Timely payment of taxation, filing of returns, assisting in assessment.
Regulator	No	Emails, Website, Regulatory portals	As per regulatory timeframe	By actively engaging with regulators, your company can build trust, mitigate risks, and promote ethical business practices (Submission of quarterly and annual financials, regulatory forms) for industry stability and sustainability.

### Leadership Indicators

#### 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Incorporating stakeholder input is a fundamental element of the company's decision-making and strategic framework. Various department heads oversee engagement with stakeholders relevant to their functions. For instance, employee feedback on key topics is gathered by department heads, with all recommendations consolidated for final approval by the Chief Human Resources Officer (CHRO), who holds decision-making authority delegated by the Board. The CHRO collaborates directly with the Board when necessary to align decisions with strategic objectives and directives.

#### 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, engaging stakeholders is crucial for understanding their needs effectively. The Company utilizes various channels like virtual platforms, in-person meetings, and social media to facilitate diverse forms of consultation.

#### 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

The Company firmly integrates Corporate Social Responsibility (CSR) values into its business objectives, acknowledging the significance of making a positive contribution to society. In compliance with the country's relevant statutory provisions, it has established the dedicated "Astral Foundation," which actively collaborates with implementation partners to champion various initiatives in areas like Health, Education, Environment, and Wildlife Conservation. Through these efforts, the Company exemplifies its steadfast commitment to enhancing the well-being of these communities.



## PRINCIPLE 5: Businesses should respect and promote human rights.

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24 (Current FY)			FY 2022-2023 (Previous FY)		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	4,532	2,793	62	3,191	1,353	42
Other than permanent	0	0	0	96	0	0
<b>Total</b>	<b>4,532</b>	<b>2,793</b>	<b>62</b>	<b>3,287</b>	<b>1,353</b>	<b>41</b>
<b>Workers</b>						
Permanent	330	291	88	305	179	59
Other than permanent	4,244	3,703	87	4,289	1,167	27
<b>Total</b>	<b>4,574</b>	<b>3,994</b>	<b>87</b>	<b>4,594</b>	<b>1,346</b>	<b>29</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24 (Current FY)					FY 2022-2023 (Previous FY)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	4,385	765	17	3,620	83	3,170	672	21	2,498	79
Female	147	12	8	135	92	117	11	9	106	91
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent										
Male	330	93	28	238	72	305	101	33	204	67
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent										
Male	4,230	3,980	94	250	6	4,289	3,817	89	472	11
Female	14	14	100	0	0	0	0	0	0	0



### 3. Details of remuneration/salary/wages, in the following format:

#### a. Median remuneration/wages:

Category	Male		Female	
	Number	Median remuneration/salary/wages of respective category (INR in Millions)	Number	Median remuneration/salary/wages of respective category (INR in Millions)
Board of Directors (BoD)	8	13,17,500	2	73,97,500
Key Managerial Personnel	5	1,50,00,000	1	1,45,08,000
Employees other than BoD and KMP	2,519	4,20,000	109	4,38,000
Workers	1,260	2,13,945	0	0

#### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages	3%	3%

### 4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The Grievance committee.

### 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The employee who has a complaint can reach out to the Steering Committee or their Department Head through email, a phone call, or by arranging an in-person meeting. Nonetheless, the employee must provide a formal written complaint or grievance to the designated official to commence the resolution process. The individuals in charge of resolving grievances are required to document all related activities in writing and keep these documents as a record of the resolution process. The outcome must be conveyed to the employee within the specified time frame; if this does not happen, the employee has the right to contact a higher level of management. Once the Steering Committee concludes the case, their decision is considered conclusive and obligatory.

### 6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-24 (Current FY)			FY 2022-2023 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/ Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/ workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We have established guidelines to educate and prevent all forms of discrimination or harassment, including actions directed at the reporting party. These guidelines encompass the whistle-blower policy and measures to safeguard women from harassment. Our Grievance Redressal Committee, Steering Committee, and Whistle Blower Committee address these issues with the highest level of secrecy. Any individual who manages or processes any related complaint and violates our internal confidentiality policies will face disciplinary action. Additionally, our whistle-blower policy offers essential protections to all individuals who report misconduct and to all involved parties.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100
Forced/involuntary labor	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

NA

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.**

**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>From renewable sources</b>		
Total Electricity Consumption (A) (GJ)	57,581.27	51,719.15
Total Fuel Consumption (B) (GJ)	23,425.27	20,848.00
Energy Consumption through other sources (C) (GJ)	0	0
<b>Total Energy Consumption from renewable sources (A+B+C) (GJ)</b>	<b>81,006.54</b>	<b>72,567.15</b>
<b>From non-renewable sources</b>		



1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format: (Contd.)

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Electricity Consumption (D) (GJ)	4,46,089.94	359,285.93
Total Fuel Consumption (E) (GJ)	68,233.05	46,167.24
Energy Consumption through other sources (F) (GJ)	0	0
<b>Total Energy Consumption from non-renewable sources (D+E+F) (GJ)</b>	<b>5,14,322.99</b>	<b>405,732.56</b>
<b>Total Energy Consumption (A+B+C+D+E+F) (GJ)</b>	<b>5,95,329.53*</b>	<b>478,299.71</b>
<b>Energy Intensity per Millions INR of turnover</b> (Total energy consumption/Revenue from operations in rupees) (GJ per INR Millions)	11.67	10.37
<b>Energy Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumption/Revenue from operations adjusted for PPP) (GJ per USD)	<b>0.0002669</b>	<b>0.0002374</b>
<b>Energy Intensity in terms of physical output (GJ/MT)</b>	2.39	2.41
<b>Energy Intensity</b> (optional) – the relevant metric may be selected by the entity	-	-

\*During FY 23-24, we commissioned operations at 2 new facilities in Dahej (Gujarat) and Guwahati (Assam). In addition, we implemented processes to track consumption at various Depots across India which was missing in previous year. This has resulted in an increased value in the electricity consumption.

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, M/s Hetal J Shah & Co.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

- Astral Limited does not have sites/facilities identified as designated consumer under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0.00	0.00
(ii) Groundwater	1,10,110.57	1,03,953.00
(iii) Third party water	7,113.44	1,846.00
(iv) Seawater/desalinated water	0.00	0.00
(v) Others (Rainwater storage)	0.00	0.00
<b>Total volume of Water Withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>1,17,224.01</b>	<b>1,05,799.00</b>
<b>Total volume of Water Consumption (in kilolitres)</b>	<b>1,17,224.01*</b>	<b>1,05,799.00</b>
<b>Water Intensity per rupee of turnover</b> (Water consumed/Revenue from operations) (kl per INR Crore)	22.97	22.95
<b>Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption/Revenue from operations adjusted for PPP) (GJ per USD)	0.000053	0.000053



3. Provide details of the following disclosures related to water, in the following format: (Contd.)

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water Intensity in terms of physical output (kL/MT)</b>	0.47	0.53
<b>Water Intensity (optional)</b> – the relevant metric may be selected by the entity	-	-

\*During FY 23-24, we commissioned operations at 2 new facilities in Dahej (Gujarat) and Guwahati (Assam). In addition, we implemented processes to track consumption at various Depots across India which was missing in previous year. This has resulted in an increased value in the water consumption.

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, M/s Hetal J Shah & Co.

4. Provide the following details related to water discharged:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>			
(i) Into Surface water	m <sup>3</sup>	0.00	0.00
- No treatment	m <sup>3</sup>	0.00	0.00
- With treatment – please specify level of treatment	m <sup>3</sup>	0.00	0.00
(ii) Into Groundwater	m <sup>3</sup>	0.00	0.00
- No treatment	m <sup>3</sup>	0.00	0.00
- With treatment – please specify level of treatment	m <sup>3</sup>	0.00	0.00
(iii) Into Seawater	m <sup>3</sup>	0.00	0.00
- No treatment	m <sup>3</sup>	0.00	0.00
- With treatment – please specify level of treatment	m <sup>3</sup>	0.00	0.00
(iv) Sent to third-parties	m <sup>3</sup>	0.00	0.00
- No treatment	m <sup>3</sup>	0.00	0.00
- With treatment – please specify level of treatment	m <sup>3</sup>	0.00	0.00
(v) Others	m <sup>3</sup>	0.00	0.00
- No treatment	m <sup>3</sup>	0.00	0.00
- With treatment – please specify level of treatment	m <sup>3</sup>	0.00	0.00
<b>Total water discharged (in kilolitres)</b>	<b>m<sup>3</sup></b>	<b>0.00</b>	<b>0.00</b>

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, M/s Hetal J Shah & Co.



**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

- Yes, Astral has accomplished 'Zero Liquid Discharge' across its operational locations through appropriate reuse of Effluent Treatment Plant (ETP) and Sewerage Treatment Plant (STP) as per the regulatory requirements.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	tons	0.60	0.24
SOx	tons	0.23	0.29
Particulate matter (PM)	tons	0.44	0.28
Persistent organic pollutants (POP)	tons	0	0
Volatile organic compounds (VOC)	tons	0	0
Hazardous air pollutants (HAP)	tons	0	0
Others – please specify			

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.**

No

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	4,757.09	2,712.01
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	88,722.33	77,716.05
<b>Total Scope 1 and Scope 2 Emissions</b>	<b>tCO<sub>2</sub>e</b>	<b>93,479.42*</b>	<b>80,428.06</b>
<b>Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG Emissions/Revenue from operations)	tCO <sub>2</sub> e/ INR Crore	18.32	17.44
<b>Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG Emissions/Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e/ USD	0.0000419	0.0000399
<b>Total Scope 1 and Scope 2 Emissions Intensity in terms of physical output</b>	tCO <sub>2</sub> e/ MT	0.38	0.41
<b>Total Scope 1 and Scope 2 Emissions Intensity</b> (optional) – the relevant metric may be selected by the entity	-	-	-

\*During FY 23-24, we commissioned operations at 2 new facilities in Dahej (Gujarat) and Guwahati (Assam). In addition, we implemented processes to track consumption at various Depots across India which was missing in previous year. This has resulted in an increased value in the scope-1 and scope-2 emissions consumption.

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.**

Yes, M/s Hetal J Shah & Co.

#### 8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details

Yes. Astral has initiated a project with CII, named as "Sustainable Workspaces and Indian Business Environment". The objectives of this project are (1) quantify the impacts of sustainable design and practice on various social and economic parameters in a workplace (2) develop a matrix that translates the impacts into a comprehensive score that can be used by individual workplaces for self-assessment (3) identify the benchmarks for establishing the performance indicators for individual workplaces. In addition, Astral has also built a green building as one of its offices in Dholka, Gujarat and is exploring ways to replicate this at other sites. Our Dholka facility is a green building that serves a dual purpose, housing both our corporate offices and our valves manufacturing operations. Our Silencio manufacturing process holds a GREENCO Gold certification, reflecting our commitment to reducing GHG emissions. Furthermore, our CPVC PRO, SILENCIO, and DRAINPRO products are GREENPRO Certified, with CPVC PRO additionally receiving a GRIHA certification.

#### 9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	1,551.51 <sup>#</sup>	-
E-waste (B)*	-	0.63
Bio-medical waste	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)*	-	11.31
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	331.00	294.92
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	2,250.05	1,573.34
<b>Total (A+B + C + D + E + F + G+ H)</b>	<b>4,132.56*</b>	<b>1,880.20</b>
<b>Waste Intensity per rupee of turnover</b> (Total waste generated/Revenue from operations) (MT per INR Crore)	0.81	0.41
<b>Waste Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated/Revenue from operations adjusted for PPP) (MT per USD)	0.000002	0.000001
<b>Waste Intensity in terms of physical output</b> (Tonnes/MT of Production)	0.0166	0.0095
<b>Waste Intensity</b> (optional) – the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)</b>		
(i) Recycled	348.99	288.94
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>348.99</b>	<b>288.94</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
(i) Incineration	-	-
(ii) Landfilling	29.18	13.84
(iii) Other disposal operations	0	1,573.34
<b>Total</b>	<b>29.18</b>	<b>1,587.18</b>

<sup>#</sup>During FY 23-24, we also established systems to convert the waste disposed in individual units to metric tonnes, resulting in an increase in waste quantities reported.



\*During FY 23-24, we commissioned operations at 2 new facilities in Dahej (Gujarat) and Guwahati (Assam). In addition, we implemented processes to track consumption at various Depots across India which was missing in previous year. This has resulted in an increased value in the waste generated.

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, M/s Hetal J Shah & Co.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your product and processes and the practices adopted to manage such wastes.**

Hazardous & Non-Hazardous waste is collected and either disposed or recycled as per Hazardous waste Management rules. No toxic chemicals are used in the manufacturing process.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N). If no, the reasons thereof and corrective action taken, if any.
1	Not applicable	-	-

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web-Link
1	0	-	-	-	-

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Sr. no.	Specify the law/regulation/guidelines which was not complied with	Provide details of Non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	Not applicable	-	-	-

## Leadership Indicators

### 1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area:
- (ii) Nature of operations:



(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)			
(i) Surface water	m <sup>3</sup>	Not Available	Not Available
(ii) Groundwater	m <sup>3</sup>		
(iii) Third party water	m <sup>3</sup>		
(iv) Seawater/desalinated water	m <sup>3</sup>		
(v) Others	m <sup>3</sup>		
Total volume of water withdrawal (in kilolitres)	m <sup>3</sup>		
Total volume of water consumption (in kilolitres)	m <sup>3</sup>		
Water intensity per rupee of turnover (Water consumed/turnover)	KL per crore INR of revenue		
Water intensity (optional) – the relevant metric may be selected by the entity	-		
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water	m <sup>3</sup>	Not Available	Not Available
- No treatment	m <sup>3</sup>		
- With treatment – please specify level of treatment	m <sup>3</sup>		
(ii) Into Groundwater	m <sup>3</sup>		
- No treatment	m <sup>3</sup>		
- With treatment – please specify level of treatment	m <sup>3</sup>		
(iii) Into Seawater	m <sup>3</sup>		
- No treatment	m <sup>3</sup>		
- With treatment – please specify level of treatment	m <sup>3</sup>		
(iv) Sent to third-parties	m <sup>3</sup>		
- No treatment	m <sup>3</sup>		
- With treatment – please specify level of treatment	m <sup>3</sup>		
(v) Others	m <sup>3</sup>		
- No treatment	m <sup>3</sup>		
- With treatment – please specify level of treatment	m <sup>3</sup>		
Total water discharged (in kilolitres)	m <sup>3</sup>		

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	-	-
<b>Total Scope 3 Emissions per rupee of turnover</b>	tCO <sub>2</sub> e/ INR Crore	-	-
<b>Total Scope 3 emission intensity</b> (optional)- the relevant metric may be selected by the entity	tCO <sub>2</sub> e/ INR	-	-

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	-	-	-
2	-	-	-
3	-	-	-

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impact.

## PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

### Essential Indicators

1. a) Number of affiliations with trade and industry chambers/associations.
- b) List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National/International)
1	Gujarat Chamber of Commerce and Industry	State
2	Confederation of Indian Industry	National
3	Federation of Indian Export Organisation	National
4	Indian Plumbing Association	National
5	Federation of Indian Chambers of Commerce & Industry	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of Authority	Brief of the case	Corrective action taken
NA – Not Applicable		

### Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resort for such advocacy	Whether the information is available in public domain? (Yes/No)	Frequency of review by board (Annually/Half yearly/Quarterly/Other-please specify)	Web Link, if available
1	-	-	-	-	-

## PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes/No)	Resulted communicated in public domain	Relevant Web Link
Not applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Sr. No.	Name of project for which R&R is ongoing	State	District	No of Project Affected Families	% of PAF covered by RAR	Amount Paid to PAFs in the FY (in INR)
Not applicable						

3. Describe the mechanisms to receive and redress grievances of the community:

The grievance redressal mechanisms stated in Principle 3 – Question EI-6 is applied to redress grievances from the community including the escalation matrix mentioned.



#### 4. Percentage of input material (inputs to total inputs by value) sourced from local or small-scale suppliers:

	<b>FY 2023-24</b> <b>(Current Financial Year)</b>	<b>FY 2022-23</b> <b>(Previous Financial Year)</b>
Directly sourced from MSMEs/Small producers	13.94	8.26
Directly from within India	56.4	61.44

#### 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost:

<b>Location</b>	<b>FY 2023-24</b> <b>(Current Financial Year)</b>	<b>FY 2022-23</b> <b>(Previous Financial Year)</b>
Rural	10.40%	11.46%
Semi-urban	0.13%	1.48%
Urban	25.05%	30.21%
Metropolitan	64.42%	56.85%

(Places have been categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

### PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

#### Essential Indicators

##### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

Customers have the option to contact our customer service by dialling the toll-free number 18002337957, visiting our website to submit their issues, or informing their Distributor, who will then create a Ticket in the Distributor portal. Once a complaint is filed, it is received by the Customer Care Department, which then delegates the issue to the appropriate field staff. The field staff will reach out to the customer to gain a thorough understanding of the issue. They will then proceed to address the complaint on-site. If necessary, they will collect a sample for quality control laboratory testing of the materials and share the test results with the customer. The outcome of this process will determine any corrective measures to be taken and put into action.

Additionally, the Adhesive division has a dedicated customer care number, 7311103331, and a portal for complaints, inquiries, suggestions, and feedback at [wecare.astraladhesives.com](http://wecare.astraladhesives.com). Anyone can post their comments on this portal, which then generates a ticket and sends the request directly to the concerned department for resolution. Each ticket number is associated with an escalation matrix, and if there is a delay in the response, a direct notification is sent to the Department Head.

##### 2. Turnover of products and/services as a percentage of turnover from all products/service that carry information:

<b>Type</b>	<b>As a percentage to total turnover</b>
Environment and Social parameters relevant to product	35%
Safe and responsible usage	13%
Recycling and/or safe disposal	11%



### 3. Number of consumer complaints:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data Privacy	0	0	0	0	0	0
Advertising	0	0	0	0	0	0
Cybersecurity	0	0	0	0	0	0
Delivery of essential services	0	0	0	0	0	0
Restrictive Trade Practices	0	0	0	0	0	0
Unfair Trade Practices	0	0	0	0	0	0
Others	0	0	0	0	0	0

### 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	-
Forced recalls	0	-

### 5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. We have an internally published Information Security policy accessible to all employees on our HRMS portal.

### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

NA

### 7. Provide the following information relating to data breaches:

- Number of instances of data breaches: 0
- Percentage of data breaches involving personally identifiable information of customers: 0
- Impact, if any, of the data breaches: NA



# INDEPENDENT PRACTITIONER'S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN ASTRAL LIMITED'S BRSR

To the Board of Directors of ASTRAL LIMITED

We have undertaken to perform a reasonable assurance engagement, for ASTRAL LIMITED vide agreement dated February 6, 2024 in respect of the agreed Sustainability Information listed below (the "Identified Sustainability Information") in accordance with the criteria stated below. This Sustainability Information is as included in the **BRSR** of the Company for the year ended March 31, 2024. This engagement was conducted by a multidisciplinary team including assurance practitioners and engineers.

## Identified Sustainability Information

The Identified Sustainability Information for the year ended March 31, 2024 is summarised in **Annexure-1**.

Our reasonable assurance engagement was with respect to the year ended March 31, 2024 information only unless otherwise stated and we have not performed any procedures with respect to earlier periods or any other elements included in the **BRSR** and, therefore, do not express any conclusion thereon.

## Criteria

The criteria used by the company to prepare the Identified Sustainability Information is summarized below:

Identified Sustainability Information (ISI) subject to assurance	Period subject to assurance	Reporting criteria
BRSR Core (refer Annexure 1)	From April 1, 2023 to March 31, 2024	<ul style="list-style-type: none"> <li>- Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (SEBI LODR)</li> <li>- Guidance notes for BRSR format issued by SEBI</li> <li>- Standard on Sustainability Assurance Engagements (SSAE) 3000 Assurance Engagements on Sustainability Information issued by ICAI</li> </ul>

The Company's management is responsible for selecting or establishing suitable criteria for preparing the sustainability Information, taking into account applicable laws and regulations, if any, related to reporting on the Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

## Inherent limitations

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

## Our Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India and have the required competencies and experience to conduct this assurance engagement.

The firm applies Standard on Quality Control (SQC) 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements", and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

## Our Responsibility

Our responsibility is to express a reasonable assurance conclusion on the Identified Sustainability Information based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information", issued by the Sustainability Reporting Standards Board of the Institute of Chartered Accountants of India. This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information are prepared, in all material respects, in accordance with the reporting criteria. A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability

Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we visited plant locations and head office to understand the processes involved in data gathering and verifying documentation ensuring the reported details are in line with the requirements.

### Exclusions

Our assurance scope excludes the following and therefore we do not express a conclusion on the same:

- Operations of the Company other than those mentioned in the "Scope of Assurance";
- Aspects of the **BRSR** and the data/information (qualitative or quantitative) other than the Identified Sustainability Information;

- Data and information outside the defined reporting period i.e., March 31, 2024;
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

### Opinion

Based on the procedures we have performed and the evidence we have obtained, the Identified Sustainability Information for the year ended March 31, 2024 (as stated under "Identified Sustainability Information") are prepared in all material respects, in accordance with the criteria.

### Restriction on use

Our Reasonable Assurance report has been prepared and addressed to the Board of Directors of Astral Limited at the request of the company solely, to assist company in reporting on Company's sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the company. Our Deliverables should not be used for any other purpose or by any person other than the addressees of our Deliverables. The firm neither accepts nor assumes any duty of care or liability for any other purpose or to any other party to whom our Deliverables are shown or into whose hands it may come without our prior consent in writing.

**For Hetal J Shah and Co.**

Chartered Accountants

FRN: 131829W

Signature

**CA Hetal Shah, Proprietor**

MRN: 138095

**Place:** Ahmedabad

**Date:** May 17, 2024



## ANNEXURE-1

<b>BRSR Indicator</b>	<b>Type of Assurance</b>
<b>P6 E1-</b> Details of total energy consumption (in Joules or multiples)	Reasonable
<b>P6 E1-</b> Details of total energy intensity	Reasonable
<b>P6 E3-</b> Provide details of water withdrawal by source	Reasonable
<b>P6 E3-</b> Provide details of water consumption	Reasonable
<b>P6 E4-</b> Provide details of water discharged	Reasonable
<b>P6 E7-</b> Provide details of greenhouse gas emissions (Scope 1)	Reasonable
<b>P6 E7-</b> Provide details of greenhouse gas emissions (Scope 2)	Reasonable
<b>P6 E7-</b> Provide details of greenhouse gas emissions (Scope 1 and Scope 2) intensity	Reasonable
<b>P6 E9-</b> Provide details related to waste generated by category of waste	Reasonable
<b>P6 E9-</b> Provide details related to waste recovered through recycling, re-using or other recovery operations	Reasonable
<b>P6 E9-</b> Provide details related to waste disposed by nature of disposal method	Reasonable
<b>P3 E11-</b> Details of safety related incidents including lost time injury frequency rate, recordable work-related injuries, no. of fatalities	Reasonable
<b>P9 E7-</b> Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events	Reasonable
<b>P5 E7-</b> Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including complaints reported, complaints as a % of female employees, and complaints upheld	Reasonable
<b>P1 E9-</b> Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties	Reasonable
<b>P1 E8-</b> Number of days of accounts payable	Reasonable
<b>P8 E5-</b> Job creation in smaller towns	Reasonable
<b>P3 E1c-</b> Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company	Reasonable
<b>P5 E3b-</b> Gross wages paid to females as % of wages paid	Reasonable
<b>P8 E4-</b> Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/ small producers and from within India	Reasonable

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# Standalone Financial Statements

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<b>134</b>	Standalone Balance Sheet
<b>135</b>	Statement of Standalone Profit and Loss
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# Independent Auditor's Report

To the Members of Astral Limited

## Report on the Audit of the Standalone Financial Statements

### OPINION

We have audited the accompanying Standalone Financial Statements of Astral Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' Section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered

Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements Section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key audit matters	How our audit addressed the key audit matter
<b>(a) Impairment assessment of Goodwill</b> (as described in Note 2(w)(iv) of the Standalone Financial Statements)	
<p>The Company's balance sheet includes ₹ 2,036 Million of Goodwill as at March 31, 2024.</p> <p>In accordance with Ind AS 36, these balances are allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow models of each CGUs recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGU's net assets would result in impairment. The inputs to the impairment testing model which have the most significant impact on CGU recoverable value include:</p> <ul style="list-style-type: none"> <li>- Projected revenue growth, operating margins and operating cash flows; and</li> <li>- Business specific discount rates.</li> </ul>	<p>We performed following procedures, among others:</p> <ul style="list-style-type: none"> <li>• We assessed whether the Company's definition of the CGUs is compliant with the applicable accounting standards.</li> <li>• We evaluated the forecast of future cash flows used by the management in the model to compute the Recoverable value of CGUs.</li> <li>• We compared the forecast of future cash flows to business plan and previous forecasts to the actual results.</li> <li>• We focused our analysis on management assumptions in respect of future sales growth rate and discount rate used to compute the Recoverable value of CGUs.</li> </ul>

## Independent Auditor's Report (Contd.)

### KEY AUDIT MATTERS (Contd.)

Key audit matters	How our audit addressed the key audit matter
<p>The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the Standalone Financial Statements.</p>	<ul style="list-style-type: none"> <li>• We recalculated estimates using the management model.</li> <li>• We involved valuation specialists to assist in evaluating the key assumptions and methodologies used by the Company in computing the Recoverable value of CGUs.</li> <li>• We assessed the disclosures made in the Standalone Financial Statements.</li> </ul>
<b>(b) Impairment assessment of investments in subsidiaries</b> (as described in Note 2(w)(iii) of the Standalone Financial Statements)	
<p>The Company's investment in subsidiaries is amounting to ₹ 3,707 Million as at March 31, 2024.</p> <p>The determination of value in use of the Company's investments in subsidiaries is dependent on management's estimates with respect to such entity's performance, future cash flows and making judgment with respect to assumptions used in computing the recoverable amount of investments in subsidiaries.</p> <p>Considering the uncertainty involved in forecasting of cash flows and the judgement involved in respect of assumptions used in computing the value in use this audit area is considered a key audit matter.</p>	<p>We performed following procedures, among others:</p> <ul style="list-style-type: none"> <li>• We evaluated the forecast of future cash flows used by the management in the model to compute the Recoverable amount.</li> <li>• We compared the forecast of future cash flows to business plan and previous forecasts to the actual results.</li> <li>• We focused our analysis on management assumptions in respect of future sales growth rate and discount rate used to compute the Recoverable amount.</li> <li>• We recalculated estimates using the management model.</li> <li>• We involved valuation specialists to assist in evaluating the key assumptions and methodologies used by the Company in computing the recoverable amount.</li> <li>• We assessed the disclosures made in the Standalone Financial Statements.</li> </ul>

### OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls,



## Independent Auditor's Report (Contd.)

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the [standalone] financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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

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

## Independent Auditor's Report (Contd.)

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure-1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable; that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (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, except for the matters stated in sub-clause (2)(i)(vi) below read along with Note 46 to the financial statements;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure-2**" to this report;
  - (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
  - (h) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and in sub-clause (2)(i)(vi) below;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements—Refer Note 33 to the Standalone Financial Statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, 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, as stated in the note 45 to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented that, to the best of its knowledge and belief, as stated in the note 45 to the Standalone Financial Statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



## Independent Auditor's Report (Contd.)

- c) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

As stated in note 48 to the Standalone Financial Statements, the Board of Directors

of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend;

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 46 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Anil Jobanputra**

Partner

Membership Number: 110759

UDIN: 24110759BKEBAY3182

**Place of Signature:** Ahmedabad

**Date:** May 17, 2024



Independent Auditor's Report (Contd.)

# Annexure-1

**Referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date of Astral Limited for the year ended March 31, 2024**

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Property, plant and equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in note no. 3 are held in the name of the Company except as mentioned as follows. Further, a property, in the nature of leasehold land, as indicated below, which was acquired pursuant to the Scheme of Amalgamation of erstwhile Resinova Chemie Limited with the Company as described under note no. 3, lease agreement of which is under process of being transferred in the favour of the Company:

Description of Property	Gross carrying value (Amount in Million)	Freehold Land - Held in name of/ Leasehold Land- Lessee as per Lease Agreement	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of Company
Freehold Land	290	Telangana State Industrial Infrastructure Corporation (TSIIC)	No	Two years and six months	The title deeds are under process and will be registered after implementation of project
Leasehold Land at Dahej	53	Resinova Chemie Limited	No	One year and seven months	Application of transfer of lease agreement in favour of the Company is filed before Gujarat Industrial Development Corporation (GIDC), order awaited

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with custom bonded warehouse. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with custom bonded warehouse have been confirmed by them as at March 31, 2024, and discrepancies were not noticed in respect of such confirmations. Discrepancies of 10% or more were not noticed in aggregate for each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of Five Crores in aggregate from banks and/ or financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements, including revised returns/statements, filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.



## Independent Auditor's Report (Contd.)

- (iii) (a) During the year the Company has provided loans, to companies as follows:

(₹ in Million)	
<b>Loans</b>	
<b>Aggregate amount granted/ provided during the year</b>	
- Subsidiaries	89
<b>Balance outstanding as at balance sheet date</b>	
- Subsidiary	377

- (b) During the year the terms and conditions of the grant of all loans to companies are not prejudicial to the Company's interest.
- (c) The Company has granted loans to companies where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans granted to companies which are overdue for more than ninety days.
- (e) There were no loans granted to companies which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, duty of customs, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, value added tax, central sales tax have not been deposited on account of any dispute, are as follows:

<b>Name of the statute</b>	<b>Nature of the dues</b>	<b>Amount (₹ in Million)</b>	<b>Period to which the amount Relates</b>	<b>Forum where the dispute is Pending</b>
The Central Sales Tax Act, 1956	Central Sales Tax	2	FY 13-14 & FY 14-15	Office of Commercial Tax
GST Act, 2017	Goods and Service Tax	7	FY 17-18 FY 18-19 FY 19-20 FY 20-21 FY 22-23	Appellate Authority
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	2	FY 02-03 to FY 06-07	Tribunal

There are no dues of income-tax, provident fund, employees' state insurance, duties of custom, cess, and other statutory dues which have not been deposited on account of any dispute.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to Companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

- (iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, related to the manufacture of goods, as prescribed, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

## Independent Auditor's Report (Contd.)

- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer/ further public offer/debt instruments and term loans hence, reporting under clause 3(x)(a) is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act and hence, the requirement to report on clause (xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There are no Core Investment Company as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 40 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material



## Independent Auditor's Report (Contd.)

uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified

in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub-section 5 of Section 135 of the Act. This matter has been disclosed in note 35 to the financial statements.

- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub-section (6) of Section 135 of Companies Act. This matter has been disclosed in note 35 to the financial statements.

**Place of Signature:** Ahmedabad  
**Date:** May 17, 2024

For **S R B C & CO LLP**  
 Chartered Accountants  
 ICAI Firm Registration Number: 324982E/E300003

**per Anil Jobanputra**  
 Partner  
 Membership Number: 110759  
 UDIN: 24110759BKEBAY3182

## Independent Auditor's Report (Contd.)

# Annexure-2

To the independent auditor's report of even date on the Standalone Financial Statements of Astral Limited.

### Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Astral Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Standalone 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") and the Standards on Auditing, as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these Standalone 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 these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to these Standalone 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 these Standalone Financial Statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THESE STANDALONE FINANCIAL STATEMENTS

A Company's internal financial controls with reference to Standalone 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 controls with reference to Standalone 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 STANDALONE FINANCIAL STATEMENTS

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





## Independent Auditor's Report (Contd.)

### OPINION

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

**Place:** Ahmedabad  
**Date:** May 17, 2024

**per Anil Jobanputra**  
Partner  
Membership Number: 110759  
UDIN: 24110759BKEBAY3182

# Standalone Balance Sheet

As at March 31, 2024

(₹ in Million)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3(A)	16,191	12,559
(b) Capital work-in-progress	3(E)	1,464	1,261
(c) Goodwill	3(B)	2,036	2,036
(d) Other Intangible assets	3(C)	194	227
(e) Right of use assets	3(D)	539	492
(f) Financial assets			
(i) Investments	4	3,707	2,874
(ii) Loans	5	379	288
(iii) Other financial assets	6	270	222
(g) Non-current tax assets	7	91	-
(h) Other non-current assets	8	216	130
<b>Total non-current assets</b>		<b>25,087</b>	<b>20,089</b>
<b>Current assets</b>			
(a) Inventories	9	8,029	7,697
(b) Financial assets			
(i) Trade receivables	10	2,674	2,352
(ii) Cash and cash equivalents	11	5,669	3,943
(iii) Bank balances other than (ii) above	12	2	503
(iv) Loans	5	5	205
(v) Other financial assets	6	84	70
(c) Current tax assets (net)	7	-	174
(d) Other current assets	8	571	843
<b>Total current assets</b>		<b>17,034</b>	<b>15,787</b>
<b>Total assets</b>		<b>42,121</b>	<b>35,876</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	13	269	269
(b) Other equity	14	31,029	26,524
<b>Total equity</b>		<b>31,298</b>	<b>26,793</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	297	21
(ii) Lease liabilities	39	103	47
(b) Provisions	16	50	29
(c) Deferred tax liabilities (Net)	17	440	394
<b>Total non-current liabilities</b>		<b>890</b>	<b>491</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	3	-
(ii) Lease liabilities	39	87	29
(iii) Trade payables	18		
a. total outstanding dues of micro enterprises and small enterprises		483	362
b. total outstanding dues of creditors other than micro enterprises and small enterprises		7,606	6,949
(iv) Other financial liabilities	19	905	576
(b) Other current liabilities	20	781	598
(c) Provisions	16	7	17
(d) Current tax liabilities (Net)	21	61	61
<b>Total current liabilities</b>		<b>9,933</b>	<b>8,592</b>
<b>Total liabilities</b>		<b>10,823</b>	<b>9,083</b>
<b>Total equity and liabilities</b>		<b>42,121</b>	<b>35,876</b>

See accompanying notes to the standalone financial statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024



# Statement of Standalone Profit and Loss

For the year ended March 31, 2024

(₹ in Million, except as stated otherwise)

Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
<b>Income</b>			
Revenue from operations	22	51,034	46,116
Other income	23	390	239
<b>Total</b>		<b>51,424</b>	<b>46,355</b>
<b>Expenses</b>			
Cost of materials consumed	24	31,277	29,980
Purchase of traded goods	25	659	604
Changes in inventories of finished goods, work-in-progress and traded goods	26	(714)	64
Employee benefits expense	27	3,424	2,466
Finance costs	28	210	333
Depreciation and amortization expense	29	1,556	1,374
Other expenses	30	7,661	5,491
<b>Total</b>		<b>44,073</b>	<b>40,312</b>
<b>Profit before exceptional items and tax</b>		<b>7,351</b>	<b>6,043</b>
Exceptional Items	42 & 43	-	33
<b>Profit before tax</b>		<b>7,351</b>	<b>6,010</b>
<b>Tax expense (Net)</b>	31		
Current tax		1,801	1,525
Deferred tax		46	6
<b>Total tax expense</b>		<b>1,847</b>	<b>1,531</b>
<b>Profit for the year</b>		<b>5,504</b>	<b>4,479</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
- Remeasurements gain/(loss) on defined benefit plans		(13)	(10)
Income Tax relating to items that will not be reclassified to profit or loss		0	0
Total other comprehensive income		(13)	(10)
<b>Total comprehensive income for the year</b>		<b>5,491</b>	<b>4,469</b>
<b>Earnings per equity share (Face value of ₹ 1/- each)</b>	32		
- Basic (in ₹)		20.49	16.67
- Diluted (in ₹)		20.49	16.67

See accompanying notes to the standalone financial statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024

# Standalone Statement of Cash Flows

For the year ended March 31, 2024

(₹ in Million)

Sr No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A</b>	<b>Cash flows from operating activities</b>		
	<b>Profit before tax</b>	<b>7,351</b>	<b>6,010</b>
	<b>Adjustments for</b>		
	Depreciation and amortisation expense	1,556	1,374
	Finance costs	210	333
	Interest income	(57)	(71)
	Credit balances written back	(1)	(1)
	Gain on sale of mutual funds (net)	(199)	(94)
	(Profit)/Loss on disposal of property, plant and equipment (net)	63	5
	Share based payment expense	21	18
	Allowance for expected credit loss	-	15
	Loss on settlement of fire insurance claim	-	18
	Unrealised foreign exchange loss/(gain) (Net)	(8)	(23)
	<b>Operating profit before working capital changes</b>	<b>8,936</b>	<b>7,584</b>
	<b>Changes in working capital</b>		
	(Increase)/Decrease in inventories	(332)	(1,095)
	(Increase)/Decrease in trade receivables, financial assets and other assets	(118)	(641)
	Increase/(Decrease) in trade payables, financial liabilities, other liabilities and provisions	1,116	502
	<b>Cash generated from/(used in) from operations</b>	<b>9,602</b>	<b>6,350</b>
	Income taxes paid (Net of Refund)	(1,718)	(1,485)
	<b>Net cash generated from/(used in) from operating activities [A]</b>	<b>7,884</b>	<b>4,865</b>
<b>B</b>	<b>Cash flows from investing activities</b>		
	Payment for purchase of property, plant and equipment and intangible assets (including capital advances and capital creditors)	(5,244)	(2,913)
	Proceeds from sale of property, plant and equipment (net)	29	18
	Advance given for purchase of non-current Investment	-	(124)
	Interest received	60	66
	Proceeds from sale of mutual funds (Net)	199	94
	(Increase)/Decrease in other balances with banks	501	(498)
	Purchase of equity shares in subsidiaries	(2,773)	(483)
	Redemption/(Purchase) of optionally convertible debentures in subsidiary	1,940	(1,940)
	(Increase)/Decrease in loans	119	(200)
	<b>Net Cash flow generated from/(used in) in Investing Activities [B]</b>	<b>(5,169)</b>	<b>(5,980)</b>
<b>C</b>	<b>Cash flow from Financing Activities</b>		
	Dividend paid	(1,007)	(603)
	Proceeds from issue of equity shares	0	0
	Finance costs paid	(186)	(302)
	Proceeds from long term borrowings	300	-
	Repayment of long term borrowings	(21)	(265)
	Payment of lease liabilities	(75)	(40)
	<b>Net cash flow generated from/(used in) financing activities [C]</b>	<b>(989)</b>	<b>(1,210)</b>
	<b>Net increase/(decrease) in cash and cash equivalents [A+B+C]</b>	<b>1,726</b>	<b>(2,325)</b>
	<b>Cash and cash equivalents at the beginning of the year (Note 11)</b>	<b>3,943</b>	<b>6,268</b>
	Effect of exchange differences on restatement of foreign currency cash and cash equivalents	0	0
	<b>Cash and cash equivalents at the end of the year (Note 11)</b>	<b>5,669</b>	<b>3,943</b>

**Note:** The above Cash Flow Statement has been prepared as per 'Indirect Method' as set out in Ind AS 7 on Statement of Cash Flow.



# Standalone Statement of Cash Flows (Contd.)

For the year ended March 31, 2024

## Changes in liabilities arising from financing activities

(₹ in Million)

Particulars	Lease Liabilities	Non-current borrowings *	Current borrowings	Total
<b>Balance as at April 1, 2022</b>	<b>64</b>	<b>286</b>	<b>-</b>	<b>350</b>
Cash flows	(40)	(265)	-	(305)
Non-Cash Changes	52	-	-	52
<b>Balance as at March 31, 2023</b>	<b>76</b>	<b>21</b>	<b>-</b>	<b>97</b>
Cash flows	(75)	279	-	204
Non-Cash Changes	189	-	-	189
<b>Balance as at March 31, 2024</b>	<b>190</b>	<b>300</b>	<b>-</b>	<b>490</b>

\* Non-current borrowings includes 'current maturities of long term borrowings' which are disclosed as current borrowings.

### As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024



# Statement of Changes in Equity

For the year ended March 31, 2024

## A. EQUITY SHARE CAPITAL (NOTE 13)

(₹ in Million)

Particulars	As at April 1, 2023	Add: movement during the year (Note 13(b))	As at March 31, 2024
Equity share capital	269	0	269

(₹ in Million)

Particulars	As at April 1, 2022	Add: movement during the year (Note 13(b))	As at March 31, 2023
Equity share capital	201	68	269

## B. OTHER EQUITY (NOTE 14)

(₹ in Million)

Particulars	Reserves and Surplus							Total other equity
	Securities premium	General reserve	Capital reserve	Revaluation reserve	Retained earnings	Stock options outstanding account	Shares pending allotment*	
<b>Balance as at April 1, 2023</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>22,161</b>	<b>20</b>	<b>-</b>	<b>26,524</b>
Profit for the year	-	-	-	-	5,504	-	-	5,504
Other comprehensive income for the year, net of tax	-	-	-	-	(13)	-	-	(13)
<b>Total comprehensive income for the year</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>27,652</b>	<b>20</b>	<b>-</b>	<b>32,015</b>
Premium on shares issued under Stock option Scheme 'ESOP 2015' (Note 13(f))	25	-	-	-	-	-	-	25
Recognition of share-based payments	-	-	-	-	-	21	-	21
Exercise of stock options	-	-	-	-	-	(25)	-	(25)
Payment of dividends	-	-	-	-	(1,007)	-	-	(1,007)
<b>Balance as at March 31, 2024</b>	<b>4,001</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>26,645</b>	<b>16</b>	<b>-</b>	<b>31,029</b>



# Statement of Changes in Equity (Contd.)

For the year ended March 31, 2024

(₹ in Million)

Particulars	Reserves and Surplus							Total other equity
	Securities premium	General reserve	Capital reserve	Revaluation reserve	Retained earnings	Stock options outstanding account	Shares pending allotment*	
<b>Balance as at April 1, 2022</b>	<b>4,031</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>18,295</b>	<b>13</b>	<b>1</b>	<b>22,707</b>
Profit for the year	-	-	-	-	4,479	-	-	4,479
Other comprehensive income for the year, net of tax	-	-	-	-	(10)	-	-	(10)
<b>Total comprehensive income for the year</b>	<b>4,031</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>22,764</b>	<b>13</b>	<b>1</b>	<b>27,176</b>
Consequent to business combination*	-	-	-	-	-	-	(1)	(1)
Premium on shares issued under Stock option Scheme 'ESOP 2015' (Note 13(f))	12	-	-	-	-	-	-	12
Utilised during the year for issue of Bonus Shares	(67)	-	-	-	-	-	-	(67)
Recognition of share-based payments	-	-	-	-	-	18	-	18
Exercise of stock options	-	-	-	-	-	(11)	-	(11)
Payment of dividends	-	-	-	-	(603)	-	-	(603)
<b>Balance as at March 31, 2023</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>22,161</b>	<b>20</b>	<b>-</b>	<b>26,524</b>

\* Shares pending allotment pursuant to the Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with the Company with an appointed date of April 1, 2021, were allotted during the year ended March 31, 2023.

See accompanying notes to the standalone financial statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Place:** Ahmedabad  
**Date:** May 17, 2024

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Hiranand A. Savlani**  
Executive Director & CFO

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Jagruiti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Manan Bhavsar**  
Company Secretary

# Notes Forming Part of the Standalone Financial Statements

For the year ended March 31, 2024

## 1. COMPANY OVERVIEW

**Astral Limited** (the Company) (CIN: L25200GJ1996PLC029134) is a public Company domiciled in India and is incorporated under the provision of Companies Act applicable in India. Its shares are listed in two recognized stock exchange in India, BSE Limited and National Stock Exchange of India Limited. The registered office of the Company is located at "Astral House", 207/1, B/h. Rajpath Club, Off S. G. Highway, Ahmedabad - 380 059, Gujarat, India. The Company was established in 1996, with the aim to manufacture pro-India plumbing and drainage systems in the country. Astral Limited is equipped with production facilities at Santej, Dholka & Jamnagar (Gujarat), Ghiloth (Rajasthan), Sangli and Aurangabad (Maharashtra), Sitarganj (Uttarakhand), Hosur (Tamil Nadu), Ramdaspur Cuttack (Odisha) and Guwahati (Assam) to manufacture Plumbing systems, Drainage systems, Agriculture, Industrial, Electrical Conduit Pipes, water tanks and faucets with all kinds of necessary fittings. Adhesive business of the Company is manufacturing of various types of Adhesives and Sealants with production facilities at Santej & Dahej (Gujarat), Unnao and Rania (Uttar Pradesh).

The financial statements were approved for issue in accordance with a resolution of the board of directors on May 17, 2024.

## 2. MATERIAL ACCOUNTING POLICIES

### a) Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter read with Section 133 of the Companies Act, 2013, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). All accounting policies are consistently applied. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

These financial statements are prepared under the accrual basis and historical cost measurement except for certain financial instruments (refer accounting policy on financial instruments), which are measured at fair value. The financial statements provide comparative information in respect of the previous period. The standalone financial statements are presented in Indian National currency Rupee (₹) which is the functional currency of the Company, and all values are rounded to the nearest Million (INR 000,000), except where otherwise indicated. All amounts individually less than ₹ 0.5 Million have been reported as "0".

### b) Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

- In the principal market for the asset or liabilities; or
- In the absence of a principal market in the most advantageous market for the asset and liabilities.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transaction that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 116 Leases, and measurements that have some similarities to fair value but are not fair valued such as net realizable value in Ind AS 2 or value in use in Ind AS 36 Impairment of assets.

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

- 1) **Level 1:** Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- 2) **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- 3) **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

### c) Use of Estimates

The presentation of the financial statements is in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### d) Inventories

Inventories are stated at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes cost of purchase and other expenses incurred in bringing the inventories to their present location and condition. Raw materials, Stock in Trade, Stores, Spares and Packing materials are valued on weighted average costs.

Finished goods and work in progress includes an appropriate share of production overheads along with the material cost as defined above.

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### e) Cash and Cash Equivalents

Cash and Cash equivalents consists of cash in hand and at bank and all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase. It also includes fixed deposits maintained by the Company with banks, which can be withdrawn by the Company at any point without penalty on the principal.

### f) Revenue from Contract with Customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

#### Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, if any.

#### Variable consideration

If the consideration in a contract includes a variable amount (like discounts, rebates and other scheme benefits), the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

### Contract balances

#### • Trade receivables

Trade receivables are initially recognised for revenue from sale of goods. A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

#### • Advance from customers (Contract liability)

Advance received from customer before transfer of control of goods to the customer is recognised as contract liability.

### Interest income

Interest income from financial assets is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the effective interest rate (EIR). Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### Insurance claims

Insurance claims are accounted to the extent that there is no uncertainty in receiving the claims.

### g) Property, Plant And Equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties, freight, installation cost, and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. All the directly attributable expenditure related to construction including incidental expenditure incurred during the period of construction of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

amount of the asset and is recognised in the statement of profit and loss.

On transition to Ind AS (i.e. April 1, 2015), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

### Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, Plant and Equipment other than freehold land and properties under construction are charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.

The estimated useful lives and residual values of the property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on items of property, plant and equipment acquired/disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

### h) Intangible Assets

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### Derecognition of intangible assets

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit and loss when the asset is de-recognised.

#### Useful lives of intangible assets

Intangible assets are Amortised over their estimated useful life on a straight-line basis over a period of 5 years except assets like Brand, Distribution Network which is amortised over 7 years since as per the management's assessment that the benefits will be available for that period.

On transition to Ind AS (i.e. April 1, 2015), the Company has elected to continue with the carrying value of all Intangible assets as per the previous GAAP and use that carrying value as the deemed cost of the Intangible assets.

### i) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### (a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Depreciation on leasehold land is charged over the lease period. Depreciation on all leasehold improvements is provided over the remaining lease period or over the useful lives of the respective fixed asset, whichever is shorter.

#### (b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, and amounts expected to be paid under residual value guarantees. Lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.





## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### (c) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

### j) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is reduced from the carrying amount of the asset.

### k) Foreign Currencies

In preparing the financial statements of the Company, the transactions in currencies other than the entity's functional currency (INR) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rate prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on monetary items are recognised in the statement of profit and loss in the period in which they arise.

### l) Employee Benefits

Employee benefits include provident fund, pension fund, employee state insurance scheme, gratuity fund and compensated absences.

#### Defined contribution plan

The Company's contribution to Provident Fund, ESIC and Pension fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained

earnings and is not reclassified to in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- 1) Service costs comprising past and current service costs, gains and losses on curtailments and settlements; and
- 2) Net interest expense or income.

The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

#### Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the balance sheet date. The Company determines the liability for such accumulated leaves using the Projected Unit Credit Method with actuarial valuations being carried out at each Balance Sheet date.

#### Share based payment

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). Equity settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### m) Borrowing Costs

Borrowing cost includes interest, Amortisation of ancillary costs incurred in connection with arrangement of borrowings and exchange differences arising from foreign

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Capitalization of borrowing cost is suspended and charged to statement of profit and loss during the extended period when active development on the qualifying asset is interrupted.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

### n) Earnings Per Share

Basic earnings per share is computed by dividing the profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

### o) Taxation

Tax expense comprises current tax expense and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. 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 countries where the Company operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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 shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

#### 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.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- The initial recognition of goodwill; or
- The initial recognition of an asset or liability in a transaction which:
  - is not a business combination; and
  - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

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 re-assessed 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### p) Provisions, Contingent Liabilities and Contingent Assets and Commitments

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligations. When a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present obligations of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Contingent liability

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or

a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### Contingent asset

Contingent asset is not recognized in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### q) Investments in Subsidiaries and Joint Venture

Investments in subsidiaries and joint venture are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Investments in joint venture are accounted for using the equity method. Under the equity method the investment in joint venture is initially recognised at cost. The carrying amount of investment is adjusted to recognise changes.

### r) Non-Derivative Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value except trade receivables which is measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

#### Financial assets at amortised cost

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

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### Financial assets at fair value through profit or loss (FVTPL)

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

### Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

### Financial liabilities

Financial liabilities are subsequently measured at amortised cost using the effective interest method.

### Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

### Offsetting of financial instruments

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

### s) Derivative Financial Instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts/options and interest rate swaps.

The use of foreign currency forward contracts/options is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy. The counter party to the Company's foreign currency forward contracts is generally a bank. The Company does not use derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately.

Profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal occurs.

### t) Impairment

#### Financial assets (other than at fair value)

The Company assesses at each Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

#### Non-financial assets

##### Property, plant and equipment and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash generating unit for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

### u) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss.

An impairment loss recognised for goodwill is not reversed in subsequent periods unless (a) the impairment loss was caused by a specific external event of an exceptional nature that is not expected to recur; and (b) subsequent external events have occurred that reverse the effect of that event.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

### Common control business combination

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory and are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts included in the Company's Consolidated Financial Statements.
- No adjustments are made to reflect fair values, or recognise any new assets and liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The identity of the reserves are preserved and the reserves of the transferor become reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

### v) Current Versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification based on operating cycle.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### An asset is treated as current when it is:

1. Expected to be realized or intended to be sold or consumed in normal operating cycle;
2. Held primarily for the purpose of trading;
3. Expected to be realized within twelve months after the reporting period; or
4. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

### A liability is current when:

1. It is expected to be settled in normal operating cycle;
2. It is held primarily for the purpose of trading;
3. It is due to be settled within twelve months after the reporting period; or
4. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### w) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant

risk of causing as material adjustment to the carrying amounts of assets and liabilities within next financial year.

#### i. Useful lives of property, plant and equipment and intangible assets

As described in Note 2(g) and (h), the Company reviews the estimated useful lives and residual values, if any, of property, plant and equipment and intangible assets at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property plant and equipment and intangible assets.

#### ii. Provisions and contingent liabilities

Provisions and Contingent Liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

#### iii. Impairment of investment in subsidiaries and joint venture

The investment in subsidiaries and joint venture are tested for impairment in accordance with provisions applicable to impairment of non-financial assets. The determination of recoverable amounts of the Company's investments in subsidiaries and involves significant judgements. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount includes weighted average cost of capital and estimated operating margins.

#### iv. Impairment of goodwill

The Company tests whether goodwill has suffered any impairment on an annual basis. For the current and previous financial year, the recoverable amount of the cash generating units (CGUs) was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates.

Goodwill of ₹ 1,844 Million (Previous year: ₹ 1,844 Million) and ₹ 192 Million (Previous year: ₹ 192 Million) have been allocated for impairment testing purpose to the Cash Generating Unit (CGU) viz., Adhesives and Plumbing respectively.

The recoverable amount of all cash generating units (CGUs) has been determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management. Recoverable amounts for these CGUs has been determined based on value in use for which cash flow forecasts of the related CGU and pre tax discount rate ranges from 10% - 14% has been applied. The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The management believes that the planned market share growth is reasonably achievable.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rate and growth rate), based on a reasonable assumption, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

### v. Defined benefit obligation

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### vi. Discount, incentives & rebates

revenue is measured net of variable consideration such as discounts, incentives, rebates etc. given to the customers on the Company's sales. These discounts, incentives, rebates etc. are given on monthly, quarterly and annual basis based on target achievement by the customers. Estimation is involved during the financial year until the end of reporting year. At reporting year end date, since the targets are already achieved, no significant element of estimation are present.

## x) New and Amended Standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Company has applied for the first-time these amendments.

### i. Definition of accounting estimates - amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments do not have any impact on the financial statements.

### ii. Disclosure of accounting policies - amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

### iii. Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments do not have any impact on the financial statements.

### y) Standards Notified But Not Yet Effective

There are no standards that are notified and not yet effective as on the date.

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 3. PROPERTY, PLANT AND EQUIPMENT, GOODWILL, OTHER INTANGIBLE ASSETS, RIGHT OF USE ASSETS AND CAPITAL WORK IN PROGRESS (CWIP)

Sr. Assets No.	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION AND AMORTIZATION			NET CARRYING AMOUNT	
	As at April 1, 2023	Additions	Disposals	As at April 1, 2023	For the Year	Disposals	As at March 31, 2024	As at March 31, 2023
<b>(A) PROPERTY, PLANT AND EQUIPMENT</b>								
a. Freehold Land	2,241 (2,138)	1,150 (103)	-	3,391 (2,241)	-	-	3,391 (2,241)	2,241 (2,138)
b. Buildings	4,892 (3,778)	1,194 (1,116)	7 (2)	6,079 (4,892)	199 (165)	1 (739)	5,142 (4,153)	4,153 (3,204)
c. Plant and Equipments	10,335 (9,005)	2,387 (1,337)	132 (7)	12,590 (10,335)	1,047 (961)	114 (2)	6,879 (5,557)	5,557 (5,186)
d. Furniture and Fixtures	601 (541)	107 (62)	24 (2)	684 (601)	56 (53)	22 (1)	394 (345)	345 (337)
e. Vehicles	234 (224)	135 (35)	27 (25)	342 (234)	33 (27)	20 (13)	216 (121)	121 (125)
f. Computers and Office Equipments	354 (296)	89 (61)	13 (3)	430 (354)	61 (49)	12 (3)	169 (142)	142 (130)
<b>Total</b>	<b>18,657 (15,982)</b>	<b>5,062 (2,714)</b>	<b>203 (39)</b>	<b>23,516 (18,657)</b>	<b>1,396 (1,255)</b>	<b>169 (19)</b>	<b>16,191 (12,559)</b>	<b>12,559</b>
<b>(B) GOODWILL</b>								
a. Goodwill	2,036 (2,036)	-	-	2,036 (2,036)	-	-	2,036 (2,036)	2,036 (2,036)
<b>Total</b>	<b>2,036 (2,036)</b>	<b>-</b>	<b>-</b>	<b>2,036 (2,036)</b>	<b>-</b>	<b>-</b>	<b>2,036 (2,036)</b>	<b>2,036</b>
<b>(C) OTHER INTANGIBLE ASSETS</b>								
a. Computer software	83 (72)	55 (14)	- (3)	138 (83)	18 (8)	-	78 (60)	60 (23)
b. Brands	513 (450)	- (63)	-	513 (513)	70 (71)	-	379 (309)	134 (204)
<b>Total</b>	<b>596 (522)</b>	<b>55 (77)</b>	<b>- (3)</b>	<b>651 (596)</b>	<b>88 (79)</b>	<b>-</b>	<b>457 (369)</b>	<b>194 (227)</b>
<b>(D) RIGHT OF USE ASSETS</b>								
a. Leasehold land	438 (438)	-	62	376 (438)	19 (14)	5 (5)	20 (19)	356 (419)
b. Buildings	204 (160)	177 (44)	-	381 (204)	67 (35)	-	183 (131)	73 (64)
<b>Total</b>	<b>642 (598)</b>	<b>177 (44)</b>	<b>62 (-)</b>	<b>757 (642)</b>	<b>72 (40)</b>	<b>4 (-)</b>	<b>218 (150)</b>	<b>539 (492)</b>

Figures in brackets represents previous year figures.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### Notes:

1. Land Includes Land Purchased from Telangana State Industrial Infrastructure Corporation at Telangana, Where Title will be Transferred in the Name of the Company After Implementation of the Project in the Allotted Land:

Particulars	Gross Carrying Amount (₹ in Million)	Title deeds held in the name of	Whether title deed holder is director or relative of promoter
Land	290	Telangana State Industrial Infrastructure Corporation (TSIIC)	No

2. Leasehold land includes land having carrying amount of ₹ 53 Million for which Application of transfer of lease agreement from erstwhile Subsidiary, Resinova Chemie Limited to Astral Limited is filed before Gujarat Industrial Development Corporation (GIDC) to give impact of merger NCLT order.
3. Addition to Property plant and equipment during the year includes ₹ 12 Million used in research and development.

### Property, Plant and Equipment (For Research and Development Unit)

Assets	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION AND AMORTIZATION			NET CARRYING AMOUNT	
	As at April 1, 2023	Additions	Disposals	As at March 31, 2024	As at April 1, 2023	For the year	As at March 31, 2024	As at March 31, 2024
Buildings	41	0	-	41	5	1	6	35
	(41)	-	-	(41)	(4)	(1)	(5)	(36)
Plant and Equipments	34	12	0	46	7	4	11	35
	(23)	(11)	-	(34)	(4)	(3)	(7)	(27)
Furniture and Fixtures	7	-	-	7	2	1	3	4
	(7)	-	-	(7)	(1)	(1)	(2)	(5)
Computers and office equipments	1	0	-	1	-	-	-	1
	(1)	-	-	(1)	-	-	-	(1)
<b>Total</b>	<b>83</b>	<b>12</b>	<b>0</b>	<b>95</b>	<b>14</b>	<b>6</b>	<b>20</b>	<b>75</b>
	(72)	(11)	-	(83)	(9)	(5)	(14)	(69)

Figures in brackets represents previous year figures.

### (E) Capital Work in Progress

#### (a) Capital Work in Progress Movement

Particulars	As at April 1, 2023	Additions	Capitalised	As at March 31, 2024
Capital Work in Progress	1,261	4,110	3,906	1,464
	(1,232)	(2,378)	(2,349)	(1,261)

Figures in brackets represents previous year figures.

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

(b) Capital Work in Progress Ageing

(₹ in Million)

Particulars	Capital Work In Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>					
Projects in progress	1,366	97	1	-	1,464
<b>Total</b>	<b>1,366</b>	<b>97</b>	<b>1</b>	<b>-</b>	<b>1,464</b>
<b>As at March 31, 2023</b>					
Projects in progress	1,163	59	28	11	1,261
<b>Total</b>	<b>1,163</b>	<b>59</b>	<b>28</b>	<b>11</b>	<b>1,261</b>

4. INVESTMENTS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current Investments</b>		
<b>Investment in Equity Instruments of Subsidiary at cost</b>		
<b>Unquoted</b>		
i) 95 (as at March 31, 2023: 95) Shares of GBP 1/- each fully paid up in Seal It Services Limited, UK.	934	934
ii) 304,000,000 (as at March 31, 2023 : Nil) Shares of ₹ 10/- each fully paid up in Astral Coatings Private Limited (formerly known as Gem Paints Private Limited), India (Note c)	2,773	-
<b>Total</b>	<b>3,707</b>	<b>934</b>
<b>Investment in Optionally Convertible Debentures of Subsidiary at cost</b>		
<b>Unquoted</b>		
i) Nil (as at March 31, 2023 : 19,400) 0.0001% Optionally Convertible Debentures (OCDs) equivalent to face value of ₹ 0.1 Million in Anabha Ventures Private Limited (formerly known as Gem Paints Private Limited), India (Note c)	-	1,940
<b>Total</b>	<b>-</b>	<b>1,940</b>
<b>Investments in Subsidiaries</b>	<b>3,707</b>	<b>2,874</b>
<b>Investment in Equity Instruments of Joint Venture at cost</b>		
<b>Unquoted</b>		
i) 1,000,000 (as at March 31, 2023 : 1,000,000) Shares of Kenyan Shilling 50/- each fully paid up in Astral Pipes Limited, Kenya.	29	29
<b>Less: Effect of diminution in value of investment</b>	(29)	(29)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Investment in Preference Shares of Joint Venture at cost</b>		
<b>Unquoted</b>		
i) 7,200,000 (as at March 31, 2023 : 7,200,000) Non-Cumulative Redeemable Preference Shares of Kenyan Shilling 50/- each fully paid up in Astral Pipes Limited, Kenya.	217	217
<b>Less: Effect of diminution in value of investment</b>	(165)	(165)
<b>Less: Loan component of compound financial instrument</b>	(52)	(52)
<b>Equity component of compound financial instrument</b>	<b>-</b>	<b>-</b>
<b>Investments in Joint venture</b>	<b>-</b>	<b>-</b>





## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 4. INVESTMENTS (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investment in equity shares of Others at fair value through Profit &amp; loss</b>		
i) 10,000 (as at March 31, 2023: 10,000) Shares of ₹ 10/- each subscribed in Astral Foundation, India. (Note d)	0	0
<b>Investments in others</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>3,707</b>	<b>2,874</b>

#### Notes:

- Aggregate carrying value of unquoted investments is ₹ 3,707 Million as at March 31, 2024 (as at March 31, 2023: ₹ 2,874 Million).
- Aggregate amount of diminution in value of investments is ₹ 194 Million as at March 31, 2024 (as at March 31, 2023: ₹ 194 Million).
- NCLT, through its Order dated July 17, 2023, approved the Scheme of arrangement wherein the Operating Paints Business of Gem Paints Private Limited i.e. demerged Company has been transferred to its subsidiary, namely, Esha Paints Private Limited i.e. Resultant Company and renamed as Gem Paints Private Limited (now known as Astral Coatings Private Limited) with the appointed date April 1, 2022, which was filed with Registrar of Companies on August 1, 2023 i.e. effective date.  
  
Upon the Scheme becoming effective, the Company had withdrawn the nomination of the majority of Directors on the Board of Demerged Company, whereby the demerged Company (including its subsidiaries and associates, representing the non-operating business) had ceased to be a subsidiary of the Company.  
  
During the financial year ended March 31, 2024, 0.0001% Optionally Convertible Debentures (OCDs) were transferred to the Resultant Company as part of Operating Paints Business of demerged Company and were fully redeemed as per the definitive agreements. Subsequently, the Company has acquired 80% equity stake (including an additional controlling stake of 29%) for a consideration of ₹ 2,773 Million in Astral Coatings Private Limited.
- The Company has promoted section 8 Company, i.e Astral Foundation, under the Companies Act, 2013 for the purpose of carrying out CSR activities.

### 5. LOANS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
<b>(Unsecured, considered good)</b>		
Loans to related parties (Note 36 & 37)*	377	286
Loans and Advances to Employees	2	2
<b>Total</b>	<b>379</b>	<b>288</b>
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Loans and Advances to Employees	5	5
Loan given**	-	200
<b>Total</b>	<b>5</b>	<b>205</b>

**Note:** Refer note 38 for detailed disclosure on the fair values.

\* Includes portion of compound financial instrument and fair valuation of loan (net of impairment) of Nil as at March 31, 2024 (as at March 31, 2023: Nil)

\*\* Loan amount given for business purposes, carries interest rate of 7% p.a. and same was received back during the current year.

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## 6. OTHER FINANCIAL ASSETS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
<b>(Unsecured, considered good, unless otherwise stated)</b>		
Security deposits	159	111
Earmarked deposit accounts	2	2
Advance for purchase of non current investments (Note 37)	143	143
<b>Less:</b> Allowance for expected credit loss (Note 37 & 42)	(34)	(34)
	109	109
<b>Total</b>	<b>270</b>	<b>222</b>
<b>Current</b>		
<b>(Unsecured, considered good, unless otherwise stated)</b>		
Security deposits	11	8
Interest accrued on loans and deposits from related parties (Note 37)	5	1
Interest accrued on loans and deposits from others	1	13
Discount receivables	65	48
Others	2	0
<b>Total</b>	<b>84</b>	<b>70</b>

**Note:** Refer note 38 for detailed disclosure on the fair values.

## 7. TAX ASSETS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Taxes receivable (Net of Provision)	91	-
<b>Total</b>	<b>91</b>	<b>-</b>
<b>Current</b>		
Taxes receivables (Net of Provisions)	-	174
<b>Total</b>	<b>-</b>	<b>174</b>

## 8. OTHER ASSETS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Capital Advances	208	126
Prepaid Expenses	8	4
<b>Total</b>	<b>216</b>	<b>130</b>



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 8. OTHER ASSETS (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Advances to Suppliers	127	474
Balances with Government authorities	270	196
Prepaid Expenses	174	173
<b>Total</b>	<b>571</b>	<b>843</b>

### 9. INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	3,110	3,561
Work-in-Progress	573	598
Finished Goods	3,625	2,879
Traded Goods	258	265
Packing Materials	135	127
Stores, Spares and Consumables	328	267
<b>Total</b>	<b>8,029</b>	<b>7,697</b>

### 10. TRADE RECEIVABLES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Unsecured, considered good	2,674	2,352
Unsecured, credit impaired	66	71
	<b>2,740</b>	<b>2,423</b>
<b>Less:</b> Allowance for expected credit loss	(66)	(71)
<b>Total</b>	<b>2,674</b>	<b>2,352</b>

**Note:** Refer Note 38 for information about credit risk and market risk of Trade receivables.

#### Break-up of Trade Receivables

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables from other than related parties	2,674	2,352
Trade receivables from related parties (Note 37)	-	-
<b>Total</b>	<b>2,674</b>	<b>2,352</b>

#### Notes:

- The Company offers credit period up to 180 days.
- Before accepting any new customer, the Company assesses the potential customer's creditability and defines credit limits for each customer. Such limits are reviewed annually.

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

3. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

### 4. Movement in Expected Credit Loss Allowance

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	71	72
<b>Less:</b> Utilisation during the year	5	1
<b>Balance at the end of the year</b>	<b>66</b>	<b>71</b>

### 5. Trade receivables Ageing Schedule

(₹ in Million)

Particulars	Curent but 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	
As at March 31, 2024							
Undisputed Trade Receivables – considered good	2,288	386	-	-	-	-	2,674
Undisputed Trade receivable– credit impaired	-	18	4	7	3	-	32
Disputed Trade receivables– credit impaired	-	-	2	2	1	29	34
Total	2,288	404	6	9	4	29	2,740
As at March 31, 2023							
Undisputed Trade Receivables– considered good	2,207	145	-	-	-	-	2,352
Undisputed Trade receivable– credit impaired	-	20	6	5	-	4	35
Disputed Trade receivables– credit impaired	-	-	-	1	11	24	36
Total	2,207	165	6	6	11	28	2,423

## 11. CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on Hand	6	6
Balances with Banks in current accounts	403	255
Cheques on hand	523	252
Balances with Banks in deposit accounts	750	-
Investments in mutual funds	3,987	3,430
<b>Total</b>	<b>5,669</b>	<b>3,943</b>



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 12. OTHER BALANCES WITH BANKS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
In deposit accounts	1	502
Unclaimed dividend and bonus accounts (Note 19)	1	1
<b>Total</b>	<b>2</b>	<b>503</b>

**Note:** Unclaimed dividend and bonus account balance can only be used for the purpose it has been maintained.

### 13. EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised Share Capital</b>		
500,000,000 (as at March 31, 2023 : 500,000,000) Equity Shares of ₹ 1/- each	500	500
<b>Total</b>	<b>500</b>	<b>500</b>
<b>Issued, Subscribed &amp; Fully Paid Share Capital</b>		
268,627,009 (as at March 31, 2023 : 268,611,572) Equity Shares of ₹ 1/- each fully paid up	269	269
<b>Total</b>	<b>269</b>	<b>269</b>

#### a) Rights, Preferences and Restrictions Attached to Shares

The Company has issued only one class of equity shares having value of ₹ 1/- per Share. Each holder of equity shares is entitled to one vote per share and are entitled to dividend as and when declared. All shares rank equally with regard to the Company's residual assets after distribution of all preferential amounts.

#### b) Reconciliation of Number of Shares and Amount Outstanding at the Beginning and at the End of the Reporting Period

Particulars	No. of Shares	₹ in Million
<b>Balance as at April 1, 2022</b>	<b>200,920,181</b>	<b>201</b>
<b>Add:</b> Shares issued - under Employee Stock option scheme 'ESOP 2015' (Note f)	5,998	0
<b>Add:</b> Shares Issued - pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited	532,500	1
<b>Add:</b> Bonus Shares issued (Note 14(c))	67,152,893	67
<b>Balance as at March 31, 2023</b>	<b>268,611,572</b>	<b>269</b>
<b>Add:</b> Shares issued - under Employee Stock option scheme 'ESOP 2015' (Note f)	15,437	0
<b>Balance as at March 31, 2024</b>	<b>268,627,009</b>	<b>269</b>

**Note:** 147,512,276 shares were allotted as bonus shares in the last five financial years by capitalisation of Securities Premium.

#### c) Number Of Shares Reserved for Issue Under Options

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding at the end of the year	95,880	119,034



Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

**d) Details of Share Held by Each Shareholder Holding More Than 5% Shares**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Sandeep Pravinbhai Engineer</b>		
No. of Shares	84,817,218	84,817,218
% of Shares Held	31.57	31.58
<b>Saumya Polymers LLP</b>		
No. of Shares	22,775,195	26,395,932
% of Shares Held	8.48	9.83
<b>Jagruti Sandeep Engineer</b>		
No. of Shares	20,318,688	20,318,688
% of Shares Held	7.56	7.56
<b>Kairav Chemicals Limited</b>		
No. of Shares	17,420,065	18,480,065
% of Shares Held	6.48	6.88

**e) Shares Held by Promoters and Promoter Group Entities**

Particulars	No of Shares	% of Total Shares	% Change during the year
<b>As at March 31, 2024</b>			
Sandeep Pravinbhai Engineer	84,817,218	31.57	(0.01)
Saumya Polymers LLP	22,775,195	8.48	(1.35)
Jagruti Sandeep Engineer	20,318,688	7.56	-
Kairav Chemicals Limited	17,420,065	6.48	(0.40)
<b>As at March 31, 2023</b>			
Sandeep Pravinbhai Engineer	84,817,218	31.58	0.19
Saumya Polymers LLP	26,395,932	9.83	(0.02)
Jagruti Sandeep Engineer	20,318,688	7.56	(0.02)
Kairav Chemicals Limited	18,480,065	6.88	(0.02)

**f) Stock Options Granted Under the Employee Stock Options Scheme**

**1. Details of the Employee stock option plan of the Company**

**Astral Limited** (the Company) formulated Employees Stock Option Scheme viz. Astral Employee Stock Option Scheme 2015 ("the Scheme") for the benefit of employees of the Company. Shareholders of the Company approved the Scheme by passing special resolution through postal ballot dated October 21, 2015 and was further amended vide shareholders resolution passed in the Annual General Meeting held on August 21, 2020. Under the said Scheme, Nomination and Remuneration Committee is empowered to grant stock options to eligible employees of the Company, up to 150,000 (Ex-bonus) Minimum vesting period of stock option is one year and exercise period of stock option is one year from the date of vesting.

The Committee granted 16,282 stock options on November 14, 2015, 21,600 stock options on March 30, 2017, 22,400 stock options on November 13, 2017, 7,450 stock options (Ex-bonus) on June 29, 2019, 9,310 stock options on October 24, 2019, 12,413 stock options on August 4, 2020, 12,413 stock options on July 1, 2021, 15,996 stock options on October 8, 2022 and 15,436 stock options on October 18, 2023 totaling 135,160 stock options till date. Each stock option is exercisable into one equity share of face value of ₹ 1/- each.

The Company made bonus issue of shares in the proportion of 1:3 i.e. 1 (One) bonus equity shares of ₹ 1/- each for every 3 (Three) fully paid-up equity shares held during the financial year 2022-23. A fair and reasonable adjustment was made in respect of options unvested/yet to be exercised, options available for grant and their exercise price to give effect to the bonus in compliance with the SEBI (Share Based



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

Employee Benefits) Regulations, 2015. Post Bonus issue adjustment the Exercise price of all stock options available for grant and options unvested/yet to be exercised arrives at ₹ 22.5 share (Ex-bonus exercise price of all stock options was ₹ 30/- share). Each stock option is exercisable into one equity share of face value of ₹ 1/- each.

Further the Company has obtained in principle approval from stock exchanges for additional 37,652 equity shares under Astral Employee Stock Option Scheme, 2015 pursuant to Bonus Issue of shares by the Company as approved by shareholders vide ordinary resolution dated March 3, 2023.

The following stock based payment arrangement were in existence during the current and previous year:

Option Series	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Grant date	18-10-2023	08-10-2022	01-07-2021	04-08-2020
Number of shares	15,436	15,996*	12,413	12,413*
Expiry date	17-10-2025	07-10-2024	30-06-2023	03-08-2022
Exercise price	₹ 22.50	₹ 22.50*	₹ 30	₹ 30*
Fair value at grant date	1,919	2,205	1,939	903

\* Adjusted pursuant to bonus issue

### 2. Movement in stock options during the year:

The following is the reconciliation of the stock option outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2024	As at March 31, 2023
Options outstanding, beginning of the year	23,578	11,997
Options granted during the year (including bonus adjustment)	15,436	15,996
Options exercised during the year	15,437	5,998
Option Lapsed/surrendered/forfeited	423	416
Bonus impact on option series outstanding at the beginning of the Year	-	1,999
<b>Options Outstanding, end of the year</b>	<b>23,154</b>	<b>23,578</b>
<b>Of which:</b>		
Not Vested	23,154	23,578
<b>Add:</b> Adjustment on Account of Bonus Issue in ratio of 1:3 during the year 2022-23	-	35,653
<b>Options available for grant</b>	<b>95,880</b>	<b>1,19,034</b>

Options available for grants during the year 2022-23, has been adjusted with bonus shares issued during the year:

### 3. Fair value of share options granted:

Fair value of the share options granted during the year is ₹ 1,919/- (previous financial years ₹ 2,205/-, ₹ 1,939/- and ₹ 903/- respectively for options granted on October 8, 2022, July 1, 2021 and August 4, 2020). The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model;

Option Series	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Option grant date	18-10-2023	08-10-2022	01-07-2021	04-08-2020
Fair value at Grant date	₹ 1,919	₹ 2,205	₹ 1,939	₹ 903
Exercise Price	₹ 22.5	₹ 22.5*	₹ 30	₹ 30*

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

3. Fair value of share options granted: (Contd.)

Particulars	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Expected Volatility	67%	61%	191%	79%
Expected life of Option	2 years	2 years	2 years	2 years
Dividend Yield	0.73%	0.77%	0.81%	0.65%
Risk Free Interest Rate	7.33%	7.31%	6.04%	6.02%

\*Adjusted pursuant to bonus issue.

4. Stock options exercised:

The following stock options were exercised during the current and previous year:

Particulars	Number exercised	Avg Share price at exercise date	Exercise date
Granted on July 1, 2021	7,719	1,787	14-07-2023
Granted on October 8, 2022	7,718	1,848	18-10-2023
Granted on July 1, 2021	5,998	1,654	23-07-2022

5. Stock options outstanding at the end of the year:

The stock option outstanding at the end of the current year had a weighted average exercise price of as ₹ 22.50 (Previous year: ₹ 22.50), and weighted average remaining contractual life of 441 days (i.e. 1.21 years) (Previous year: 401 days (i.e. 1.10 years)).

14. OTHER EQUITY

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital Reserve</b>		
Balance at the beginning of the year	95	95
<b>Balance at the end of the year</b>	<b>95</b>	<b>95</b>
<b>Securities Premium</b>		
Balance at the beginning of the year	3,976	4,031
<b>Add:</b> Premium on shares issued under Stock option Scheme 'ESOP 2015' (Note 13(f))	25	12
<b>Less:</b> Utilised during the year for issue of Bonus Shares (Note c)	-	67
<b>Balance at the end of the year</b>	<b>4,001</b>	<b>3,976</b>
<b>General Reserve</b>		
Balance at the beginning of the year	260	260
<b>Balance at the end of the year</b>	<b>260</b>	<b>260</b>
<b>Revaluation Reserve</b>		
Balance at the beginning of the year	12	12
<b>Balance at the end of the year</b>	<b>12</b>	<b>12</b>
<b>Shares pending allotment</b>		
Balance at the beginning of the year	-	1
<b>Less:</b> Consequent to business combination	-	1
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## 14. OTHER EQUITY (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Stock Options Outstanding Account</b>		
Balance at the beginning of the year	38	23
<b>Add:</b> On account of options granted during the year	24	26
	<b>62</b>	<b>49</b>
<b>Less:</b> Option Lapsed/surrendered/forfeited	-	-
<b>Less:</b> Exercise of employee stock options	25	11
	<b>37</b>	<b>38</b>
<b>Less:</b> Deferred employee Compensation expenses	21	18
<b>Balance at the end of the year</b>	<b>16</b>	<b>20</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	22,161	18,295
<b>Add:</b> Profit for the year	5,504	4,479
<b>Add:</b> Other comprehensive income	(13)	(10)
<b>Less:</b> Payment of dividend on equity shares (Note a & b)	1,007	603
<b>Balance at the end of the year</b>	<b>26,645</b>	<b>22,161</b>
<b>Total</b>	<b>31,029</b>	<b>26,524</b>

## Notes:

- In August 2023 and October 2023, the dividend of ₹ 2.25 per share (total dividend ₹ 604 Million) and ₹ 1.50 per share (total dividend ₹ 403 Million) respectively, was paid to holders of fully paid equity shares.
- In August 2022 and November 2022, the dividend of ₹ 1.75 per share (total dividend ₹ 352 Million) and ₹ 1.25 per share (total dividend ₹ 251 Million) respectively, was paid to holders of fully paid equity shares.
- During the financial year 2022-23, the Company allotted 67,152,893 equity shares of ₹ 1/- each as fully paid up bonus shares by utilising securities premium amounting to ₹ 67 Million, pursuant to an ordinary resolution passed after taking the consent of shareholders through Extra Ordinary General Meeting.
- Nature and Purpose of reserve  
**Capital reserve**  
 The Company has created capital reserve out of capital subsidies received from state Governments of ₹ 4 Million, further Capital Reserve of ₹ 91 Million created on amalgamation of erstwhile subsidiaries, Resinova Chemie Limited and Astral Biochem Private Limited, with the Company.

## Securities premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium. This reserve is available for utilization in accordance with the provisions of the Companies Act, 2013. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

## General reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. It can be used for distribution to equity shareholders only in compliance with the Companies Act, 2013, as amended.

## Revaluation reserve

The Company has created revaluation reserve out of revaluation of land carried out during the year 2004-05.

## Shares pending allotment

Shares pending allotment represents equity shares to be issued pursuant to business combination.

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### Stock options outstanding account

StockOptionOutstandingAccount is used to recognise grand date fair value options vested to employees under various equity settled schemes. The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit

and Loss with corresponding credit to Stock Options Outstanding Account.

### Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

## 15. BORROWINGS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
<b>Unsecured - at amortised cost</b>		
Term Loans From Banks	300	-
<b>Less:</b> Current maturity of long term loans	3	-
	<b>297</b>	<b>-</b>
<b>Unsecured - at amortised cost</b>		
Buyers Credit	-	21
<b>Less:</b> Current maturity of long term buyers credit	-	-
	-	21
<b>Total</b>	<b>297</b>	<b>21</b>
<b>Current</b>		
Current maturities of long term borrowings	3	-
<b>Total</b>	<b>3</b>	<b>-</b>

### Notes:

- Refer Note 38 for information about liquidity risk.
- Working capital facilities of the Company from certain banks are secured by way of first Pari-Passu charge on the current asset.
- Term Loan of IndusInd Bank Limited of ₹ 300 Million (as at March 31, 2023: Nil) repayable within 72 months till December 2029. Rate of Interest for Term Loan ranges from 7.50% to 8.50%.
- Buyers Credit : Rate of interest for buyer's credit ranges from 5.00% to 7.00% p.a.
  - Axis Bank Limited buyer's credit of ₹ Nil (as at March 31, 2023: ₹ 21 Million) repaid.

## 16. PROVISIONS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Provision for Employee Benefits (Note 34)	50	29
<b>Total</b>	<b>50</b>	<b>29</b>
<b>Current</b>		
Provision for Employee Benefits (Note 34)	7	17
<b>Total</b>	<b>7</b>	<b>17</b>





## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

**17. DEFERRED TAX LIABILITIES (NET)**

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Deferred Tax Liabilities (net)	440	394
<b>Total</b>	<b>440</b>	<b>394</b>

**Deferred Tax Liabilities/(Assets) in Relation to**

(₹ in Million)

Particulars	As at April 1, 2022	Recognised in profit and loss	As at March 31, 2023
Property, Plant and Equipment and Intangible assets	388	37	425
Provision for doubtful trade receivables	(20)	-	(20)
Disallowances under Section 43B of Income Tax Act	(8)	(3)	(11)
Others	28	(28)	-
<b>Total</b>	<b>388</b>	<b>6</b>	<b>394</b>

(₹ in Million)

Particulars	As at April 1, 2023	Recognised in profit and loss	As at March 31, 2024
Property, Plant and Equipment and Intangible assets	425	45	470
Provision for doubtful trade receivables	(20)	2	(18)
Disallowances under Section 43B of Income Tax Act	(11)	(2)	(13)
Others	-	1	1
<b>Total</b>	<b>394</b>	<b>46</b>	<b>440</b>

**18. TRADE PAYABLES**

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
a. Total outstanding dues of micro enterprises and small enterprises	483	362
<b>Total</b>	<b>483</b>	<b>362</b>
b. Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Operational Buyer's credit	2,786	2,789
- Due to others	4,820	4,160
<b>Total</b>	<b>7,606</b>	<b>6,949</b>
<b>Total</b>	<b>8,089</b>	<b>7,311</b>

**Notes:**

- a. Refer Note 38 for information about credit risk, market risk and liquidity risk of Trade payables.

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

- b. Disclosure under the micro, small and medium enterprises development act, 2006 are provided as under for the year 2023-24, to the extent the Company has received intimation from the "Suppliers" regarding their status under the act: (₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
Principal amount due to micro and small enterprise	483	362
Interest due on above	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditor.

### c. Break-up of Trade Payables

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables to other than related parties	8,089	7,311
Payables to related parties (Note 37)	-	-
<b>Total</b>	<b>8,089</b>	<b>7,311</b>

### d. Trade Payables Ageing Schedule

(₹ in Million)

Particulars	Unbilled dues	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
Total outstanding dues of micro enterprises and small enterprises	-	483	-	-	-	-	483
Total outstanding dues of creditors other than micro enterprises and small enterprises	11	6,868	722	5	0	-	7,606
Total	11	7,351	722	5	0	-	8,089



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## d. Trade Payables Ageing Schedule (Contd.)

(₹ in Million)

Particulars	Unbilled dues	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023							
Total outstanding dues of micro enterprises and small enterprises	-	362	-	-	-	-	362
Total outstanding dues of creditors other than micro enterprises and small enterprises	13	6,342	592	2	-	-	6,949
Total	35	6,704	592	2	-	-	7,311

## 19. OTHER FINANCIAL LIABILITIES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Interest accrued but not due on buyer's credit	38	27
Payable for capital goods	450	292
Unclaimed dividends and bonus* (Note 12)	1	1
Others**	416	256
<b>Total</b>	<b>905</b>	<b>576</b>

\* All the amounts required to be transferred to the Investor Education and Protection Fund by the Company have been transferred within the time frame prescribed for the same.

\*\* Mainly represents dues payable to Employees (refer note 37 for payables to related parties).

## 20. OTHER CURRENT LIABILITIES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues	664	469
Contract liabilities - Advance received from customers	117	129
<b>Total</b>	<b>781</b>	<b>598</b>

**Note:** The Contract liabilities outstanding at the beginning of the current year and previous year have been recognised as revenue during the year ended March 31, 2024 and March 31, 2023 respectively.

## 21. CURRENT TAX LIABILITIES (NET)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax payables (net of advance tax)	61	61
<b>Total</b>	<b>61</b>	<b>61</b>

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## 22. REVENUE FROM OPERATIONS

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from contract with customers	50,912	45,983
Other operating revenues	122	133
<b>Total</b>	<b>51,034</b>	<b>46,116</b>

**Note:** The Company deals into plastic products, mainly, Pipe & Fittings, tanks, faucets & sanitaryware and adhesives and hence no disaggregation of revenue is provided. For segment information, refer note 41. Other information relating to contract balances, i.e. Trade Receivables and Advance from customers, is stated in note 10 and 20.

## 23. OTHER INCOME

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Interest Income</b>		
From Bank deposits	11	29
From Related party (Note 37)	19	17
From Financial assets	22	25
From Others	5	-
Gain on Sale of Mutual funds (Net)	199	94
Foreign exchange gains (Net)	103	25
Miscellaneous Income	31	49
<b>Total</b>	<b>390</b>	<b>239</b>

## 24. COST OF MATERIALS CONSUMED

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Consumption of Raw Material</b>		
Inventories at the beginning of the year	3,561	2,511
<b>Add:</b> Purchases	29,942	30,188
<b>Less:</b> Inventories at the end of the year	3,110	3,561
	<b>30,393</b>	<b>29,138</b>
<b>Consumption of Packing Material</b>		
Inventories at the beginning of the year	127	90
<b>Add:</b> Purchases	892	879
<b>Less:</b> Inventories at the end of the year	135	127
	<b>884</b>	<b>842</b>
<b>Total</b>	<b>31,277</b>	<b>29,980</b>



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

**25. PURCHASE OF TRADED GOODS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of Traded Goods	659	604
<b>Total</b>	<b>659</b>	<b>604</b>

**26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Inventories at the end of the year</b>		
Finished Goods	3,625	2,879
Work-in-progress	573	598
Traded Goods	258	265
	<b>4,456</b>	<b>3,742</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	2,879	3,371
Work-in-progress	598	354
Traded Goods	265	81
	<b>3,742</b>	<b>3,806</b>
<b>Net (Increase)/Decrease</b>	<b>(714)</b>	<b>64</b>

**27. EMPLOYEE BENEFITS EXPENSE**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages	3,113	2,249
Share based payments to employees (Note 13(f))	21	18
Contribution to Provident and Other Funds (Note 34)	120	95
Staff Welfare Expenses	170	104
<b>Total</b>	<b>3,424</b>	<b>2,466</b>

**28. FINANCE COSTS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Interest expense</b>		
Loans from Banks	159	86
Others	18	11
Other borrowing costs	8	7
Exchange differences regarded as an adjustments to borrowing costs	25	229
<b>Total</b>	<b>210</b>	<b>333</b>



Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## 29. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on Property, plant and equipment (Note 3(A))	1,396	1,255
Amortization on Other Intangible assets (Note 3(C))	88	79
Amortization on Right of use assets (Note 3(D))	72	40
<b>Total</b>	<b>1,556</b>	<b>1,374</b>

## 30. OTHER EXPENSES

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Consumption of Stores, Spares and Packing Materials	1,020	858
Power and Fuel	1,268	986
Rent (Note 37 & 39)	113	91
Repairs expenses	209	144
Insurance expenses	92	89
Rates and Taxes	13	10
Communication expenses	56	40
Travelling expenses	632	401
Factory and Other expenses	87	63
Printing and stationary expenses	12	9
Freight and Forwarding	1,357	836
Commission	16	24
Royalty Expense	24	22
Advertisement and Sales Promotions expenses	2,197	1,478
Directors Sitting Fees (Note 37)	2	3
Donations and Contributions (Note a)	-	20
Expenditure on Corporate Social Responsibility (Note 35 & 37)	112	91
Security Service Charges	118	85
Legal and Professional	144	114
Payments to Auditors (Note b)	3	4
(Profit)/Loss on disposal of Property, Plant and Equipment (net)	63	5
Other Expenses	123	118
<b>Total</b>	<b>7,661</b>	<b>5,491</b>

a. Donations and contributions include political contribution of ₹ Nil (Previous year: ₹ 20 Million)

### b. Payment to Auditors (Excluding GST):

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
For statutory audit and certification	3	4
<b>Total</b>	<b>3</b>	<b>4</b>



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 31. TAX EXPENSES (NET)

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Current tax</b>		
In respect of the current year	1,838	1,534
In respect of earlier years	(37)	(9)
<b>Total</b>	<b>1,801</b>	<b>1,525</b>
<b>Deferred tax</b>		
In respect of the current year	46	6
<b>Total</b>	<b>46</b>	<b>6</b>

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below:

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Profit before tax</b>	<b>7,351</b>	<b>6,010</b>
Income tax expense @ 25.168% (FY 2022-23 : @ 25.168%)	1,850	1,513
<b>Differences due to:</b>		
Effect of allowances/disallowances	30	25
Others	4	2
<b>Total</b>	<b>1,884</b>	<b>1,540</b>
Adjustments in respect of earlier years	(37)	(9)
<b>Tax expense as per statement of Profit and loss</b>	<b>1,847</b>	<b>1,531</b>

The Company's weighted average tax rates for the year ended March 31, 2024 and March 31, 2023 were 25.13% and 25.47% respectively.

### 32. EARNINGS PER SHARE

Particulars		Year ended March 31, 2024	Year ended March 31, 2023
Profit for the year attributable to owners of the Company (₹ in Million)	[a]	5,504	4,479
Weighted average number of equity shares for Basic EPS (*)	[b]	268,620,556	268,609,715
<b>Add:</b> Effects of dilutive shares options outstanding	[c]	20,110	14,233
Weighted average number of equity shares for Diluted EPS	[d] = [b] + [c]	268,640,666	268,623,948
Nominal Value per shares (₹)	[e]	1	1
Basic Earnings Per Share (in ₹)	[f] = [a]/[b]	20.49	16.67
Diluted Earnings Per Share (in ₹)	[g] = [a]/[d]	20.49	16.67

\* Year ended March 31, 2023 Includes 532,500 equity shares issued on account of business combination.

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 33. CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR

(₹ in Million)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
<b>Contingent Liabilities# *</b>			
1	In respect of Income Tax	16	33
2	In respect of Goods and Service Tax (GST), Value Added Tax and Central Sales Tax	11	61
<b>Commitments</b>			
1	Capital Contracts remaining to be executed (Net of Advances)	1,917	1,084
2	Letters of Credits for Purchases	1,164	584

# The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

\* Future cash outflows in respect of the above matters are determined only on receipt of judgments/decisions pending at various forums/authorities.

### 34. EMPLOYEE BENEFITS

#### Post-Employment Benefit

##### Defined Contribution Plan

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in Note 27 ₹ 92 Million (Previous Year: ₹ 74 Million).

##### Defined Benefit Plan

The Company has defined benefit plans for gratuity to eligible employees, contributions for which are made to insurance service providers who invests the funds as per IRDA guidelines. The details of these defined benefit plans recognised in the financial statements are as under:

##### General Description of the Plan

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

The defined benefit plans typically expose to the Company to various risk such as:

**Interest rate risk:** A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset liability matching risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration risk:** Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### a) Movement in present value of defined benefit obligation are as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Obligations at the beginning of the year	151	124
Current service cost	26	21
Interest cost	11	9
Actuarial (gain)/loss – due to change in financial assumptions	6	(2)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	2
Actuarial (gain)/loss-due to experience adjustments	12	8
Benefits paid	(11)	(11)
<b>Present value of benefit obligation at the end of the year</b>	<b>195</b>	<b>151</b>

### b) Movement in the fair value of plan assets are as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Plan assets at the beginning of the year, at fair value	137	111
Interest Income	9	8
Return on plant assets excluding interest income	5	(2)
Contributions from the employer	52	31
Benefits paid	(11)	(11)
Fair value of plan assets at the end of the year	192	137

### c) The amount included in the balance sheet arising from the entities obligation in respect of defined benefit plan is as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Present value of benefit obligation at the end of the year	(195)	(151)
Fair value of plan assets at the end of the year	192	137
<b>Net liability arising from defined benefit obligation</b>	<b>(3)</b>	<b>(14)</b>

### d) Amount recognised in the Statement of Profit and Loss in respect of the defined benefits plans are as follows:

(₹ in Million)

Particulars	Gratuity	
	Year ended March 31, 2024	Year ended March 31, 2023
Current service cost	26	20
Net Interest expense	2	1
<b>Components of defined benefit costs recognised in the Statement of Profit and Loss</b>	<b>28</b>	<b>21</b>

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

d) Amount recognised in the Statement of Profit and Loss in respect of the defined benefits plans are as follows (Contd.):

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
<b>Remeasurement on the net defined benefit liability:</b>		
Actuarial (gains)/losses on obligation for the period	18	8
Return on plant assets, excluding interest income	(5)	2
<b>Components of defined benefit costs recognised in Other Comprehensive Income</b>	<b>13</b>	<b>10</b>
<b>Total</b>	<b>41</b>	<b>31</b>

e) Investment details of plan assets:

To fund the obligations under the gratuity plan, Contributions are made to Insurance service providers, who invests the funds as per (Insurance Regulatory and Development Authority) IRDA guidelines.

f) The defined benefit obligations shall mature after year ended March 31, 2024 as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
1 <sup>st</sup> Following Year	12	11
2 <sup>nd</sup> Following Year	10	7
3 <sup>rd</sup> Following Year	15	9
4 <sup>th</sup> Following Year	10	12
5 <sup>th</sup> Following Year	13	9
Sum of Years 6 To 10	76	60
Thereafter	336	273

The average duration of the defined benefit plan obligation at the end of the reporting period is 11 years (March 31, 2023: 11 years).

g) Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Delta effect of +1% change in the rate of Discounting	(18)	(14)
Delta effect of -1% change in the rate of Discounting	21	16
Delta effect of +1% change in the rate of salary Increase	20	16
Delta effect of -1% change in the rate of salary increase	(17)	(14)
Delta effect of +1% change in the rate of employee turnover	(1)	0
Delta effect of -1% change in the rate of employee turnover	1	0

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.





## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The Company expects to make a contribution of ₹ 3 Million (as at March 31, 2023: ₹ 14 Million) to the defined benefit plans during the next financial year.

### h) The principal assumptions used for the purpose of actuarial valuation were as follows:

Particulars	Gratuity	
	Year ended March 31, 2024	Year ended March 31, 2023
Discount Rate	7.22%	7.52%
Expected return on plan assets	7.22%	7.52%
Annual Increase in Salary Costs	7.00%	7.00%
Rate of Employee turnover	For service 4 years and below 7.00% p.a. For service 5 years and above 4.00% p.a	For service 4 years and below 7.00% p.a. For service 5 years and above 4.00% p.a.
Mortality Tables	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Future Salary Increases are based on long term average salary rise expected considering inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market. Future Separation & mortality rates are obtained from relevant data of Life Insurance Corporation of India.

## 35. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A</b> Gross amount required to be spent during the year	112	91
<b>B</b> Amount approved by the Board to be spent during the year	112	91
<b>C Amount spent during the year</b>		
I Construction/acquisition of any asset	-	-
II On purposes other than (i) above	112	91
<b>D Details related to spent</b>		
I Directly spent by the Company	-	-
II Contribution to Public Trust	-	-
III Contribution to Charitable Trust	4	2
IV Contribution to a trust/section 8 Company controlled by the Company	108	89
V Unspent amount in relation to:		
Ongoing project	-	-
Other than ongoing project	-	-

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

**36. DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186 OF THE COMPANIES ACT, 2013**

(₹ in Million)

Name of the party	Relationship	Maximum amount outstanding during the year		Amount outstanding	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans (Unsecured)					
Astral Coatings Private Limited	Subsidiary	8	-	-	-
Seal IT Services Limited	Subsidiary	382	287	382	287
Advance for purchase of Non-current Investment					
Astral Pipes Limited	Joint Venture	109	109	109	109

**Notes:**

1. There are no advances which are in the nature of loans.
2. The outstanding amount for the loan is including interest receivable.

**37. RELATED PARTY DISCLOSURES**

**1. Name of the Related Parties and Their Relationships**

Sr. No.	Description of Relationship	Name of Related Parties
A.	Subsidiaries	• Seal IT Services Limited, UK
		• Seal IT Services Inc, USA (Step-down subsidiary)
		• SISL (Bond It) Ireland Limited (Step-down subsidiary) (w.e.f. August 15, 2023)
		• Astral Coatings Private Limited (formerly known as Gem Paints Private Limited and incorporated as Esha Paints Private Limited) (w.e.f. April 20, 2022)
		• Astral Biochem Private Limited (upto September 5, 2022)
		• Resinova Chemie Limited (upto September 5, 2022)
		• Anabha Ventures Private Limited (formerly known as Gem Paints Private Limited) (w.e.f. April 1, 2022 & upto July 31, 2023)
		• Enterprise Software and Technology Services Private Limited (w.e.f. April 1, 2022 & upto July 31, 2023)
B.	Joint Venture	• Astral Pipes Limited (Kenya)
C.	Enterprises over which Key Managerial Personal are able to exercise significant influence	• Kairav Chemicals Limited
		• Saumya Polymers LLP
		• Astral Charitable Trust
		• Kairamya Journeys LLP
		• Ameya Lifestyle
		• Astral Foundation (Section 8 Company)



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 1. Name of the Related Parties and Their Relationships (Contd.)

Sr. No.	Description of Relationship	Name of Related Parties
D.	Key Managerial Personnel	• Sandeep Engineer (Managing Director)
		• Jagruti Engineer (Whole-Time Director)
		• Girish Joshi (Whole-Time Director)
		• Kairav Sandeep Engineer (Whole-Time Director w.e.f. July 1, 2023)
		• Hiranand Savlani (Chief Financial Officer up to June 30, 2023 & Chief Financial Officer and Executive Director (ED) w.e.f. July 1, 2023)
		• Kaushal Nakrani (Independent Director)
		• Viral Jhaveri (Independent Director)
		• C.K.Gopal (Independent Director)
		• Krunal Bhatt (Company Secretary up to September 30, 2022)
		• Manan Bhavsar (Company Secretary w.e.f. October 1, 2022)
		• Chetas Desai (Independent Director w.e.f. February 7, 2023)
		• Dhinal Shah (Independent Director w.e.f. February 7, 2023)
E.	Relatives of Key Managerial Personnel	• Sandeep Engineer HUF
		• Kairav Engineer (Upto June 30, 2023)
		• Saumya Engineer
		• Shilpa Shroff
		• Shikha Engineer

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

2. Disclosure of Transactions Between the Company and Related Parties and the Status of Outstanding Balances as on March 31, 2024

(₹ in Million)												
	Subsidiaries		Joint Venture		Enterprises over which Key Managerial Personnel are able to exercise significant influence			Key Managerial Personnel (KMP)		Relatives of Key Managerial Personnel		Total
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23		
Part 1: Transaction during the year												
Advance for Purchase of non-current investment												
Astral Pipes Limited (Kenya)	-	-	-	124	-	-	-	-	-	-	124	
Expenditure on Corporate Social Responsibility												
Astral Foundation	-	-	-	-	108	89	-	-	-	-	108	
Others	-	-	-	-	4	2	-	-	-	-	4	
Interest Income												
Seal IT Services Limited, UK	19	17	-	-	-	-	-	-	-	-	17	
Others	-	-	-	-	-	-	-	-	-	-	-	
Investment in Subsidiaries (Refer Note 4)												
Astral Coatings Private Limited	2,773	-	-	-	-	-	-	-	-	-	2,773	
Anabha Ventures Private Limited	-	1,940	-	-	-	-	-	-	-	-	1,940	
Seal IT Services Limited, UK	-	483	-	-	-	-	-	-	-	-	483	
Redemption of debentures (Refer Note 4)												
Astral Coatings Private Limited	1,940	-	-	-	-	-	-	-	-	-	1,940	
Purchase of Goods/Services												
Kairamya Journeys LLP	-	-	-	-	130	80	-	-	-	-	130	
Others	2	-	-	-	0	0	-	-	-	-	2	
Amount claimed for reimbursement of expenses												
Astral Coatings Private Limited	49	19	-	-	-	-	-	-	-	-	49	
Others	-	-	-	-	0	0	-	-	-	-	0	



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 2. Disclosure of Transactions Between the Company and Related Parties and the Status of Outstanding Balances as on March 31, 2024 (Contd.) (₹ in Million)

	Subsidiaries		Joint Venture		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Key Managerial Personnel (KMP)		Relatives of Key Managerial Personnel		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Remuneration (Note i)</b>												
Sandeep Engineer	-	-	-	-	-	-	139	118	-	-	139	118
Hiranand Savlani	-	-	-	-	-	-	42	45	-	-	42	45
Others	-	-	-	-	-	-	33	17	19	22	52	39
<b>Rent Paid</b>												
Jagruiti Sandep Engineer	-	-	-	-	-	-	1	0	-	-	1	0
Sandeep Engineer HUF	-	-	-	-	-	-	-	-	1	2	1	2
Shikha Kairav Engineer	-	-	-	-	-	-	-	-	1	0	1	0
<b>Sale of Goods</b>												
Astral Coatings Private Limited	19	7	-	-	-	-	-	-	-	-	19	7
<b>Sitting fees</b>												
Kaushal Nakrani	-	-	-	-	-	-	0	1	-	-	0	1
Viral Jhaveri	-	-	-	-	-	-	1	1	-	-	1	1
C.K. Gopal	-	-	-	-	-	-	1	1	-	-	1	1
Dhinal Shah	-	-	-	-	-	-	0	-	-	-	0	-
Chetas Desai	-	-	-	-	-	-	0	-	-	-	0	-
Others	-	-	-	-	-	-	-	-	-	-	-	-
<b>Business Support Services</b>												
Astral Coatings Private Limited	1	-	-	-	-	-	-	-	-	-	1	-
<b>Loans Given to</b>												
Astral Coatings Private Limited	8	-	-	-	-	-	-	-	-	-	8	-
Seal IT Services Limited, UK	91	-	-	-	-	-	-	-	-	-	91	-
<b>Loans Repaid by</b>												
Astral Coatings Private Limited	8	-	-	-	-	-	-	-	-	-	8	-
<b>Part 2: Balance at the end of year</b>												
<b>Advance for Purchase of non-current investment</b>												
Astral Pipes Limited	-	-	109	109	-	-	-	-	-	-	109	109



Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

2. Disclosure of Transactions Between the Company and Related Parties and the Status of Outstanding Balances as on March 31, 2024 (Contd.)  
(₹ in Million)

	Subsidiaries		Joint Venture		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Key Managerial Personnel (KMP)		Relatives of Key Managerial Personnel		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Advance given for purchase of goods</b>												
Kairamya Journeys LLP	-	-	-	-	1	6	-	-	-	-	1	6
<b>Interest accrued on Loan and Deposit</b>												
Seal IT Services Limited, UK	5	1	-	-	-	-	-	-	-	-	5	1
<b>Loans Given</b>												
Seal IT Services Limited, UK	377	286	-	-	-	-	-	-	-	-	377	286
<b>Payables</b>												
Sandeep Engineer	-	-	-	-	-	-	45	37	-	-	45	37
Others	-	-	-	-	-	-	3	2	1	1	4	3

**Notes:**

i. Compensation of Key Management Personnel:

The remuneration of Key Management Personnel during the year was as follows:

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
Short term Benefits	214		180	
Sitting fees	2		3	

The remuneration of Key Management Personnel is determined by the nomination and remuneration committee. The same is including employer contribution to provident fund and exclusive of employees' stock options, provision for liability in respect of leave earned and gratuity; since the liabilities for gratuity and leave encashment is based on the actuarial valuation for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

- ii. The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.
- iii. The amounts outstanding are unsecured and will be settled in cash. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of amounts owned by related parties.
- iv. Transactions/balances during and end of the year/previous year are stated without considering impact of fair valuation carried out as per Ind AS.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 38. FINANCIAL INSTRUMENTS

#### 1. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Company consists of net debt (borrowings and lease liabilities as detailed in note 15 off set by cash and bank balances) and total equity of the Company.

The risk management committee of the Company reviews the risk capital structure of the Company. As part of this review the Company considers the cost of capital and the risk associated with each category of funding.

Objectives, policies or processes for managing capital are reviewed regularly to reflect changes in market conditions and the Company's activities during the years ended March 31, 2024 and March 31, 2023.

#### Gearing ratio

(₹ in Million)		
Particulars	As at March 31, 2024	As at March 31, 2023
Debt (note i)	490	97
<b>Less:</b> Cash and cash equivalents	5,669	3,943
<b>Net debt</b>	-	-
Equity share capital	269	269
Other equity	31,029	26,524
<b>Less:</b> Revaluation reserve	12	12
<b>Total equity excluding revaluation reserve</b>	<b>31,286</b>	<b>26,781</b>
<b>Net debt to equity ratio</b>	-	-

- i. Debt is defined as long-term borrowings (including current maturities of long term borrowings), short-term borrowings and lease liabilities, as described in note 15.

#### 2. Category-Wise Classification of Financial Instruments

(₹ in Million)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets</b>		
<b>Measured at amortised cost</b>		
a. Cash and cash equivalents (Note 11)	5,669	3,943
b. Bank balances other than above ((Note 12)	2	503
c. Trade receivables (Note 10)	2,674	2,352
d. Loans (Note 5)	384	493
e. Other Financial Assets (Note 6)	354	292
<b>Measured at fair value through Profit and loss</b>		
a. Investment in others (Note 4)	0	0
<b>Total</b>	<b>9,083</b>	<b>7,583</b>
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
a. Borrowings (Note 15)	300	21
b. Lease Liabilities (Note 39)	190	76

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 2. Category-Wise Classification of Financial Instruments (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
c. Trade payables (Note 18)	8,089	7,311
d. Other financial liabilities (Note 19)	905	576
<b>Total</b>	<b>9,484</b>	<b>7,984</b>

The above excludes investments in subsidiaries and joint venture.

Carrying amounts of current financial assets and liabilities as at the end of the each year presented approximate the fair value because of their current nature. Difference between carrying amounts and fair values of other non current financial assets and liabilities subsequently measured at amortised cost is not significant in each of the year presented.

(₹ in Million)

Financial assets/Financial liabilities	Fair value	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(Note 2(b))				
<b>As at March 31, 2024</b>				
<b>Financial assets measured at fair value through Profit and loss</b>				
a. Investment in others (Note 4)	0	-	-	0
<b>As at March 31, 2023</b>				
<b>Financial assets measured at fair value through Profit and loss</b>				
a. Investment in others (Note 4)	0	-	-	0

There have been no transfers amount in Level 1, Level 2 and Level 3 during the years ended March 31, 2024 and March 31, 2023.

### 3. Financial Risk Management Objectives

The Company's financial liabilities comprise mainly of borrowings, trade payables and other financial liabilities. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other financial assets.

The Company's business activities are exposed to a variety of financial risks, namely market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework who are responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy

accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### A. Management of market risk

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- currency risk;
- interest rate risk;
- commodity risk.

#### i. Currency risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates. The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### Financial Risk Management Objectives (Contd.)

#### i. Currency risk

The carrying amounts of the Company's foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Liabilities (Foreign currency)</b>		
In US Dollars (USD)	42	42
In Euro (EUR)	-	1
In Dirham (AED)	-	-
<b>Assets (Foreign currency)</b>		
In US Dollars (USD)	4	1
In Great Britain Pound (GBP)	2	3

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Liabilities (INR)</b>		
In US Dollars (USD)	3,542	3,442
In Euro (EUR)	8	84
In Dirham (AED)	1	-
<b>Assets (INR)</b>		
In US Dollars (USD)	337	119
In Great Britain Pound (GBP)	190	287

#### Derivative instruments:

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts and Currency Options for speculative purposes.

There are no outstanding forward contract as at March 31, 2024 and March 31, 2023.

#### Foreign currency sensitivity analysis

The Company is mainly exposed to the currency: USD, EUR, GBP and AED.

The following table details, Company's sensitivity to a 5% increase and decrease in the rupee against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding not hedged on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates an increase in the profit and equity where the rupee strengthens 5% against the relevant currency. For a 5% weakening of the rupee against the relevant currency, there would be a comparable impact on the profit and equity, and the balances below would be negative.

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### Financial Risk Management Objectives (Contd.)

#### i. Currency risk

##### Impact on pre-tax profit or loss and pre-tax equity

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	(151)	(156)
Decrease in exchange rate by 5%	151	156

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and five years. The above sensitivity does not include the impact of foreign currency forward contracts and option contracts which largely mitigate the risk.

#### ii. Interest rate risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligation with floating interest rates.

##### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on profit before tax (₹ In Million)
As at March 31, 2024	100 bps	3
As at March 31, 2023	100 bps	-

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

#### iii. Commodity Risk

Commodity price risk for the Company is mainly related to fluctuations in raw material prices linked to various external factors, which can affect the revenue, cost and inventories.

Company effectively manages deals with availability of material as well as price volatility through:

1. Widening its sourcing base;
2. Appropriate contracts and commitments; and
3. Well planned procurement & inventory strategy.

Risk management committee of the Company has developed and enacted a risk mitigation strategy regarding commodity Price risk and its mitigation.

### B. Management of credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company assesses the potential customer's creditability based on groups internal

assessment. The Company's exposure are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties (Refer note 10, 11 and 12).

### C. Management of liquidity risk

liquidity risk is the risk of shortage of fund that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.





## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date:

(₹ in Million)

Particulars	Carrying amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2024</b>					
<b>Financial liabilities</b>					
Borrowings (Note 15)	300	3	9	288	300
Lease liabilities (Note 39)	190	87	103	-	190
Trade payables (Note 18)	8,089	8,089	-	-	8,089
Other Financial Liabilities (Note 19)	905	905	-	-	905
<b>Total</b>	<b>9,484</b>	<b>9,084</b>	<b>112</b>	<b>288</b>	<b>9,484</b>
<b>As at March 31, 2023</b>					
<b>Financial liabilities</b>					
Borrowings (Note 15)	21	-	21	-	21
Lease liabilities (Note 39)	76	29	47	-	76
Trade payables (Note 18)	7,311	7,311	-	-	7,311
Other Financial Liabilities (Note 19)	576	576	-	-	576
<b>Total</b>	<b>7,984</b>	<b>7,916</b>	<b>68</b>	<b>-</b>	<b>7,984</b>

### 39. LEASE

#### Company as a Lessee

The Company's lease asset classes primarily consist of leases for Property, Plant and Equipment.

The Company has lease contracts for land and buildings used in its operations. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company also has certain leases of buildings with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases. There are no low value lease assets.

The carrying amounts of right-of-use assets, lease liabilities along with their movement during the period is as below:

(₹ in Million)

Name of the party	Right of use Assets (Note 3 D)		Lease Liabilities	
	2023-24	2022-23	2023-24	2022-23
Balance at the beginning of the year	492	488	76	64
<b>Add:</b> Addition during the year	177	44	176	45
<b>Less:</b> Depreciation/amortisation of expenses	72	40	-	-
<b>Less:</b> Deductions	58	-	-	-
<b>Add:</b> Interest Expenses	-	-	13	7
<b>Less:</b> Payments	-	-	75	40
<b>Balance at the end of the year</b>	<b>539</b>	<b>492</b>	<b>190</b>	<b>76</b>
<b>Current</b>	<b>-</b>	<b>-</b>	<b>87</b>	<b>29</b>
<b>Non-Current</b>	<b>-</b>	<b>-</b>	<b>103</b>	<b>47</b>

## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

The following are the amounts recognised in the statement of profit or loss:

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Amortization on Right of use assets (Note 29)	72	40
Interest expense on lease liabilities (Note 28)	13	7
Expense relating to short-term leases (included in other expenses) (Note 30)	113	91
<b>Total amount recognised in the statement of profit and loss</b>	<b>198</b>	<b>138</b>

## 40. RATIO ANALYSIS AND ITS ELEMENTS

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Note
Current Ratio	Current Assets	Current Liabilities	1.71	1.84	-7%	
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.02	0.00	332%	a
Debt Service Coverage Ratio	Earnings for debt service <sup>(1)</sup>	Debt service <sup>(2)</sup>	26.00	10.98	137%	b
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	19.00%	18.00%	5%	
Inventory turnover ratio	Cost of goods sold <sup>(3)</sup>	Average Inventories	3.97	4.29	-7%	
Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivable	20.31	21.28	-5%	
Trade payables turnover ratio	Purchases of material, services and other expenses	Average Trade Payables	4.22	4.54	-7%	
Net working capital turnover ratio	Revenue from operations	Working capital <sup>(4)</sup>	7.19	6.41	12%	
Net profit ratio	Profit for the year	Revenue from operations	10.78%	9.71%	11%	
Return on Capital employed	Earnings before interest and taxes	Capital Employed <sup>(5)</sup>	25.40%	25.40%	0%	
Return on investment (Quoted)	Income generated from investments	Time weighted average investments	7.39%	4.87%	52%	c

<sup>(1)</sup> Earnings for debt service = Net profit after taxes + Depreciation + Finance cost + Loss on Sale of Property, Plant and Equipment

<sup>(2)</sup> Debt service = Interest & Lease Payments + Principal Repayments

<sup>(3)</sup> Cost of goods sold = Cost of materials consumed + Purchase of Traded goods + Changes in inventories

<sup>(4)</sup> Working capital = Current assets – Current liabilities

<sup>(5)</sup> Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

### Notes:

- During the year the Company has raised long-term borrowings, hence there is change in the ratio.
- The major reason for increase in debt-service coverage ratio is the repayment of long term borrowing.
- During the year return on liquid investment has improved hence there is an improvement in the ratio.



## Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

### 41. SEGMENT REPORTING

The Company has presented segment information in the Consolidated Financial Statement which is presented in the same financial report. Accordingly, in terms of paragraph 4 of Ind AS 108 – Operating Segments, no disclosure related to segments are presented in this standalone financial statement.

### 42. INFORMATION RELATING TO JOINT VENTURE

The Company has 50% ownership interest in joint venture Company Astral Pipes Limited, incorporated in Kenya. Its proportionate share in the assets, liabilities, income and expenses etc. In the said joint venture Company is given below :

(₹ in Million)

Particulars	As at December 31, 2023	As at December 31, 2022
Assets	67	84
Liabilities	1	1
Income	-	-
Expenses (including depreciation)	1	1
Contingent Liabilities	-	-
Capital commitments remaining to be executed	-	-

For the year ended March 31, 2023, the Company has provided allowance for expected credit loss on advance for purchase of non-current investment in Joint Venture viz: Astral Pipes Ltd, Kenya amounting ₹ 15 Million which has been disclosed as exceptional item.

**43.** During the year ended March 31, 2022, erstwhile Resinova Chemie Limited, amalgamated with Company, had fire at storage section of factory premises, damaging Inventories and Property, Plant and Equipment (PPE) and accordingly, recognised insurance claim receivable to the extent of loss incurred. During the year ended March 31, 2023, the claim has been settled and consequently, amount of ₹ 18 Million has been charged off in profit and loss statement under the head 'Exceptional Items'.

### 44. TRANSACTIONS WITH STRUCK OFF COMPANIES

There are no transactions with struck off companies during the year ended March 31, 2024 and March 31, 2023.

**45.** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). Further,

No funds have been received by the Company from any parties (Funding Parties) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**46.** The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.

Audit trail feature was not enabled for direct changes to data when using certain access rights, which, subsequent to year ended March 31, 2024, the Company has initiated the process of enabling audit log at database level to cover database and table access, if any.

**47.** The figures for the previous year have been regrouped/ reclassified wherever necessary to confirm with the current year's classification. The impact, if any, of such regrouping is not material to the financial statements.

Notes Forming Part of the Standalone Financial Statements for the year ended March 31, 2024 (Contd.)

## 48. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors, in its meeting held on May 17, 2024, has proposed a final dividend of ₹ 2.25 per equity share for the financial year ended March 31, 2024. The proposal is subject to the approval of shareholders at the Annual General Meeting and if approved would result in a cash outflow of approximately ₹ 604 Million.

See accompanying notes to the standalone financial statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024

02

# Consolidated Financial Statements

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# Independent Auditor's Report

To the Members of Astral Limited

## Report on the Audit of the Consolidated Financial Statements

### OPINION

We have audited the accompanying Consolidated Financial Statements of Astral Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture comprising of the Consolidated Balance Sheet as at March 31 2024, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and a joint venture, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2024, their Consolidated profit including other comprehensive income, their Consolidated Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit

of the Consolidated Financial Statements' Section of our report. We are independent of the Group, joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements Section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key audit matters	How our audit addressed the key audit matter
<b>Impairment assessment of Goodwill</b> (as described in Note 2(y)(iii) of the Consolidated Financial Statements)	
The Group's balance sheet includes ₹ 3,133 Million of Goodwill.	We performed following procedures, among others:
In accordance with Ind AS 36, these balances are allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow models of each CGUs recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGUs net assets would result in impairment.	<ul style="list-style-type: none"> <li>We assessed whether the Group's definition of the CGUs is compliant with the applicable accounting standards</li> <li>We evaluated the forecast of future cash flows used by the management in the model to compute the Recoverable value of CGUs.</li> <li>We compared the forecast of future cash flows to business plan and previous forecasts to the actual results.</li> </ul>





## Independent Auditor's Report (Contd.)

### KEY AUDIT MATTERS (Contd.)

Key audit matters	How our audit addressed the key audit matter
<b>Impairment assessment of Goodwill</b> (as described in Note 2(y)(iii) of the Consolidated Financial Statements)	
<p>The inputs to the impairment testing model which have the most significant impact on CGU recoverable value include:</p> <ul style="list-style-type: none"> <li>- Projected revenue growth, operating margins and operating cash flows; and</li> <li>- Business specific discount rates.</li> </ul> <p>The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the Consolidated Financial Statements.</p>	<ul style="list-style-type: none"> <li>• We focused our analysis on management assumptions in respect of future sales growth rate and discount rate used to compute the Recoverable value of CGUs.</li> <li>• We recalculated estimates using the management model.</li> <li>• We involved valuation specialists to assist in evaluating the key assumptions and methodologies used by the Holding Company in computing the Recoverable value of CGUs.</li> <li>• We assessed the disclosures made in the Consolidated Financial Statements.</li> </ul>

### OTHER INFORMATION

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The

respective Board of Directors of the companies included in the Group and its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of their respective companies.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud

## Independent Auditor's Report (Contd.)

or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

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

activities within the Group and its joint venture of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

## OTHER MATTER

- (a) We did not audit the financial statements and other financial information, in respect of four subsidiaries, whose financial statements include total assets of ₹ 6,651 Million as at March 31, 2024, and total revenues of ₹ 5,399 Million and net cash outflows of ₹ 927 Million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The Consolidated Financial Statements also include the Group's share of net loss of ₹ 1 Million for the year ended March 31, 2024, as considered in the Consolidated Financial Statements, in respect of a joint venture, whose financial statements, other financial information have been audited by other auditor and whose report have been furnished to us by the Management. Our opinion on the Consolidated



## Independent Auditor's Report (Contd.)

Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and a joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and a joint venture, is based solely on the reports of such other auditors.

Certain of these subsidiaries and a joint venture are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries and joint venture located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and joint venture located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary Company, incorporated in India, as noted in the 'Other Matter' paragraph we report that there are no qualifications or adverse remarks by the other auditor in the Companies (Auditor's Report) Order (CARO) report of the subsidiary Company, incorporated in India, included in the Consolidated Financial Statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We/the other auditors whose report we have relied upon have sought and obtained all the

information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors, except for the matters stated in sub-clause (2)(i)(vi) below read along with Note 48 to the financial statements;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary Company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its Subsidiary Company, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the Subsidiary Company, incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company and its Subsidiary Company, incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on

## Independent Auditor's Report (Contd.)

reporting under Section 143(3)(b) and in sub-clause (2)(i)(vi) below;

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matter' paragraph:
  - i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint venture in its Consolidated Financial Statements – Refer Note 34 to the Consolidated Financial Statements;
  - ii. The Group, and its joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, during the year ended March 31, 2024. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Subsidiary Company, incorporated in India during the year ended March 31, 2024;
  - iv. a) The respective managements of the Holding Company and its Subsidiary Company, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such Subsidiary Company respectively that, to the best of its knowledge and belief, as stated in the note 47 to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such Subsidiary Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on

behalf of the Holding Company or such Subsidiary Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company and its Subsidiary Company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such Subsidiary Company respectively that, to the best of its knowledge and belief, as stated in the note 47 to the Consolidated Financial Statements, no funds have been received by the Holding Company or such Subsidiary from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such Subsidiary 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; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the Subsidiary Company, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company is in accordance with Section 123 of the Act.

As stated in note 50 to the Consolidated Financial Statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the



## Independent Auditor's Report (Contd.)

approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend;

- vi) Based on our examination which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 48 to the financial statements. Further, during the course of our audit we did not

come across any instance of audit trail feature being tampered with in respect of the accounting software where audit trail has been enabled.

Based on examination which included test checks, as performed by the other auditor of the Subsidiary Company incorporated in India, the Subsidiary Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, the other auditor of the above referred Subsidiary Company, did not come across any instance of audit trail feature being tampered with.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Anil Jobanputra**

Partner

Membership Number: 110759

UDIN: 24110759BKEBAX5804

**Place of Signature:** Ahmedabad

**Date:** May 17, 2024



## Independent Auditor's Report (Contd.)

### Annexure to the independent auditor's report of even date on the Consolidated Financial Statements of Astral Limited.

#### Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of Astral Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to Consolidated 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") and the Standards on Auditing, specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements 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 Consolidated Financial Statements and their operating effectiveness. Our audit of

internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements.

#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to Consolidated 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 Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or





## Independent Auditor's Report (Contd.)

improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, the companies included in the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated

Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to a Subsidiary Company, which is a Company incorporated in India, is based on the corresponding report of the auditor of such Subsidiary Company incorporated in India.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Anil Jobanputra**

Partner

Membership Number: 110759

UDIN: 24110759BKEBAX5804

**Place:** Ahmedabad

**Date:** May 17, 2024

# Consolidated Balance Sheet

As at March 31, 2024

(₹ in Million)			
Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3(A)	17,646	13,923
(b) Capital work-in-progress	3(D)	1,506	1,261
(c) Goodwill	4	3,133	3,125
(d) Other intangible assets	3(B)	1,515	1,813
(e) Right of use assets	3(C)	700	644
(f) Financial assets			
(i) Investments	5	0	0
(ii) Loans	6	2	2
(iii) Other financial assets	7	271	226
(g) Deferred tax assets (Net)	8	21	110
(h) Non-current tax assets	9	110	-
(i) Other non-current assets	10	219	135
<b>Total non-current assets</b>		<b>25,123</b>	<b>21,239</b>
<b>Current assets</b>			
(a) Inventories	11	9,134	8,746
(b) Financial assets			
(i) Trade receivables	12	3,758	3,545
(ii) Cash and cash equivalents	13	6,094	5,295
(iii) Bank balances other than (ii) above	14	2	1,526
(iv) Loans	6	6	206
(v) Other financial assets	7	91	92
(c) Current tax assets (Net)	9	85	182
(d) Other current assets	10	686	947
		<b>19,856</b>	<b>20,539</b>
Assets classified as held for sale	43	-	1,953
<b>Total current assets</b>		<b>19,856</b>	<b>22,492</b>
<b>Total assets</b>		<b>44,979</b>	<b>43,731</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	15	269	269
(b) Other equity	16	31,612	26,843
<b>Equity attributable to equity share holders of the parent</b>		<b>31,881</b>	<b>27,112</b>
Non-controlling interests		804	2,477
<b>Total equity</b>		<b>32,685</b>	<b>29,589</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	435	316
(ii) Lease liabilities	39	134	49
(b) Provisions	18	53	31
(c) Deferred tax liabilities (Net)	8	460	409
<b>Total non-current liabilities</b>		<b>1,082</b>	<b>805</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	529	457
(ii) Lease liabilities	39	96	49
(iii) Trade payables	19		
a total outstanding dues of micro enterprises and small enterprises		527	416
b total outstanding dues of creditors other than micro enterprises and small enterprises		8,192	7,584
(iv) Other financial liabilities	20	972	2,695
(b) Other current liabilities	21	827	647
(c) Provisions	18	8	26
(d) Current tax liabilities (Net)	22	61	80
		<b>11,212</b>	<b>11,954</b>
Liabilities directly associated with assets classified as held for sale	43	-	1,383
<b>Total current liabilities</b>		<b>11,212</b>	<b>13,337</b>
<b>Total liabilities</b>		<b>12,294</b>	<b>14,142</b>
<b>Total equity and liabilities</b>		<b>44,979</b>	<b>43,731</b>

See accompanying notes to the Consolidated Financial Statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Place:** Ahmedabad  
**Date:** May 17, 2024

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Hiranand A. Savlani**  
Executive Director & CFO

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Jagruiti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Manan Bhavsar**  
Company Secretary



# Consolidated Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in Million, except as stated otherwise)			
Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
<b>Income</b>			
Revenue from operations	23	56,414	51,585
Other income	24	421	267
<b>Total</b>		<b>56,835</b>	<b>51,852</b>
<b>Expenses</b>			
Cost of materials consumed	25	34,774	33,622
Purchase of traded goods	26	676	604
Changes in inventories of finished goods, work-in-progress and traded goods	27	(860)	121
Employee benefits expense	28	4,384	3,193
Finance costs	29	291	400
Depreciation and amortisation expense	30	1,976	1,781
Other expenses	31	8,257	5,946
<b>Total</b>		<b>49,498</b>	<b>45,667</b>
<b>Profit before share of loss of joint venture, exceptional items and tax</b>		<b>7,337</b>	<b>6,185</b>
Share of loss of joint venture		(1)	(15)
<b>Profit before exceptional items and tax</b>		<b>7,336</b>	<b>6,170</b>
Exceptional Items	45	-	(18)
<b>Profit before tax</b>		<b>7,336</b>	<b>6,152</b>
<b>Tax expense (net)</b>	<b>32</b>		
Current tax		1,740	1,659
Deferred tax		140	(102)
<b>Total tax expense</b>		<b>1,880</b>	<b>1,557</b>
<b>Profit for the year from continuing operations</b>		<b>5,456</b>	<b>4,595</b>
Profit before tax from discontinued operations		-	150
Tax expense of discontinued operations		-	(20)
<b>Profit for the year from discontinued operations</b>	<b>43</b>	<b>-</b>	<b>130</b>
<b>Profit for the year</b>		<b>5,456</b>	<b>4,725</b>
<b>Other comprehensive income</b>			
<b>Continuing operations:</b>			
Items that will not be reclassified to profit or loss			
- Remeasurements gain/(loss) on defined benefit plans		(12)	(11)
Income Tax relating to items that will not be reclassified to profit or loss		0	0
Items that will be reclassified to profit or loss			
- Exchange differences on translating the financial statements of foreign operations		42	8
<b>Discontinued operations:</b>	<b>43</b>	<b>30</b>	<b>(3)</b>
Items that will not be reclassified to profit or loss			
- Net fair value gains on equity instruments at fair value through other comprehensive income		-	393
Items that will be reclassified to profit or loss			
- Exchange differences on translating the financial statements of foreign operations		-	56
<b>Total other comprehensive income</b>		<b>30</b>	<b>449</b>
<b>Total comprehensive income for the year</b>		<b>5,486</b>	<b>5,171</b>
<b>Profit for the year from continuing operations attributable to:</b>			
Owners of the Company		5,461	4,566
Non-controlling Interests		(5)	29
		<b>5,456</b>	<b>4,595</b>
<b>Profit for the year from discontinued operations attributable to:</b>			
Owners of the Company		-	-
Non-controlling Interests		-	130
		<b>-</b>	<b>130</b>
<b>Profit for the year:</b>			
Owners of the Company		5,461	4,566
Non-controlling Interests		(5)	159
		<b>5,456</b>	<b>4,725</b>
<b>Other Comprehensive Income/(loss) of continuing attributable to:</b>			
Owners of the Company		28	16
Non-controlling Interests		2	(19)
		<b>30</b>	<b>(3)</b>
<b>Other Comprehensive Income/(loss) of discontinued attributable to:</b>			
Owners of the Company		-	-
Non-controlling Interests		-	449
		<b>-</b>	<b>449</b>
<b>Other Comprehensive Income/(loss) attributable to:</b>			
Owners of the Company		28	16
Non-controlling Interests		2	430
		<b>30</b>	<b>446</b>
<b>Total Comprehensive Income attributable to:</b>			
Owners of the Company		5,489	4,582
Non-controlling Interests		(3)	589
		<b>5,486</b>	<b>5,171</b>
<b>Earnings per equity share (Face Value of ₹ 1/- each)</b>	<b>33</b>		
Basic (in ₹)		20.33	17.00
Diluted (in ₹)		20.33	17.00

See accompanying notes to the Consolidated Financial Statements

As per report of even date

For SRBC & CO LLP  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

Per Anil Jobanputra  
Partner  
Membership No.: 110759

Place: Ahmedabad  
Date: May 17, 2024

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

Sandeep P. Engineer  
Chairman & Managing Director  
DIN: 00067112

Hiranand A. Savlani  
Executive Director & CFO

Place: Ahmedabad  
Date: May 17, 2024

Jagruiti S. Engineer  
Whole-Time Director  
DIN: 00067276

Manan Bhavsar  
Company Secretary

# Consolidated Statement of Cash Flows

For the year ended March 31, 2024

(₹ in Million)

Sr. No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A</b>	<b>Cash flows from operating activities</b>		
	<b>Profit before tax</b>	<b>7,336</b>	<b>6,152</b>
	<b>Adjustments for:</b>		
	Depreciation and amortisation expense	1,976	1,781
	Finance costs	291	400
	Interest income	(42)	(56)
	Unrealised foreign exchange fluctuations	48	(25)
	Gain on Sale of mutual funds (net)	(242)	(94)
	(Profit)/Loss on disposal of property, plant and equipment (net)	64	12
	Share Based payment expense	21	18
	Allowance for expected credit loss	57	25
	Bad-debts written off	0	4
	Credit balances written back	(4)	(1)
	Loss on settlement of fire insurance claim	-	18
	Share of loss of joint venture	1	15
	<b>Operating profit before working capital changes</b>	<b>9,506</b>	<b>8,249</b>
	<b>Changes in working capital:</b>		
	(Increase)/Decrease in inventories	(388)	(904)
	(Increase)/Decrease in trade receivables, financial assets and other assets	(82)	(597)
	Increase/(Decrease) in trade payables, financial liabilities, other liabilities and provisions	970	475
	<b>Cash generated from/(used in) operations</b>	<b>10,006</b>	<b>7,223</b>
	Income taxes paid (Net of refunds)	(1,772)	(1,654)
	<b>Net cash generated from/(used in) operating activities [A]</b>	<b>8,234</b>	<b>5,569</b>
<b>B</b>	<b>Cash flows from investing activities</b>		
	Payment for purchase of property, plant and equipment and intangible assets (including capital advances and capital creditors)	(5,539)	(3,110)
	Proceeds from Sale of property, plant and equipment (net)	37	11
	(Increase)/Decrease in other balances with banks	1,524	(1,500)
	Interest received	66	32
	Proceeds from sale of mutual fund (net)	242	94
	(Increase)/Decrease in loans	200	(200)
	Payment for investment in equity shares of Subsidiary (Note: 42A)	(1,940)	-
	Advance given for purchase of non-current investments in joint venture	-	(124)
	<b>Net Cash flow generated from/(used in) investing activities [B]</b>	<b>(5,410)</b>	<b>(4,797)</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Dividend paid	(1,007)	(603)
	Payment for acquisition of non-controlling interest in Subsidiary (Note: 42A)	(833)	(483)
	Proceeds from issue of Equity Shares	0	0
	Finance Cost paid	(267)	(366)
	Proceeds from long term borrowings	359	58
	Repayment of long term borrowings	(275)	(286)
	Payment of lease liabilities	(109)	(70)
	Proceeds/(repayment) from short term borrowings	107	(156)
	<b>Net cash flow generated from/(used in) financing activities [C]</b>	<b>(2,025)</b>	<b>(1,906)</b>
	<b>Net increase/(decrease) in cash and cash equivalents [A+B+C]</b>	<b>799</b>	<b>(1,134)</b>
	<b>Cash and cash equivalents at the beginning of the year (Note 13)</b>	<b>5,295</b>	<b>6,413</b>
	Cash and cash equivalents acquired on business combination (Note 42A)	-	16
	Effect of exchange differences on restatement of foreign currency cash and cash equivalents	0	0
	<b>Cash and cash equivalents at the end of the year (Note 13)</b>	<b>6,094</b>	<b>5,295</b>

**Note:** The above Cash Flow Statement has been prepared as per 'Indirect Method' as set out in Ind AS 7 on Statement of Cash Flows.



# Consolidated Statement of Cash Flows (Contd.)

For the year ended March 31, 2024

## Changes in liabilities arising from financing activities

(₹ in Million)

Particulars	Lease Liabilities	Non-current borrowings *	Current borrowings	Total
<b>Balance as at April 1, 2022</b>	<b>132</b>	<b>398</b>	<b>453</b>	<b>983</b>
On account of business combination (Note 42A)	-	212	94	306
Cash flows	(70)	(228)	(156)	(454)
Non-cash changes	35	-	-	35
Foreign exchange adjustments	1	0	0	1
<b>Balance as at March 31, 2023</b>	<b>98</b>	<b>382</b>	<b>391</b>	<b>871</b>
Cash flows	(109)	84	107	82
Non-cash changes	241	-	-	241
Foreign exchange adjustments	0	0	0	0
<b>Balance as at March 31, 2024</b>	<b>230</b>	<b>466</b>	<b>498</b>	<b>1,194</b>

\* Non current borrowings includes 'current maturities of long term borrowings' which are disclosed as current borrowings.

See accompanying notes to the Consolidated Financial Statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024

# Consolidated Statement of Changes in Equity

For the year ended March 31, 2024

## A. EQUITY SHARE CAPITAL (NOTE 15)

(₹ in Million)

Particulars	Balance as at April 1, 2023	Add: movement during the year (Note 15(b))	Balance as at March 31, 2024
Equity share capital	269	0	269

(₹ in Million)

Particulars	Balance as at April 1, 2022	Add: movement during the year (Note 15(b))	Balance as at March 31, 2023
Equity share capital	201	68	269





# Consolidated Statement of Changes in Equity (Contd.)

For the year ended March 31, 2024

## B. OTHER EQUITY (NOTE 16)

(₹ in Million)

Particulars	Reserves and Surplus				OCI <sup>a</sup>		Total other equity	Non-controlling Interests	Total
	Securities premium	General reserve	Capital reserve	Revaluation reserve	Retained earnings	Stock options outstanding account	Foreign Currency translation reserve		
<b>Balance as at April 1, 2023</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>22,457</b>	<b>20</b>	<b>23</b>	<b>26,843</b>	<b>2,477</b>
Profit for the year	-	-	-	-	5,461	-	-	5,461	(5)
Other comprehensive income for the year, net of tax	-	-	-	-	(12)	-	40	28	2
<b>Total comprehensive income for the year</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>27,906</b>	<b>20</b>	<b>63</b>	<b>32,332</b>	<b>2,474</b>
Consequent to business combination (Note 43)	-	-	-	-	-	-	-	-	(571)
Consequent to acquisition of non-controlling interest in Subsidiary (Note 42A)	-	-	-	-	266	-	-	266	(1,099)
Premium on shares issued under Stock option Scheme 'ESOP 2015' (Note 15(f))	25	-	-	-	-	-	-	25	-
Recognition of share-based payments	-	-	-	-	-	21	-	21	-
Exercise of stock options	-	-	-	-	-	(25)	-	(25)	-
Payment of dividends	-	-	-	-	(1,007)	-	-	(1,007)	-
<b>Balance as at March 31, 2024</b>	<b>4,001</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>27,165</b>	<b>16</b>	<b>63</b>	<b>31,612</b>	<b>804</b>
									<b>32,416</b>

(₹ in Million)

Particulars	Reserves and Surplus				OCI <sup>a</sup>		Total other equity	Non-controlling Interests	Total
	Securities premium	General reserve	Capital reserve	Revaluation reserve	Retained earnings	Stock options outstanding account	Foreign Currency translation reserve		
<b>Balance as at April 1, 2022</b>	<b>4,031</b>	<b>260</b>	<b>4</b>	<b>12</b>	<b>18,832</b>	<b>13</b>	<b>13</b>	<b>23,165</b>	<b>278</b>
Profit for the year	-	-	-	-	4,566	-	-	4,566	159
Other comprehensive income for the year, net of tax	-	-	-	-	(11)	-	27	16	430
<b>Total comprehensive income for the year</b>	<b>4,031</b>	<b>260</b>	<b>4</b>	<b>12</b>	<b>23,387</b>	<b>13</b>	<b>40</b>	<b>27,747</b>	<b>867</b>
Consequent to acquisition of non-controlling interest in Subsidiary (Note 42B)	-	-	-	-	(322)	-	(17)	(339)	(144)
Pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited#	-	-	91	-	(5)	-	-	86	(101)
Consequent to business combination (Note 42A)	-	-	-	-	-	-	-	-	1,855

# Consolidated Statement of Changes in Equity (Contd.)

For the year ended March 31, 2024

Particulars	Reserves and Surplus						OCI <sup>^</sup>	Total other equity	Non-controlling Interests	Total
	Securities premium	General reserve	Capital reserve	Revaluation reserve	Retained earnings	Stock options outstanding account	Foreign Currency translation reserve			
Premium on shares issued under Stock option Scheme 'ESOP 2015' (Note 15(f))	12	-	-	-	-	-	-	12	-	12
Utilised during the year for issue of Bonus Shares	(67)	-	-	-	-	-	-	(67)	-	(67)
Recognition of share-based payments	-	-	-	-	-	18	-	18	-	18
Exercise of stock options	-	-	-	-	-	(11)	-	(11)	-	(11)
Payment of dividends	-	-	-	-	(603)	-	-	(603)	-	(603)
<b>Balance as at March 31, 2023</b>	<b>3,976</b>	<b>260</b>	<b>95</b>	<b>12</b>	<b>22,457</b>	<b>20</b>	<b>23</b>	<b>26,843</b>	<b>2,477</b>	<b>29,320</b>

<sup>^</sup>Items of Other Comprehensive Income (OCI)

# In the course of amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with the Holding Company, Non-Controlling Interest ("NCI") amounting to ₹ 101 Million (including ₹ 9 Million of share of profit of NCI for the year ended March 31, 2022) was settled by issuance of equity shares of ₹ 1 Million during previous year and ₹ 9 Million being profit earned were settled in Other equity. The differential amount of ₹ 91 Million was transferred to capital reserve account during previous year.

## See accompanying notes to the Consolidated Financial Statements As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E3000003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024



# Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2024

## 1. GROUP'S BACKGROUND:

The Consolidated Financial Statements comprise financial statements of **Astral Limited** (CIN: L25200GJ1996PLC029134) ("the Parent" or "the Company" or "Holding Company") and its subsidiaries (collectively, the Group) for the year ended March 31, 2024.

The Parent is a public Company domiciled in India and is incorporated under the provision of Companies Act applicable in India. Its shares are listed in two recognized stock exchange in India, BSE Limited and National Stock Exchange of India Limited. The registered office of the Company is located at "Astral House", 207/1, B/h. Rajpath Club, Off S. G. Highway, Ahmedabad - 380 059, Gujarat, India. The Company was established in 1996, with the aim to manufacture pro-India plumbing and drainage systems in the country. **Astral Limited** is equipped with production facilities at Santej, Dholka & Jamnagar (Gujarat), Ghiloth (Rajasthan), Sangli and Aurangabad (Maharashtra), Sitarganj (Uttarakhand), Hosur (Tamil Nadu), Ramdaspur Cuttack (Odisha), and Guwahati (Assam) to manufacture Plumbing systems, Drainage systems, Agriculture, Industrial, Electrical Conduit Pipes, water tanks and faucets with all kinds of necessary fittings. Adhesive business of the Company is manufacturing various types of Adhesives and Sealants with production facilities at Santej & Dahej (Gujarat), Unnao and Rania (Uttar Pradesh). Further details about the nature of business of the Group are provided in Note 40.

The Consolidated Financial Statements were approved for issue in accordance with a resolution of the Board of Directors on May 17, 2024.

## 2. MATERIAL ACCOUNTING POLICIES:

### a) Basis of Preparation of Consolidated Financial Statements

The Consolidated Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter read with Section 133 of the Companies Act, 2013, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to Consolidated Financial Statement. All accounting policies are consistently applied. The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

These Consolidated Financial Statements are prepared under the accrual basis and historical cost measurement, except for certain financial instruments (refer accounting policy on financial instruments), which are measured at fair values. The Consolidated Financial Statements provide

comparative information in respect of the previous period. The Consolidated Financial Statements are presented in Indian National Rupee (₹) which is the functional currency of the Holding Company, and all values are rounded to the nearest Million (INR 000,000), except where otherwise indicated. All amounts individually less than ₹ 0.5 Million have been reported as "0".

### b) Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liabilities; or
- In the absence of a principal market in the most advantageous market for the asset and liabilities.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Financial Statements is determined on such a basis, except for share based payment transaction that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 116 Leases, and measurements that have some similarities to fair value but are not fair valued such as net realizable value in Ind AS 2 or value in use in Ind AS 36 Impairment of assets.

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

- 1) **Level 1:** Quoted (unadjusted) market prices in active markets for identical assets or Liabilities.
- 2) **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- 3) **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### c) Basis of Consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiaries, being the entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The contractual arrangement with the other vote holders of the investee;
- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income, expenses and any related NCI and other components of equity of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., year ended on March 31.

### Consolidation procedure

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets

and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

- Eliminate the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets), are eliminated in full. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

### d) Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

### e) Investment in Joint Ventures and Associates

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decision about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint venture and associates are incorporated using the equity method of accounting. Under equity method, an investment in a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit and loss and other comprehensive income of the joint venture. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in

the carrying amount of the investment and is not tested for impairment separately. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long term interest that, in substance, form part of Group's net investment in the joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss within 'Share of profit of a joint venture' in the statement of profit or loss. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a Group entity transacts with a joint venture of the Group, profit and losses resulting from the transaction with the joint venture are recognised in the Group's Consolidated Financial Statements only to the extent of interest in joint venture that are not related to the Group.

When necessary, adjustments are made to bring the accounting policies in line with those of the Group. The financial statements of the joint venture used in applying the equity method are prepared as of a date different from that used by the entity, adjustments are made for the effects of significant transactions or events that occur between that date and the date of the entity's financial statements. The difference between the end of the reporting period of the joint venture and that of the Company is of three months. The length of the reporting periods and difference between the ends of the reporting periods are same from period to period.

### f) Inventories

Inventories are stated at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes cost of purchase and other expenses incurred in bringing the inventories to their present location and condition. Raw materials, Stock in Trade, Stores, Spares and Packing materials are valued on weighted average costs.

Finished goods and work in progress includes an appropriate share of production overheads along with the material cost as defined above.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### g) Cash and Cash Equivalents

Cash and Cash equivalents consists of cash in hand and at bank and all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase. It also includes fixed deposits maintained by the Group with banks, which can be withdrawn by the Group at any point without penalty on the principal.

### h) Revenue from Contract with Customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

#### Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, if any.

#### Variable consideration

If the consideration in a contract includes a variable amount (like discounts, rebates and other scheme benefits), The Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

#### Contract Balance

##### • Trade receivables

Trade receivables are initially recognised for revenue from sale of goods. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

##### • Advance from customers (Contract liability)

Advance received from customer before transfer of control of goods to the customer is recognised as contract liability.

#### Interest income

Interest income from financial assets is recognised when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is recorded using the effective interest rate (EIR). Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### Insurance claims

Insurance claims are accounted to the extent that there is no uncertainty in receiving the claims.

### i) Property, Plant and Equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties, freight, installation cost, and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. All the directly attributable expenditure related to construction including incidental expenditure incurred during the period of construction of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit and loss.

On transition to Ind AS (i.e. April 1, 2015), the group has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

#### Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, Plant and Equipment other than freehold land and properties under construction are charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013 except for the Property, Plant and Equipment of a foreign subsidiary whose estimated useful lives are as follows:

**Buildings:** 10 - 25 Years

**Plant and Equipments:** 5 - 10 Years

**Furniture and Fixtures:** 5 - 8 Years

**Vehicles:** 5 Years

**Computers and Office Equipments:** 4 - 5 Years





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

The estimated useful lives and residual values of the property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on items of property, plant and equipment acquired/disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

### j) Intangible Assets

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the consolidated statement of profit and loss when the asset is de-recognised.

#### Useful lives of intangible assets

Intangible assets are amortised over their estimated useful life on a straight-line basis over a period of 5 years except assets like Brand, Distribution Network which is amortised over 7 years since as per the management assessment benefits will be available for that period.

On transition to Ind AS (i.e. April 1, 2015), the group has elected to continue with the carrying value of all Intangible assets measured as per the previous GAAP and use that carrying value as the deemed cost of Intangible assets.

### k) Leases

The group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes

the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Depreciation on leasehold lands is charged over a lease period. Depreciation on all leasehold improvements is provided over the remaining lease period or over the useful lives of the respective fixed assets, whichever is shorter.

#### Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, and amounts expected to be paid under residual value guarantees. Lease payments are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

### l) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is reduced from the carrying amount of the asset.

### m) Foreign Currencies

In preparing the Consolidated Financial Statements of the Group, the transactions in currencies other than the entity's functional currency (INR) are recognised at the rates of

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rate prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on monetary items are recognised in the consolidated statement of profit and loss in the period in which they arise.

### Translation of Financial Statements of foreign entities/operations

On Consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of Profit and Loss are translated at the average exchange rates for the period. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of foreign operation, the component of OCI relating to that particular operation is reclassified in the Consolidated Statement of Profit and Loss.

In case of financial statement of foreign operations are as of a reporting date different than that of the parent, the assets and liabilities of the foreign operation are translated at the exchange rate as of the end of reporting period of the foreign operation. Adjustments are made for significant changes in exchange rates up to the end of the reporting period of the parent.

### n) Employee Benefits

Employee benefits include provident fund, pension fund, employee state insurance scheme, gratuity fund and compensated absences.

#### Defined contribution plan

The Group's contribution to provident fund, pension fund and ESIC are considered as defined contribution plans and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### Defined benefit plans

The Parent Company and its Indian Subsidiaries operate a gratuity scheme for employees. The cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to in the consolidated statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, gains and losses on curtailments and settlements; and
- Net interest expense or income.

The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

#### Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the balance sheet date. The Group determines the liability for such accumulated leaves using the Projected Unit Credit Method with actuarial valuations being carried out at each Balance Sheet date.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date and vis-a-versa it is presented as non-current liabilities.

#### Share based payment

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). Equity settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### o) Borrowing Costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Capitalisation of borrowing cost is suspended and charged to statement of Profit and loss during the extended period when active development of the qualifying asset is interrupted.

All other borrowing costs are recognised in the consolidated statement of profit and loss in the period in which they are incurred.

### p) Earnings Per Share

Basic earnings per share is computed by dividing the profit/(loss) for the year attributable to equity shareholders of parent by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

### q) Taxation

Tax expense comprises current tax expense and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. 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 countries where the Group operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in

other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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 group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

#### 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.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which:
  - is not a business combination; and
  - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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 re-assessed 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### r) Provisions, Contingent Liabilities and Contingent Assets and Commitments

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligations. When a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present obligations of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is

virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### Contingent liability

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence in the Consolidated Financial Statements.

### Contingent asset

Contingent asset is not recognised in Consolidated Financial Statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

## s) Non-Derivative Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value except trade receivables which is measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit and loss.

### Financial assets at amortised cost

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

### Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in consolidated statement of profit and loss.

### Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its non-listed equity investments under this category.

### Financial liabilities

Financial liabilities are subsequently measured at amortised cost using the effective interest method.

### Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognised by the Group are measured at the proceeds received net off direct issue cost.

### Offsetting of financial instruments

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

## t) Derivative Financial Instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts/options and interest rate swaps.

The use of foreign currency forward contracts/options is governed by the Group's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Group's risk management strategy. The counter party to the Group's foreign currency forward contracts is generally a bank. The Group does not use derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting

period. The resulting gain or loss is recognised in the consolidated statement of profit and loss immediately.

Profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal occurs.

## u) Impairment

### Financial assets (other than at fair value)

The Group assesses at each Balance sheet whether a financial asset or a Group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### Non-Financial Assets

#### Property, Plant and Equipment and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest Group of cash generating unit for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the consolidated statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

### v) Current Versus Non-Current Classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/non-current classification based on operating cycle.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

### w) Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating

decision maker is the Chairman & Managing Director. Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM), in deciding how to allocate resources and assessing performance.

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments as set out in material accounting policies.

### The accounting policies in relation to segment accounting are as under:

#### Segment revenue and expenses

Segment revenue is directly attributable to the segment and segment expenses have been allocated to various segments on the basis of specific identification. Segment revenue does not include other income. Segment expenses do not include finance cost, Depreciation and amortization, tax expense and share of loss of joint ventures.

#### Segment assets and liabilities

Assets and liabilities directly attributable or allocable to segments are disclosed under each reportable segment.

### x) Non-Current Assets Held for Sale and Discontinued Operations

Discontinued operations are reported when a component of the Group comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group operations is classified as held for sale or has been disposed of, if the component either (1) represents a separate major line of business or geographical area of operations and (2) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

Non-current assets are classified as held for sale, if its carrying amount will be recovered principally through a sale transaction rather than through continuing use, and the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable and sale is expected to be completed within one year from date of classification.

Non-current assets classified as held for sale and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the Consolidated Balance Sheet. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated or amortised while they are classified as held for sale.





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### y) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Consolidated Financial Statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the Consolidated Financial Statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within next financial year.

#### i. Useful lives of property, plant and equipment and intangible assets

As described in Note 2(i) and Note 2(j), the Group reviews the estimated useful lives and residual values of property, plant and equipment and intangible assets at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment and intangible assets.

#### ii. Provisions and contingent liabilities

Provisions and Contingent Liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

#### iii. Impairment of goodwill

The group tests whether goodwill has suffered any impairment on an annual basis. For the current and previous financial year, the recoverable amount of the cash generating units (CGUs) was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates.

Goodwill of ₹ 2,941 Million (Previous year: ₹ 2,933 Million) and ₹ 192 Million (Previous year: ₹ 192 Million) have been allocated for impairment testing purpose to the Cash Generating Unit (CGU) viz., 'Paints and Adhesives' and 'Plumbing' Segment, respectively.

The recoverable amount of all cash generating units (CGUs) has been determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management. Recoverable amounts for these CGUs has been determined based on value in use for which cash flow forecasts of the related CGU's using a growth rate based on Group's projection of business and growth of the industry in which the CGU is operating. Pre-tax Discount rate ranging from 8% to 14% has been applied. The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The growth rate does not exceed the long term average growth rate for the respective business in which the CGU operates. The management believes that the planned market share growth is reasonably achievable.

An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rate and growth rate), based on a reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

#### iv. Defined benefit obligation:

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### v. Discount, incentives & rebates

Revenue is measured net of variable consideration such as discounts, incentives, rebates etc. given to the customers on the Company's sales. These discounts, incentives, rebates etc. are given on monthly, quarterly and annual basis based on target achievement by the customers. Estimation is involved during the financial year until the end of reporting year. At reporting year end date, since the targets are already achieved, no significant element of estimation are present.

#### vi. Business combinations and disposal group:

##### Measurement of fair values:

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

##### **Property, plant and equipment:**

Sales comparison method under the Market approach and cost technique: The valuation model considers quoted market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence. (Note 3)

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### Intangible assets:

Relief-from-royalty method and multi-period excess earnings method: The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the patents being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets. (Note 3)

### Disposal Group:

As described under note 43, the classification of the assets, liabilities income and expenses of the non-operating business of erstwhile Gem Paints Private Limited (now known as Anabha Ventures Private Limited) including its subsidiaries and associates presented as Disposal group basis management estimates and judgements.

### vii. New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Group applied for the first-time these amendments.

#### i. Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments do not have any impact on the Group's Consolidated Financial Statements.

#### ii. Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

#### iii. Deferred Tax related to Assets and Liabilities arising from a Single Transaction - amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments do not have any impact on the Group's Consolidated Financial Statements.

### z) Standards Notified But Not Yet Effective

There are no standards that are notified and not yet effective as on the date.



Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 3. PROPERTY, PLANT AND EQUIPMENT, OTHER INTANGIBLE ASSETS, RIGHT OF USE ASSETS AND CAPITAL WORK IN PROGRESS (CWIP)

Sr. No.	Assets	Gross Carrying Amount				Accumulated Depreciation And Amortization				Net Carrying Amount					
		As At April 1, 2023	Acquired on account of business combination (Note 42A)	Reclassified on account of Ind AS 116	Additions	Disposals/ Adjustments	Effect of Foreign currency Translation	As At March 31, 2024	Recalculated on account of Ind AS 116	For the year	Disposals/ Adjustments	Effect of Foreign currency Translation	As at March 31, 2024	As at March 31, 2023	
(A) Property, Plant and Equipment															
a.	Freehold Land	2,503	-	-	1,150	-	-	3,653	-	-	-	-	3,653	2,503	
		2,138	264	-	103	2	-	2,503	-	-	-	-	2,503	2,138	
b.	Buildings	5,563	-	-	1,288	8	17	6,860	842	-	227	1	1,074	5,786	
		4,111	245	-	1,196	(1)	10	5,563	651	-	190	2	842	4,721	
c.	Plant and Equipments	11,163	-	31	2,437	137	106	13,600	5,182	13	1,124	118	6,305	7,295	
		9,474	258	36	1,398	24	21	11,163	4,131	14	1,033	10	5,182	5,981	
d.	Furniture and Fixtures	714	-	-	134	24	8	832	299	-	68	22	7	352	
		600	6	-	108	2	2	714	238	-	62	2	299	415	
e.	Vehicles	251	-	-	147	37	4	365	116	-	36	23	4	133	
		227	11	-	39	26	-	251	101	-	30	15	116	135	
f.	Computers and Office Equipments	424	-	-	107	14	9	526	256	-	74	12	8	326	
		340	4	-	79	1	2	424	197	-	58	1	256	168	
Total		20,618	-	31	5,263	220	144	25,836	6,695	13	1,529	176	8,190	17,646	
		16,890	788	36	2,923	54	35	20,618	5,318	14	1,373	30	6,695	13,923	
(B) Other Intangible Assets															
a.	Computer Software	88	-	-	54	-	-	142	60	-	19	-	79	63	
		73	-	-	19	4	-	88	52	-	8	-	60	28	
b.	Brands	1,830	-	-	-	-	-	1,830	497	-	258	-	755	1,075	
		450	1,317	-	63	-	-	1,830	238	-	259	-	497	1,333	
c.	Distribution network	527	-	-	-	-	-	527	75	-	75	-	150	377	
		-	527	-	-	-	-	527	-	-	75	-	75	452	
Total		2,445	-	-	54	-	-	2,499	632	-	352	-	984	1,515	
		523	1,844	-	82	4	-	2,445	290	-	342	-	632	1,813	
(C) Right of Use Assets															
a.	Leasehold Land	552	-	-	-	62	-	490	20	-	6	4	22	468	
		438	114	-	-	-	-	552	14	-	6	-	20	532	
b.	Buildings	273	-	-	177	70	1	381	186	-	82	70	1	199	
		250	-	-	44	26	5	273	137	-	54	9	4	186	
c.	Plant, Machinery & Vehicles	38	-	(31)	49	-	2	58	13	(13)	7	-	1	8	
		72	-	(36)	-	-	2	38	21	(14)	6	-	13	25	
Total		863	-	(31)	226	132	3	929	219	(13)	95	74	2	229	
		760	114	(36)	44	26	7	863	172	(14)	66	9	4	219	
														644	

Figures in the italics are of Previous Year.

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**Notes:**

1. Land includes land purchased from Telangana State Industrial Infrastructure Corporation at Telangana, where title will be transferred in the name of the Company after implementation of the project in the allotted land

Particulars	Gross Carrying Value (₹ in Million)	Title deeds held in the name of	Whether title deed holder is director or relative of promoter
Land	290	Telangana State Industrial Infrastructure Corporation (TSIIC)	No

2. Leasehold land includes land having carrying amount of ₹ 53 Million for which Application of transfer of lease agreement from erstwhile Subsidiary, Resinova Chemie Limited to Astral Limited is filed before Gujarat Industrial Development Corporation (GIDC) to give impact of merger NCLT order.

**(D) Capital Work in Progress**

1. Capital Work in Progress movement

Particulars	As at April 1, 2023	Acquired on account of business combination (Note 42A)	Additions	Capitalised	As at March 31, 2024
Capital Work in Progress	1,261	-	4,173	3,928	1,506
	<i>1,232</i>	<i>16</i>	<i>2,378</i>	<i>2,365</i>	<i>1,261</i>

Figures in the italics are of Previous Year.

2. Capital Work in Progress Ageing

Particulars	Capital Work In Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>					
Projects in progress	1,408	97	2	-	1,506
<b>Total</b>	<b>1,408</b>	<b>97</b>	<b>2</b>	<b>-</b>	<b>1,506</b>
<b>As at March 31, 2023</b>					
Projects in progress	<i>1,163</i>	<i>59</i>	<i>28</i>	<i>11</i>	<i>1,261</i>
<b>Total</b>	<b><i>1,163</i></b>	<b><i>59</i></b>	<b><i>28</i></b>	<b><i>11</i></b>	<b><i>1,261</i></b>

Figures in the italics are of Previous Year.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 4. GOODWILL

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Goodwill at the beginning of the year	3,125	2,567
<b>Add:</b> Arising on account of business combination (Note 42A)	-	553
<b>Add:</b> Currency translation differences	8	5
<b>Total</b>	<b>3,133</b>	<b>3,125</b>

## 5. INVESTMENTS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current Investments</b>		
<b>Investment in Equity Instruments of Joint Venture at cost<sup>#</sup></b>		
<b>Unquoted</b>		
i) 1,000,000 (as at March 31, 2023: 1,000,000) Shares of Kenyan Shilling 50/- each fully paid up in Astral Pipes Limited, Kenya.	29	29
<b>Less:</b> Group's share of Loss	(29)	(29)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Investment in Preference Shares of Joint Venture at cost<sup>#</sup></b>		
<b>Unquoted</b>		
i) 7,200,000 (as at March 31, 2023: 7,200,000) Non-Cumulative Redeemable Preference Shares of Kenyan Shilling 50/- each fully paid up in Astral Pipes Limited, Kenya.	217	217
<b>Less:</b> Loan component of compound financial instrument (Note 6)	(52)	(52)
<b>Less:</b> Group's share of Loss	(165)	(165)
<b>Equity component of compound financial instrument</b>	<b>-</b>	<b>-</b>
<b>Investments in Joint venture</b>	<b>-</b>	<b>-</b>
<b>Investment in Equity Instruments of Others at fair value through profit and loss</b>		
<b>Unquoted</b>		
i) 10,000 (as at March 31, 2023: 10,000) Shares of ₹ 10/- each subscribed in Astral Foundation, India. (Note 40(a))	0	0
<b>Investments in Others</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>0</b>	<b>0</b>

<sup>#</sup> Investment in Joint Venture at cost accounted using equity method.

**Note:**

- a. Aggregate carrying value of unquoted investments is ₹ 0 Million as at March 31, 2024 (as at March 31, 2023: ₹ 0 Million).

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 6. LOANS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
<b>(Unsecured, considered good, unless otherwise stated)</b>		
Loan component of compound financial instrument* (Note 5)	72	72
<b>Less:</b> Group's share of Loss**	(72)	(72)
	-	-
Loans and Advances to Employees	2	2
<b>Total</b>	<b>2</b>	<b>2</b>
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Loan given^	-	200
Loans and Advances to Employees	6	6
<b>Total</b>	<b>6</b>	<b>206</b>

**Note:** Refer note 38 for detailed disclosure on the fair values.

\* Includes portion of compound financial instrument and fair valuation of loan of ₹ 72 Million as at March 31, 2024 (as at March 31, 2023: ₹ 72 Million).

\*\* to the extent of not adjusted with investment in Joint Venture.

^ Loan amount was given for business purposes, carried interest rate of 7% p.a. and same was received back during the current year.

## 7. OTHER FINANCIAL ASSETS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
<b>(Unsecured, considered good, unless otherwise stated)</b>		
Security deposits	161	115
Earmarked deposit accounts	2	2
Advance for purchase of non current investment (Note 36)	143	143
<b>Less:</b> Allowance for expected credit loss*	(35)	(34)
	108	109
<b>Total</b>	<b>271</b>	<b>226</b>
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Security deposits	19	14
Employee Gratuity Fund (net)	4	-
Interest accrued on loans and deposits	1	30
Discount receivables	65	48
Others	2	0
<b>Total</b>	<b>91</b>	<b>92</b>

**Note:** Refer note 38 for detailed disclosure on the fair values.

\* Group's share of loss to the extent of not adjusted with investment in Joint Venture.





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**8. DEFERRED TAX (NET)**

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Deferred tax assets (Net)	21	110
<b>Total</b>	<b>21</b>	<b>110</b>
Deferred tax liabilities (Net)	460	409
<b>Total</b>	<b>460</b>	<b>409</b>
<b>Net</b>	<b>439</b>	<b>299</b>

**Deferred Tax Liabilities/(Assets) in relation to:**

(₹ in Million)

Particulars	As at April 1, 2022	On account of Business Combination (Note: 42A)*	Recongnised in statement of profit and loss	Other Adjustments	As at March 31, 2023
Property, Plant and Equipment and Intangible assets	409	13	(28)	-	394
Unabsorbed Depreciation	0	-	0	-	-
Provisions for doubtful trade receivables	(19)	(4)	(6)	-	(29)
Disallowances under Section 43B of Income Tax Act	(9)	(6)	(40)	-	(55)
Others	17	0	(28)	0	(11)
<b>Total</b>	<b>398</b>	<b>3</b>	<b>(102)</b>	<b>0</b>	<b>299</b>

\* Includes ₹ 5 Million, created on account of merger of earstwhile subsidiaries viz Resinova Chemie Limited and Astral Bio Chem Private Limited.

(₹ in Million)

Particulars	As at April 1, 2023	Recongnised in statement of profit and loss	Other Adjustments	As at March 31, 2024
Property, Plant and Equipment and Intangible assets	394	129	-	523
Provisions for doubtful trade receivables	(29)	(6)	-	(35)
Disallowances under Section 43B of Income Tax Act	(55)	6	-	(49)
Others	(11)	11	0	0
<b>Total</b>	<b>299</b>	<b>140</b>	<b>0</b>	<b>439</b>

**9. TAX ASSETS**

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Taxes receivable (Net of Provision)	110	-
<b>Total</b>	<b>110</b>	<b>-</b>
<b>Current</b>		
Taxes receivable (Net of Provision)	85	182
<b>Total</b>	<b>85</b>	<b>182</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 10. OTHER ASSETS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Capital Advances	208	129
Prepaid Expenses	11	6
<b>Total</b>	<b>219</b>	<b>135</b>
<b>Current</b>		
Advances to Suppliers	149	495
Balances with Government Authorities	270	196
Prepaid Expenses	267	256
<b>Total</b>	<b>686</b>	<b>947</b>

## 11. INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	3,485	4,032
Work-in-Progress	609	605
Finished Goods	4,274	3,419
Traded Goods	264	263
Packing Materials	167	160
Stores, Spares and Consumables	335	267
<b>Total</b>	<b>9,134</b>	<b>8,746</b>

## 12. TRADE RECEIVABLES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Unsecured, considered good	3,758	3,545
Unsecured, credit impaired	185	134
	<b>3,943</b>	<b>3,679</b>
<b>Less:</b> Allowance for expected credit loss	(185)	(134)
<b>Total</b>	<b>3,758</b>	<b>3,545</b>

**Note:** Refer note 38 for information about credit risk and market risk of Trade receivables.

### Break-up of Trade Receivables

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables from other than related parties	3,758	3,545
Receivables from related parties (Note 36)	-	-
<b>Total</b>	<b>3,758</b>	<b>3,545</b>



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### Notes:

- The Group offers credit period up to 180 days.
- Before accepting any new customer, the Group assesses the potential customer's creditability and defines credit limits for each customer. Such Limits are reviewed annually.
- Trade receivables Ageing Schedule

(₹ in Million)

Particulars	Curent but 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	
As at March 31, 2024							
Undisputed Trade Receivables – considered good	3,066	691	1	-	-	-	3,758
Undisputed Trade receivable – credit impaired	-	22	11	31	13	26	103
Disputed Trade receivables – credit impaired	-	-	2	2	49	29	82
Total	3,066	713	14	33	62	55	3,943
As at March 31, 2023							
Undisputed Trade Receivables – considered good	2,944	549	23	29	-	-	3,545
Undisputed Trade Receivables – which have significant increase in credit risk	-	3	-	-	-	-	3
Undisputed Trade receivable – credit impaired	-	21	6	37	23	8	95
Disputed Trade receivables – credit impaired	-	-	-	1	11	24	36
Total	2,944	573	29	67	34	32	3,679

- In determining the allowances for credit impaired trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.
- At March 31, 2024: ₹ 496 Million (At March 31, 2023: ₹ 391 Million) had been sold to a provider of invoice discounting and debt factoring services. The Group is committed to underwrite any of the debts transferred and therefore continues to recognise the debts sold within trade receivables until the debtors repay default amounts. the debtors repay of default. Since the trade receivables continue to be recognised, the business model of the Group is not affected.
- Movement in Expected Credit Loss Allowance:

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	134	93
Changes during the year	51	41
<b>Balance at the end of the year</b>	<b>185</b>	<b>134</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 13. CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on Hand	6	8
Balances with Banks in current accounts	646	463
Balances with Banks in deposit accounts	750	772
Investments in mutual funds	4,169	3,800
Cheques on hand	523	252
<b>Total</b>	<b>6,094</b>	<b>5,295</b>

### 14. OTHER BALANCES WITH BANKS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
In deposit accounts	1	1,525
Unclaimed dividend and bonus accounts (Note 20)	1	1
<b>Total</b>	<b>2</b>	<b>1,526</b>

**Note:** Unclaimed dividend and bonus account balance can only be used for the purpose it has been maintained.

### 15. EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised Share Capital</b>		
500,000,000 (as at March 31, 2023: 500,000,000) Equity Shares of ₹ 1/- each	500	500
	<b>500</b>	<b>500</b>
<b>Issued, Subscribed &amp; Fully Paid Share Capital</b>		
268,627,009 (as at March 31, 2023: 268,611,572) Equity Shares of ₹ 1/- each fully paid up	269	269
<b>Total</b>	<b>269</b>	<b>269</b>

#### a) Rights, Preferences And Restrictions attached to shares:

The Parent Company has issued only one class of equity shares having value of ₹ 1/- per Share. Each holder of equity shares is entitled to one vote per share and are entitled to dividend as and when declared. All shares rank equally with regard to the Parent Company's residual assets after distribution of all preferential amounts.

#### b) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	No. of Shares	₹ in Million
Balance as at April 1, 2022	200,920,181	201
<b>Add:</b> Shares Issued – pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited	532,500	1
<b>Add:</b> Bonus Shares issued (Note 16(c))	67,152,893	67
<b>Add:</b> Shares issued – under Employee Stock option scheme 'ESOP 2015' (Note f)	5,998	0
<b>Balance as at March 31, 2023</b>	<b>268,611,572</b>	<b>269</b>
<b>Add:</b> Shares issued – under Employee Stock option scheme 'ESOP 2015' (Note f)	15,437	0
<b>Balance as at March 31, 2024</b>	<b>268,627,009</b>	<b>269</b>

**Note:** 147,512,276 shares were allotted as bonus shares in the last five financial years by capitalisation of Securities Premium.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### c) Number of Shares reserved for issue under options:

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding at the end of the year	95,880	1,19,034

### d) Details of Share held by each shareholder holding more than 5% shares:

Name of Shareholder	As at March 31, 2024	As at March 31, 2023
Sandeep Pravinbhai Engineer		
No. of Shares	84,817,218	84,817,218
% of Shares Held	31.57	31.58
Saumya Polymers LLP		
No. of Shares	22,775,195	26,395,932
% of Shares Held	8.48	9.83
Jagruti Sandeep Engineer		
No. of Shares	20,318,688	20,318,688
% of Shares Held	7.56	7.56
Kairav Chemicals Limited		
No. of Shares	17,420,065	18,480,065
% of Shares Held	6.48	6.88

### e) Shares held by Promoters and Promoter group entities in Holding Company:

Name of Shareholder	No of Shares	% of Total Shares	% Change during the year
<b>As at March 31, 2024</b>			
Sandeep Pravinbhai Engineer	84,817,218	31.57	(0.01)
Saumya Polymers LLP	22,775,195	8.48	(1.35)
Jagruti Sandeep Engineer	20,318,688	7.56	-
Kairav Chemicals Limited	17,420,065	6.48	(0.40)
<b>As at March 31, 2023</b>			
Sandeep Pravinbhai Engineer	84,817,218	31.58	0.19
Saumya Polymers LLP	26,395,932	9.83	(0.02)
Jagruti Sandeep Engineer	20,318,688	7.56	(0.02)
Kairav Chemicals Limited	18,480,065	6.88	(0.02)

### f) Share Options granted under the Employee Stock Options scheme:

#### 1. Details of the Employee stock option plan of the Holding Company

**Astral Limited** (the Holding Company) formulated Employees Stock Option Scheme viz. Astral Employee Stock Option Scheme 2015 ("the Scheme") for the benefit of employees of the Holding Company. Shareholders of the Holding Company approved the Scheme by passing special resolution through postal ballot dated October 21, 2015 and was further amended vide shareholders resolution passed in the Annual General Meeting held on August 21, 2020. Under the said Scheme, Nomination and Remuneration

Committee is empowered to grant stock options to eligible employees of the Holding Company, up to 150,000 (Ex-bonus) Minimum vesting period of stock option is one year and exercise period of stock option is one year from the date of vesting.

The Committee granted 16,282 stock options on November 14, 2015, 21,600 stock options on March 30, 2017, 22,400 stock options on November 13, 2017, 7,450 stock options (Ex-bonus) on June 29, 2019, 9,310 stock options on October 24, 2019, 12,413 stock options on August 4, 2020, 12,413 stock options on July 1, 2021, 15,996 stock options on October 8, 2022 and 15,436 stock options on October

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

18, 2023 totaling 135,160 stock options till date. Each stock option is exercisable into one equity share of face value of ₹ 1/- each.

The Holding Company made bonus issue of shares in the proportion of 1:3 i.e. 1 (One) bonus equity shares of ₹ 1/- each for every 3(Three) fully paid-up equity shares held during the financial year 2022-23. A fair and reasonable adjustment was made in respect of options unvested/ yet to be exercised, options available for grant and their exercise price to give effect to the bonus in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2015. Post Bonus issue adjustment the

Exercise price of all stock options available for grant and options unvested/yet to be exercised arrives at ₹ 22.5 share (Ex-bonus exercise price of all stock options was ₹ 30/- share). Each stock option is exercisable into one equity share of face value of ₹ 1/- each.

Further the Holding Company has obtained in principle approval from stock exchanges for additional 37,652 equity shares under Astral Employee Stock Option Scheme, 2015 pursuant to Bonus Issue of shares by the Holding Company as approved by shareholders vide ordinary resolution dated March 3, 2023.

The following stock based payment arrangement were in existence during the current and previous year:

Option Series	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Grant date	18-10-2023	08-10-2022	01-07-2021	04-08-2020
Number of shares	15,436	15,996*	12,413	12,413*
Expiry date	17-10-2025	07-10-2024	30-06-2023	03-08-2022
Exercise price	₹ 22.5	₹ 22.5*	₹ 30	₹ 30*
Fair value at grant date	1,919	2,205	1,939	903

\* Adjusted pursuant to bonus issue.

### 2. Movement in stock options during the year

The following is the reconciliation of stock option outstanding at the beginning and at the end of the year:

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Option Outstanding, beginning of the year	23,578	11,997
Options Granted during the year (including bonus adjustment)	15,436	15,996
Options Exercised during the year	15,437	5,998
Option Lapsed/surrendered/forfeited	423	416
Bonus impact on Option series outstanding at the beginning of the Year	-	1,999
<b>Option Outstanding, end of the year</b>	<b>23,154</b>	<b>23,578</b>
<b>Of which:</b>		
Not Vested	23,154	23,578
<b>Add:</b> Adjustment on Account of Bonus Issue in ratio of 1:3 during the year 2022-23	-	35,653
<b>Options available for grant</b>	<b>95,880</b>	<b>1,19,034</b>

Options available for grants during the year 2022-23, has been adjusted with bonus shares issued during the year.

### 3. Fair value of share options granted

Fair value of the share options granted during the year is ₹ 1,919/- (previous financial years ₹ 2,205/-, ₹ 1,939/- and ₹ 903/- respectively for options granted on October 8, 2022, July 1, 2021 and August 4, 2020). The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model:

Option Series	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Option grant date	18-10-2023	08-10-2022	01-07-2021	04-08-2020
Fair value at Grant date	₹ 1,919	₹ 2,205	₹ 1,939	₹ 903
Exercise Price	₹ 22.5	₹ 22.5*	₹ 30	₹ 30*





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 3. Fair value of share options granted (Contd.)

Option Series	October 18, 2023	October 8, 2022	July 1, 2021	August 4, 2020
Expected Volatility	67%	61%	191%	79%
Expected life of Option	2 years	2 years	2 years	2 years
Dividend Yield	0.73%	0.77%	0.81%	0.65%
Risk Free Interest Rate	7.33%	7.31%	6.04%	6.02%

\* Adjusted pursuant to bonus issue.

### 4. Stock options exercised

The following stock options were exercised during the current and previous year:

Option series	Number exercised	Avg Share price at exercise date	Exercise date
Granted on July 1, 2021	7,719	1,787	14-Jul-23
Granted on October 8, 2022	7,718	1,848	18-Oct-23
Granted on July 1, 2021	5,998	1,654	23-Jul-22

### 5. Stock options outstanding at the end of the year

The stock option outstanding at the end of the current year had a weighted average exercise price of as ₹ 22.50 (Previous year: ₹ 22.50), and weighted average remaining contractual life of 441 days (i.e. 1.21 years) (Previous year: 401 days (i.e. 1.10 years)).

## 16. OTHER EQUITY

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital Reserve</b>		
Balance at the beginning of the year	95	4
Pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited	-	91
<b>Balance at the end of the year</b>	<b>95</b>	<b>95</b>
<b>Securities Premium</b>		
Balance at the beginning of the year	3,976	4,031
<b>Add:</b> Premium on shares issued under Employee Stock option scheme 'ESOP 2015' (Note 15 (f))	25	12
<b>Less:</b> Utilised during the year for issue of Bonus Shares (Note c)	-	67
<b>Balance at the end of the year</b>	<b>4,001</b>	<b>3,976</b>
<b>General Reserve</b>		
Balance at the beginning of the year	260	260
<b>Balance at the end of the year</b>	<b>260</b>	<b>260</b>
<b>Revaluation Reserve</b>		
Balance at the beginning of the year	12	12
<b>Balance at the end of the year</b>	<b>12</b>	<b>12</b>
<b>Foreign Currency Translation Reserve</b>		
Balance at the beginning of the year	23	13
<b>Add:</b> Other comprehensive income arising from Currency Translation (Loss)/Gain	40	27
<b>Add:</b> Consequent to business combination (Note 42B)	-	(17)
<b>Balance at the end of the year</b>	<b>63</b>	<b>23</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

16. OTHER EQUITY (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Stock Options Outstanding Account</b>		
Balance at the beginning of the year	38	23
<b>Add:</b> On account of options granted during the year	24	26
	62	49
<b>Less:</b> Option Lapsed/surrendered/forfeited	0	0
<b>Less:</b> Exercise of employee stock options	25	11
	37	38
<b>Less:</b> Deferred employee Compensation expenses	21	18
<b>Balance at the end of the year</b>	<b>16</b>	<b>20</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	22,457	18,832
<b>Add:</b> Profit for the year	5,461	4,566
<b>Add:</b> Pursuant to Scheme of Amalgamation of Resinova Chemie Limited and Astral Biochem Private Limited with Astral Limited	-	(5)
<b>Add:</b> Consequent to business combination (Note 43A & 43B)	266	(322)
<b>Add:</b> Other comprehensive income	(12)	(11)
<b>Less:</b> Payment of dividend on equity shares (Note a & b)	1,007	603
<b>Balance at the end of the year</b>	<b>27,165</b>	<b>22,457</b>
<b>Total</b>	<b>31,612</b>	<b>26,843</b>

Notes:

- In August 2023 and October 2023, the dividend of ₹ 2.25 per share (total dividend ₹ 604 Million) and ₹ 1.5 per share (total dividend ₹ 403 Million) respectively, was paid to holders of fully paid equity shares of Holding Company.
- In August 2022 and November 2022, the dividend of ₹ 1.75 per share (total dividend ₹ 352 Million) and ₹ 1.25 per share (total dividend ₹ 251 Million) respectively, was paid to holders of fully paid equity shares of Holding Company.
- During the financial year 2022-23, the Holding Company allotted 67,152,893 equity shares of ₹ 1/- each as fully paid up bonus shares by utilising securities premium amounting to ₹ 67 Million, pursuant to an ordinary resolution passed after taking the consent of shareholders through Extra Ordinary General Meeting.
- Nature and Purpose of reserve

**Capital reserve**

The Holding Company has created capital reserve out of capital subsidies received from state Governments of ₹ 4 Million, further Capital Reserve of ₹ 91 Million created on amalgamation of erstwhile subsidiaries, Resinova Chemie Limited and Astral Biochem Private Limited, with the Holding Company.

**Securities premium**

The amount received in excess of face value of the equity shares is recognised in Securities Premium. It is available for utilization in accordance with the provisions of the Companies Act, 2013. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve.

**General reserve**

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. It can be used for distribution to equity shareholders only in compliance with the Companies Act, 2013, as amended.

**Revaluation Reserve**

The Holding Company has created revaluation reserve out of revaluation of land carried out during the year 2004-05.

**Foreign Currency Translation Reserve**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

### Stock Options Outstanding Account

Stock Option Outstanding Account is used to recognise grand date fair value options vested to employees under various equity settled schemes. The fair value of the equity-settled share based payment transactions

with employees is recognised in Statement of Profit and Loss with corresponding credit to Stock Options Outstanding Account.

### Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

## 17. BORROWINGS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
<b>Secured - at amortised cost</b>		
Term Loans From Banks	166	361
<b>Less:</b> Current maturity of long term loans	28	66
	<b>138</b>	<b>295</b>
<b>Unsecured - at amortised cost</b>		
Term Loans From Banks	300	-
<b>Less:</b> Current maturity of long term loans	3	-
	<b>297</b>	<b>-</b>
<b>Unsecured - at amortised cost</b>		
Buyers Credit	-	21
	<b>-</b>	<b>21</b>
<b>Total</b>	<b>435</b>	<b>316</b>
<b>Current</b>		
<b>Secured - at amortised cost</b>		
Working capital demand loans from banks	498	391
Current maturity of long term borrowings	28	66
	<b>526</b>	<b>457</b>
<b>Unsecured - at amortised cost</b>		
Current maturity of long term borrowings	3	-
	<b>3</b>	<b>-</b>
<b>Total</b>	<b>529</b>	<b>457</b>

### Notes:

- Refer note 38 for information about liquidity risk.
- Holding Company:
  - Working capital facilities of the Company from certain banks are secured by way of first Pari-Passu charge on the current asset.
  - Unsecured term Loan of IndusInd Bank Limited of ₹ 300 Million (as at March 31, 2023: ₹ Nil) repayable within 72 months till December 2029. Rate of Interest for Term Loan ranges from 7.5% to 8.5%.
  - Buyers Credit: Rate of interest for buyer's credit ranges from 5.00% to 7.00% p.a..
    - Axis Bank Limited Buyers Credit of ₹ Nil (as at March 31, 2023: ₹ 21 Million) repaid.

### c. Indian Subsidiary:

- HDFC Bank Limited Term Loans of ₹ Nil (as at March 31, 2023: ₹ 231 Million). During the year, Indian subsidiary has fully repaid the total amount of outstanding term loans.

Term Loans were Secured by way of first charge, in respect of entire current assets of the Company both present and future and fixed assets of the Company, both present and future (Note 3,11,12). Rate of interest for Term Loan was ranges from 7 to 8.9%.

### d. Foreign Subsidiary:

Rate of interest for Term Loans and mortgage loans ranges from 6% p.a. to 7.25% p.a.. Rate of interest on working capital loans ranging from 6% to 7.25% p.a.

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

1. The subsidiary Company has availed term loan and mortgage loan from banks amounting to ₹ 166 Million (as at March 31, 2023: ₹ 130 Million) is secured by fixed charge on book debt and a floating charge on the assets of the Company.
2. The subsidiary Company has availed working capital demand loan from banks amounting to ₹ 498 Million (as at March 31, 2023: ₹ 391 Million) is secured by fixed charge on book debt and a floating charge on the assets of the Company.

## 18. PROVISIONS

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Provisions for Employee Benefits (Note 35)	53	31
<b>Total</b>	<b>53</b>	<b>31</b>
<b>Current</b>		
Provisions for Employee Benefits (Note 35)	8	26
<b>Total</b>	<b>8</b>	<b>26</b>

## 19. TRADE PAYABLES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
a. Total outstanding dues of micro enterprises and small enterprises	527	416
<b>Total</b>	<b>527</b>	<b>416</b>
b. Total outstanding dues of creditors other than micro enterprises and small enterprises		
Operational Buyers Credit	2,786	2,789
Due to others	5,406	4,795
<b>Total</b>	<b>8,192</b>	<b>7,584</b>
<b>Total</b>	<b>8,719</b>	<b>8,000</b>

### Break-up of Trade Payables

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables to other than related parties	8,719	8,000
Trade payables to related parties (Note 36)	-	-
<b>Total</b>	<b>8,719</b>	<b>8,000</b>

#### Notes:

- a. Refer note 38 for information about credit risk, market risk and liquidity risk of Trade Payables.
- b. Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditor.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### c. Trade Payables Ageing Schedule

(₹ in Million)

Particulars	Unbilled dues	Curent but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
Total outstanding dues of micro enterprises and small enterprises	-	527	-	-	-	-	527
Total outstanding dues of creditors other than micro enterprises and small enterprises	153	7,135	899	5	0	0	8,192
Total	153	7,662	899	5	0	0	8,719
As at March 31, 2023							
Total outstanding dues of micro enterprises and small enterprises	-	411	5	-	-	-	416
Total outstanding dues of creditors other than micro enterprises and small enterprises	135	6,640	807	2	0	0	7,584
Total	135	7,051	812	2	0	0	8,000

## 20. OTHER FINANCIAL LIABILITIES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Interest accrued but not due on borrowings and buyers credits	38	29
Payable for capital goods	451	303
Unclaimed dividends and bonus* (Note 13)	1	1
Consideration payable in relation to business combination (Note 42A)	-	1,940
Others**	482	422
<b>Total</b>	<b>972</b>	<b>2,695</b>

\* All the amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company have been transferred within the time frame prescribed for the same.

\*\* Mainly represents dues payable to Employees (refer note 36 for payables to related parties).

## 21. OTHER CURRENT LIABILITIES

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues	704	507
Contract liabilities - Advance received from customers	123	140
<b>Total</b>	<b>827</b>	<b>647</b>

**Note:** The Contract liabilities outstanding at the beginning of the current year and previous year have been recognised as revenue during the year ended March 31, 2024 and March 31, 2023 respectively.

## 22. CURRENT TAX LIABILITIES (NET)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax payable (net of advance taxes)	61	80
<b>Total</b>	<b>61</b>	<b>80</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 23. REVENUE FROM OPERATIONS

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from contract with customers	56,288	51,451
Other operating revenues	126	134
<b>Total</b>	<b>56,414</b>	<b>51,585</b>

**Note:** The revenue generated by Group consists of plastic products, mainly, Pipe & Fittings, Tank, Faucets & sanitaryware, Paints and Adhesives products, which is disclosed in note 37 as segment revenue. Hence, no disaggregation of revenue is provided. Other information relating to contract balances, i.e. Trade Receivables and Advance from customers, is stated in note 12 and 21 respectively.

## 24. OTHER INCOME

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Interest Income:</b>		
From Bank deposits	14	30
From Financial assets	23	25
From Others	5	1
Gain on Sale of mutual funds (Net)	242	94
Foreign exchange gains (Net)	88	58
Miscellaneous Income	49	59
<b>Total</b>	<b>421</b>	<b>267</b>

## 25. COST OF MATERIALS CONSUMED

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Consumption of Raw material:</b>		
Inventories at the beginning of the year	4,032	2,893
<b>Add:</b> Acquired from business combination (Note 42A)	-	213
<b>Add:</b> Purchases	33,135	33,477
<b>Less:</b> Inventories at the end of the year	3,485	4,032
	<b>33,682</b>	<b>32,551</b>
<b>Consumption of Packing material:</b>		
Inventories at the beginning of the year	160	107
<b>Add:</b> Acquired from business combination (Note 42A)	-	26
<b>Add:</b> Purchases	1,099	1,098
<b>Less:</b> Inventories at the end of the year	167	160
	<b>1,092</b>	<b>1,071</b>
<b>Total</b>	<b>34,774</b>	<b>33,622</b>





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**26. PURCHASE OF TRADED GOODS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of Traded Goods	676	604
<b>Total</b>	<b>676</b>	<b>604</b>

**27. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Inventories at the end of the year</b>		
Finished Goods	4,274	3,419
Work-in-progress	609	605
Traded Goods	264	263
<b>Total [A]</b>	<b>5,147</b>	<b>4,287</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	3,419	3,690
Work-in-progress	605	371
Traded Goods	263	78
<b>Total [B]</b>	<b>4,287</b>	<b>4,139</b>
<b>Inventories acquired from business combination (Note 42A)</b>		
Finished Goods	-	269
<b>Total [C]</b>	<b>-</b>	<b>269</b>
<b>Net (Increase)/Decrease [B]+[C]-[A]</b>	<b>(860)</b>	<b>121</b>

**28. EMPLOYEE BENEFITS EXPENSE**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages	4,013	2,928
Share based payments to employees (Note 15(f))	21	18
Contribution to Provident and Other Funds (Note 35)	143	115
Staff Welfare Expenses	207	132
<b>Total</b>	<b>4,384</b>	<b>3,193</b>

**29. FINANCE COSTS**

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Interest expense on</b>		
Loans from Banks	200	128
Others	20	13
Other borrowing costs	46	30
Exchange differences regarded as an adjustment to borrowing costs	25	229
<b>Total</b>	<b>291</b>	<b>400</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 30. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on Property, Plant and Equipment (Note 3 (A))	1,529	1,373
Amortisation on Other Intangible Assets (Note 3 (B))	352	342
Amortisation on Right of Use Assets (Note 3 (C))	95	66
<b>Total</b>	<b>1,976</b>	<b>1,781</b>

### 31. OTHER EXPENSES

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Consumption of Stores, Spares and Packing Materials	1,036	871
Power and Fuel	1,307	1,019
Rent (Note 36 & 39)	140	105
Repairs expenses	269	193
Insurance expenses	136	124
Rates and Taxes	27	26
Royalty expense	24	22
Communication expenses	64	46
Travelling expenses	678	440
Factory and other expenses	127	88
Printing and Stationary expenses	16	13
Freight and Forwarding	1,439	866
Commission	17	26
Advertisement and Sales Promotion expenses	2,249	1,530
Directors Sitting Fees (Note 36)	2	3
Donations and Contributions	0	20
Expenditure on Corporate Social Responsibility (Note 36)	112	97
Security Service Charges	130	96
Legal and Professional	167	145
Payments to Auditors	15	13
Bad Debts Written Off	0	4
Expected credit loss for trade receivables	57	25
Net Loss on Foreign Currency transactions and translations	-	1
Loss on Sale of Property, plant and equipment (Net)	64	12
Miscellaneous expenses	181	161
<b>Total</b>	<b>8,257</b>	<b>5,946</b>

**Note:** Donations and contributions include political contribution made by Holding Company ₹ Nil (Previous year: ₹ 20 Million)



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 32. TAX EXPENSES (NET)

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Current tax</b>		
In respect of the current year	1,873	1,670
In respect of earlier years	(133)	(11)
<b>Total</b>	<b>1,740</b>	<b>1,659</b>
<b>Deferred tax</b>		
In respect of the current year	51	(102)
In respect of earlier years	89	-
<b>Total</b>	<b>140</b>	<b>(102)</b>

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below:

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Profit before tax</b>	<b>7,336</b>	<b>6,152</b>
Income tax expense @ 25.168% (FY 2021-22: @ 25.168%)	1,846	1,548
<b>Differences due to :</b>		
Differences arising from different tax rates in the subsidiaries	0	(11)
Effect of allowances/disallowances	74	29
Others	4	2
<b>Total</b>	<b>1,924</b>	<b>1,568</b>
Adjustments in respect of earlier years	(44)	(11)
<b>Tax expense as per Consolidated statement of Profit and Loss</b>	<b>1,880</b>	<b>1,557</b>

The Group's weighted average tax rates for the year ended March 31, 2024 and March 31, 2023 were 25.63% and 25.31% respectively.

### 33. EARNINGS PER SHARE

Particulars		Year ended March 31, 2024	Year ended March 31, 2023
Profit for the year attributable to owners of the Holding Company (₹ in Million)	[a]	5,461	4,566
Weighted average number of equity shares for Basic EPS(*)	[b]	268,620,556	268,609,715
<b>Add:</b> Effects of dilutive shares options outstanding	[c]	20,110	14,233
Weighted average number of equity shares for Diluted EPS	[d] = [b]+[c]	268,640,666	268,623,948
Nominal Value per share (₹)	[e]	1/-	1/-
Basic Earnings Per Share (in ₹)	[f] = [a]/[b]	20.33	17.00
Diluted Earnings Per Share (in ₹)	[g] = [a]/[d]	20.33	17.00

**Note:** Please refer note 43(d) for previous year's Earnings per share of discontinued operations.

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 34. CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR

(₹ in Million)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
<b>Contingent Liabilities**</b>			
1.	In respect of Income Tax	16	33
2.	In respect of Goods and Service Tax (GST), Value Added Tax and Central Sales Tax	11	61
<b>Commitments</b>			
1.	Capital Contracts remaining to be executed (Net of Advances)	2,491	1,142
2.	Letters of Credits for purchases	1,170	596

\*The group has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

\* Future cash outflows in respect of the above matters are determined only on receipt of judgments/decisions pending at various forums/authorities.

### 35. EMPLOYEE BENEFITS

#### Post-Employment Benefit

##### Defined contribution plan

The Holding Company and one of its Indian subsidiaries make provident fund contributions to defined contribution benefit plans for eligible employees. Under the scheme the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to the government authorities (PF commissioner).

Amount towards Defined Contribution Plan have been recognised under "Contribution to Provident and Other funds" in Note no. 28 "Employee Benefits Expense" of ₹ 112 Million (Previous Year: ₹ 80 Million).

##### Defined benefit plan

the Holding Company and one of its Indian subsidiaries have defined benefit plans for gratuity to eligible employees, contributions for which are made to insurance service providers, which invests the funds as per Insurance Regulatory and Development Authority (IRDA) guidelines. The details of these defined benefit plan recognised in the Consolidated Financial Statements are as under:

##### General description of the plan

The Holding Company and one of its Indian subsidiaries operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

The defined benefit plans typically expose to the Holding Company and one of its Indian Subsidiaries to various risk such as:

**Interest rate risk:** A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset liability matching risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration risk:** Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### a) Movement in present value of defined benefit obligation are as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Obligations at the beginning of the year	184	123
Acquired on business combination (Note 42A)	-	30
Current service cost	29	21
Interest cost	14	12
Actuarial (gain)/loss – due to change in financial assumptions	6	(3)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	2
Actuarial (gain)/loss- due to experience adjustments	10	10
Benefits paid	(13)	(11)
<b>Present value of benefit obligation at the end of the year</b>	<b>230</b>	<b>184</b>

### b) Movement in the fair value of plan assets are as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Plan assets at the beginning of the year, at fair value	162	110
Interest Income	12	8
Return on plan assets excluding interest income	4	(2)
Contributions from the employer	66	56
Benefits paid	(13)	(11)
<b>Fair value of plan assets at the end of the year</b>	<b>231</b>	<b>162</b>

### c) The amount included in the balance sheet arising from the entities obligation in respect of defined benefit plan is as follows:

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Present value of benefit obligation at the end of the year	(230)	(187)
Fair value of plan assets at the end of the year	231	162
<b>Net liability arising from defined benefit obligation</b>	<b>1</b>	<b>(25)</b>

### d) Amount recognised in the Statement of Profit and Loss in respect of the defined benefits plans are as follows:

(₹ in Million)

Particulars	Gratuity	
	Year ended March 31, 2024	Year ended March 31, 2023
Current service cost	29	21
Net Interest expense	2	4
<b>Components of defined benefit costs recognised in the Statement of Profit and Loss</b>	<b>31</b>	<b>25</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

d) Amount recognised in the Statement of Profit and Loss in respect of the defined benefits plans are as follows: (Contd.)

(₹ in Million)

Particulars	Gratuity	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Remeasurement on the net defined benefit liability:</b>		
Actuarial (gains)/losses on obligation for the period	16	9
Return on plan assets, excluding interest income	(4)	2
<b>Components of defined benefit costs recognised in Other Comprehensive Income</b>	<b>12</b>	<b>11</b>
<b>Total</b>	<b>43</b>	<b>36</b>

e) Investment details of plan assets:

To fund the obligations under the gratuity plan, Contributions are made to insurance service providers, who invests the funds as per IRDA guidelines.

f) The defined benefit obligations shall mature after year ended March 31, 2024 as follows:

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
1 <sup>st</sup> Following Year	21	21
2 <sup>nd</sup> Following Year	14	10
3 <sup>rd</sup> Following Year	17	14
4 <sup>th</sup> Following Year	13	14
5 <sup>th</sup> Following Year	17	11
Sum of Years 6 To 10	91	74
Thereafter	356	293

The average duration of the defined benefit plan obligation at the end of the reporting period is ranging from 6 to 12 years (As at March 31, 2023: 8 to 11 years).

g) Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in Million)

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Delta effect of +1% change in the rate of Discounting	(19)	(15)
Delta effect of -1% change in the rate of Discounting	22	18
Delta effect of +1% change in the rate of salary Increase	22	17
Delta effect of -1% change in the rate of salary increase	(19)	(15)
Delta effect of +1% change in the rate of employee turnover	(1)	0
Delta effect of -1% change in the rate of employee turnover	0	(0)





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that

applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no material change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The Group expects to make a contribution of ₹ Nil (as at March 31, 2023: ₹ 25 Million) to the defined benefit plans during the next financial year.

### h) The principal assumptions used for the purpose of actuarial valuation were as follows:

Particulars	Gratuity	
	Year ended March 31, 2024	Year ended March 31, 2023
Discount Rate	7.21% to 7.22%	7.41% to 7.52%
Expected return on plan assets	7.21% to 7.22%	7.41% to 7.52%
Annual Increase in Salary Costs	7.00%	7.00%
Rate of Employee turnover	For service 4 years and below 7% & For service 5 years and above 4%. 8% for one of the Indian Subsidiary.	For service 4 years and below 7% & For service 5 years and above 4%. 8% for one of the Indian Subsidiary.
Mortality Tables	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Future Salary increases are based on long term average salary rise expected taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market. Future Separation and mortality rates are obtained from relevant data of Life Insurance Corporation of India.

### Defined Contribution Pension Scheme of Foreign Subsidiary:

The Group pays fixed contribution into a separate entity. The Group has no further obligations once the contribution has been paid. An amount of ₹ 13 Million (Previous Year: ₹ 11 Million) is charged to Consolidated Statement of Profit and loss under Contribution to provident and other funds in Note no. 28 "Employee Benefits Expense.

## 36. RELATED PARTY DISCLOSURES

### 1. Name of the related parties and their relationships

Sr. No.	Description of Relationship	Name of Related Parties
a.	Joint Venture	• Astral Pipes Limited, Kenya
b.	Enterprises over which Key Managerial Personal are able to exercise significant influence	• Kairav Chemicals Limited
		• Saumya Polymers LLP
		• Astral Charitable Trust
		• Kairamya Journeys LLP
		• Ameya Lifestyle
		• Astral Foundation (Section 8 Company)

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**1. Name of the related parties and their relationships** (Contd.)

Sr. No.	Description of Relationship	Name of Related Parties
c.	Key Managerial Personnel (KMP)	<ul style="list-style-type: none"> <li>Sandeep Engineer (Managing Director)</li> <li>Jagruti Engineer (Whole Time Director)</li> <li>Kairav Sandeep Engineer (Whole Time Director w.e.f. July 1, 2023)</li> <li>Girish Joshi (Whole Time Director)</li> <li>Hiranand Savlani (Chief Financial Officer up to June 30, 2023 &amp; Chief Financial Officer and Executive Director (ED) w.e.f. July 1, 2023)</li> <li>Kaushal Nakrani (Independent Director)</li> <li>Viral Jhaveri (Independent Director)</li> <li>C.K.Gopal (Independent Director)</li> <li>Chetas Desai (Independent Director w.e.f February 7, 2023)</li> <li>Dhinal Shah (Independent Director w.e.f February 7, 2023)</li> <li>Manan Bhavsar (Company Secretary w.e.f October 1, 2022)</li> <li>Krunal Bhatt (Company Secretary up to September 30, 2022)</li> </ul>
d.	Relatives of Key Managerial Personnel (KMP)	<ul style="list-style-type: none"> <li>Sandeep Engineer HUF</li> <li>Kairav Engineer (Upto June 30, 2023)</li> <li>Saumya Engineer</li> <li>Shilpa Shroff</li> <li>Shikha Engineer</li> </ul>



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 2. Disclosure of transactions between the Company and related parties and the status of outstanding balances as on March 31, 2024

(₹ in Million)

Particulars	Joint Venture		Enterprises over which KMP are able to exercise significant influence		Key Managerial Personnel (KMP)		Relatives of Key Managerial Personnel		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Part 1: Transaction during the year</b>										
<b>Advance for Purchase of non-current investment</b>										
Astral Pipes Limited	-	124	-	-	-	-	-	-	-	124
<b>Amount claimed for reimbursement of expenses</b>										
Kairav Chemicals Limited	-	-	0	0	-	-	-	-	0	0
<b>Purchase of Goods/Services</b>										
Kairamya Jourenys LLP	-	-	133	82	-	-	-	-	133	82
Others	-	-	0	1	-	-	-	-	0	1
<b>Expenditure on Corporate Social Responsibility</b>										
Astral Foundation	-	-	108	89	-	-	-	-	108	89
Others	-	-	4	2	-	-	-	-	4	2
<b>Remuneration (Note a)</b>										
Sandeep Engineer	-	-	-	-	139	118	-	-	139	118
Hiranand Savlani	-	-	-	-	62	45	-	-	62	45
Others	-	-	-	-	33	17	19	22	52	39
<b>Sitting Fees Paid</b>										
Viral Jhaveri	-	-	-	-	1	1	-	-	1	1
C.K Gopal	-	-	-	-	1	1	-	-	1	1
Kaushal Nakrani	-	-	-	-	0	1	-	-	0	1
Dhinal Shah	-	-	-	-	0	-	-	-	0	-
Chetas Desai	-	-	-	-	0	-	-	-	0	-
Others	-	-	-	-	-	0	-	-	-	0
<b>Rent Paid</b>										
Jagruti Engineer	-	-	-	-	1	0	-	-	1	0
Sandeep Engineer HUF	-	-	-	-	-	-	1	1	1	1
Shikha Engineer	-	-	-	-	-	-	1	1	1	1
<b>Part 2: Balance at the end of year</b>										
<b>Advance for Purchase of non-current investment</b>										
Astral Pipes Limited	108	109	-	-	-	-	-	-	108	109
<b>Advances given for purchase of Goods/Services</b>										
Kairamya Jourenys LLP	-	-	1	6	-	-	-	-	1	6
<b>Payables</b>										
Sandeep Engineer	-	-	-	-	45	37	-	-	45	37
Others	-	-	-	-	3	2	1	1	4	3

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### Notes :

#### a. Compensation of key management personnel:

The remuneration of Key Management Personnel during the year was as follows:

(₹ in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Short term Benefits	234	180
Sitting fees	2	3

- b. The remuneration of key management personnel is determined by the remuneration committee. The same is including employer contribution to provident fund and exclusive of employees' stock options, provision for liability in respect of leave earned and gratuity; since the liabilities for gratuity and leave encashment is based on the actuarial valuation for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.
- c. The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.
- d. The amounts outstanding are unsecured and will be settled in cash. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of amounts owned by related parties.
- e. Transactions/balances during and end of the year/previous year are stated without considering impact of fair valuation carried out as per Ind AS.
- f. As the liabilities for gratuity, leave encashment on an actuarial valuation basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

### 37. SEGMENT REPORTING

The Group has identified two business segments namely "Plumbing" and "Paints and Adhesives" as reportable segments based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems.

Information reported to the CODM for the purpose of resources allocation and assessment of segment performance focuses on the types of goods delivered. No operating segments have been aggregated in arriving at the reportable segments of the Group.

### Segment Revenue and Results

The following is an analysis of the Group's revenue and results from operations by reportable segment.

(₹ in Million)

Segment	Segment revenue		Segment profit	
	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2024	Year Ended March 31, 2023
Plumbing	41,420	37,675	6,054	5,144
Paints and Adhesives	14,994	13,910	1,396	1,349
<b>Total</b>	<b>56,414</b>	<b>51,585</b>	<b>7,450</b>	<b>6,493</b>
<b>Add: Un-allocated Income/(Expenses) (net)</b>			178	92
Finance costs			(291)	(400)
Share of loss of joint venture			(1)	(15)
<b>Profit Before tax</b>			<b>7,336</b>	<b>6,170</b>

### Note:

1. Segment revenue reported above represents, revenue generated from external customers. There were no inter segment sales in current year as well as in previous year.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### Segment Assets and Liabilities

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Segment Assets</b>		
Plumbing	24,623	21,441
Paints and Adhesives	14,222	13,393
<b>Total Segment Assets</b>	<b>38,845</b>	<b>34,834</b>
Unallocated	6,134	6,944
Assets classified as held for sale and discontinued operations (Note 43)	-	1,953
<b>Total Assets</b>	<b>44,979</b>	<b>43,731</b>

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Segment Liabilities</b>		
Plumbing	7,657	6,842
Paints and Adhesives	2,606	2,334
<b>Total Segment Liabilities</b>	<b>10,263</b>	<b>9,176</b>
Unallocated	2,031	3,583
Liabilities directly associated with assets classified as held for sale (Note 43)	-	1,383
<b>Total Liabilities</b>	<b>12,294</b>	<b>14,142</b>

For the purpose of monitoring segment performance and allocating resources between segments:

- All assets are allocated to reportable segments other than current and deferred tax assets, unclaimed dividend, and advance given for purchase of non-current investment. Cash and cash equivalent and other bank balances of the Holding Company are disclosed as 'Unallocated' Assets as at March 31, 2024 and March 31, 2023.
- All liabilities are allocated to reportable segments other than borrowings, unpaid dividend, and current and deferred tax liabilities.
- All expenses are allocable to reportable segment other than Corporate Social Responsibility (CSR) expenditure, donations and contributions, payment to auditors, directors sitting fees and foreign exchange fluctuations loss to the extent not relates to operating activities.
- All incomes are allocable to reportable segment other than subsidy received, non-operating income and foreign exchange fluctuations loss to the extent not relates to operating activities.

### Geographical Information

The Group operates in two principal geographical areas – India and outside India.

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

(₹ in Million)

Particulars	Revenue from external customers		Non-current Assets *	
	Year Ended March 31, 2024	Year Ended March 31, 2023	As at March 31, 2024	As at March 31, 2023
Within India	52,133	47,718	23,471	19,812
Outside India	4,281	3,867	1,248	1,089
<b>Total</b>	<b>56,414</b>	<b>51,585</b>	<b>24,719</b>	<b>20,901</b>

\*Non-current assets exclude those relating to financial assets, tax assets and deferred tax assets.

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 38. FINANCIAL INSTRUMENTS

### 1. Capital Management

The Group manages its capital to ensure that the Group will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Group consists of net debt (borrowings and lease liabilities as detailed in notes 17 and 39 off set by cash and bank balances) and total equity of the Group.

The risk management committee of the Holding Company reviews the risk capital structure of the group. As part of this review the group considers the cost of capital and the risk associated with each category of funding.

Objectives, policies or processes for managing capital are reviewed regularly to reflect changes in market conditions and the Group's activities during the years ended March 31, 2024 and March 31, 2023.

### Gearing Ratio

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Debt (note i)	1,194	871
<b>Less:</b> Cash and cash equivalents	6,094	5,295
<b>Net debt</b>	-	-
Equity share capital	269	269
Other Equity	31,612	26,843
Non-controlling interests	804	2,477
<b>Total</b>	<b>32,685</b>	<b>29,589</b>
<b>Less:</b> Revaluation Reserve	12	12
<b>Total equity excluding revaluation reserve</b>	<b>32,673</b>	<b>29,577</b>
<b>Net debt to equity ratio</b>	-	-

- i. Debt is defined as long-term borrowings (including current maturities of long term borrowings), short-term borrowings and lease liabilities as described in notes 17 and 39.

### 2. Category-wise classification of Financial Instruments

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets</b>		
<b>Measured at amortised cost</b>		
a. Cash and cash equivalents (Note 13)	6,094	5,295
b. Other bank balances (Note 14)	2	1,526
c. Trade receivables (Note 12)	3,758	3,545
e. Loans (Note 6)	8	208
f. Other Financial Assets (Note 7)	362	318
<b>Measured at fair value through Profit and loss</b>		
a. Investment in Others (Note 5)	0	0
<b>Total</b>	<b>10,224</b>	<b>10,892</b>





## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 2. Category-wise classification of Financial Instruments (Contd.)

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
a. Borrowings (Note 17)	964	773
b. Lease liabilities (Note 39)	230	98
c. Trade payables (Note 19)	8,719	8,000
d. Other financial liabilities (Note 20)	972	2,695
<b>Total</b>	<b>10,885</b>	<b>11,566</b>

The above excludes investments in joint venture.

Carrying amounts of current financial assets and liabilities as at the end of the each year presented approximate the fair value because of their current nature. Difference between carrying amounts and fair values of other non current financial assets and liabilities subsequently measured at amortised cost is not significant in each of the year presented.

(₹ in Million)

Particulars	Fair value	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>(Note 2(b))</b>				
<b>As at March 31, 2024</b>				
<b>Financial assets measured at fair value through Profit and loss</b>				
b. Investment in Others (Note 5)	0	-	-	0
<b>As at March 31, 2023</b>				
<b>Financial assets measured at fair value through Profit and loss</b>				
b. Investment in Others (Note 5)	0	-	-	0

There have been no transfers amount in Level 1, Level 2 and Level 3 during the years ended March 31, 2024 and March 31, 2023.

### 3. Financial Risk Management objectives

The Group's financial liabilities comprise mainly of borrowings, trade payables and other financial liabilities. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other financial assets.

The Group's business activities are exposed to a variety of financial risks, namely market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Group's senior management has the overall responsibility for establishing and governing the Group's risk management framework, who are responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are

established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Parent Company.

#### A. Management of Market Risk

The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- currency risk;
- interest rate risk;
- commodity risk.

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### i. Currency risk

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates. The Group enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk.

The carrying amounts of the Group's foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Liabilities (Foreign currency)</b>		
In US Dollars (USD)	43	42
In Euro (EUR)	1	2
In Dirham (AED)	0	-
<b>Assets (Foreign currency)</b>		
In US Dollars (USD)	5	3
In Pound (GBP)	2	3

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Liabilities (INR)</b>		
In US Dollars (USD)	3,567	3,470
In Euro (EUR)	114	166
In Dirham (AED)	1	-
<b>Assets (INR)</b>		
In US Dollars (USD)	382	207
In Pound (GBP)	190	287

### Derivative instruments:

The Group uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Parent Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Group does not use forward contracts and Currency Options for speculative purposes.

### Outstanding Forward Contracts entered into by the Group:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Payable</b>		
<b>Outstanding Forward Exchange Contracts</b>		
<b>In USD</b>		
No. of Contracts	-	1
In US Dollars - (In Million)	-	0
In INR - (In Million)	-	21



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### Outstanding Forward Contracts entered into by the Group: (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>In EURO</b>		
No. of Contracts	-	1
In EURO - (In Million)	-	0
In INR - (In Million)	-	31

The line items in the balance sheet that includes the above economic hedges are "other financial assets" and "other financial liabilities".

### Foreign currency sensitivity analysis

The Group is mainly exposed to the currency : USD, EUR, GBP and AED.

The following table details, Group's sensitivity to a 5% increase and decrease in the rupee against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding not hedged on receivables and payables in the Group at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates an increase in the profit before tax and pre tax equity, where the rupee strengthens 5% against the relevant currency. For a 5% weakening of the rupee against the relevant currency, there would be a comparable impact on the profit and equity, and the balances below would be negative.

### Impact on pre-tax profit or loss and pre-tax equity

(₹ in Million)		
Particulars	As at March 31, 2024	As at March 31, 2023
Increase in exchange rate by 5%	(155)	(157)
Decrease in exchange rate by 5%	155	157

The Group, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and five years. The above sensitivity dose not include the impact of foreign currency forward contracts and option contracts which largely mitigate the risk.

### ii. Interest risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligation with floating interest rates.

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on profit before tax (₹ In Million)
As at March 31, 2024	100 bps	10
As at March 31, 2023	100 bps	9

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### iii Commodity Risk

Commodity price risk for the Group is mainly related to fluctuations in raw material prices linked to various external factors, which can affect the revenue, cost and inventories. Company effectively manages deals with availability of material as well as price volatility through:

1. Widening its sourcing base;
2. Appropriate contracts and commitments; and
3. Well planned procurement & inventory strategy.

Risk management committee of the Holding Company has developed and enacted a risk mitigation strategy regarding commodity Price risk and its mitigation.

### B. Management of Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group assesses the potential customer's creditability based on groups internal

assessment. The Group's exposure are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties (Refer note 12, 13 and 14).

### C. Management of Liquidity Risk

Liquidity risk is the risk of shortage of fund that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date:

(₹ in Million)

Particulars	Carrying amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2024</b>					
<b>Financial liabilities</b>					
Borrowings (Note 17)	964	529	104	331	964
Lease liabilities (Note 39)	230	96	134	-	230
Trade payables (Note 19)	8,719	8,719	-	-	8,719
Other financial liabilities (Note 20)	972	972	-	-	972
<b>Total</b>	<b>10,885</b>	<b>10,316</b>	<b>238</b>	<b>331</b>	<b>10,885</b>
<b>As at March 31, 2023</b>					
<b>Financial liabilities</b>					
Borrowings (Note 17)	773	457	299	17	773
Lease liabilities (Note 39)	98	49	49	-	98
Trade payables (Note 19)	8,000	8,000	-	-	8,000
Other financial liabilities (Note 20)	2,695	2,695	-	-	2,695
<b>Total</b>	<b>11,566</b>	<b>11,201</b>	<b>348</b>	<b>17</b>	<b>11,566</b>

## 39. LEASES

### Group as a lessee

The Group's lease asset classes primarily consist of leases for Property, Plant and Equipments.

The Group has lease contracts for land, buildings, plants and machinery and vehicles used in its operations. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

The Group also has certain leases of buildings with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases. There are no low value lease assets.

The carrying amounts of right-of-use assets, lease liabilities along with their movement during the year is as below:

(₹ in Million)

Particulars	Right of use Assets (Note 3 C)		Lease Liabilities	
	2023-24	2022-23	2023-24	2022-23
Balance at the beginning of the year	644	588	98	132
<b>Add:</b> Consequent to business combination (Note 42A)	-	114	-	-
<b>Add:</b> Additions during the year	226	44	226	45
<b>Add:</b> Effect of Foreign currency Translation on Gross block	3	7	0	1
<b>Less:</b> Amortisation of expenses	95	66	-	-
<b>Less:</b> Effect of Foreign currency Translation on accumulated amortisation	(2)	4	-	-
<b>Less:</b> Transfer to Property, Plant and Equipment (net)	18	22	-	-
<b>Less:</b> Disposal/adjustment	58	17	-	18
<b>Add:</b> Interest Expenses	-	-	15	8
<b>Less:</b> Payments	-	-	109	70
<b>Balance at the end of the year</b>	<b>700</b>	<b>644</b>	<b>230</b>	<b>98</b>
Current			96	49
Non-current			134	49

The following are the amounts recognised in profit or loss:

(₹ in Million)

Particulars	2023-24	2022-23
Amortisation expense of right-of-use assets (Note: 30)	95	66
Interest expense on lease liabilities (Note: 29)	15	8
Expense relating to short-term leases (included in other expenses) (Note: 31)	140	105
<b>Total amount recognised in statement of profit and loss</b>	<b>250</b>	<b>179</b>

## 40. PARTICULARS OF SUBSIDIARIES AND JOINT VENTURE CONSIDERED IN THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

Name of the Company	Nature of Business	Proportion of Ownership Interest		Country of Incorporation
		As at March 31, 2024	As at March 31, 2023	
Subsidiaries				
Seal IT Services Limited	Manufacturing of adhesive solutions	95.00%	95.00%	United Kingdom
Astral Coatings Private Limited (formerly known as Gem Paints Private Limited, incorporated as Esha Paints Private Limited)^	Manufacturing of Paints	80.00%	51.00%	India

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**40. PARTICULARS OF SUBSIDIARIES AND JOINT VENTURE CONSIDERED IN THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS** (Contd.)

Name of the Company	Nature of Business	Proportion of Ownership Interest		Country of Incorporation
		As at March 31, 2024	As at March 31, 2023	
Anabha Ventures Private Limited (Formerly known as Gem Paints Private Limited) ^	Manufacturing of Paints (Before demerger)	-	51.00%	India
Subsidiary of Seal It Services Limited				
Seal IT Services Inc.	Manufacturing of Silicone Tape	95.00%	95.00%	USA
SISL (Bond IT) Ireland Limited	Yet to commence Business	95.00%	-	Ireland
Subsidiary of Anabha Ventures Private Limited (Formerly known as Gem Paints Private Limited)				
Enterprise Software and Technology Services Private limited*^	IT and Computer Services	-	51.00%	Singapore

Name of the Company	Nature of Business	Proportion of Ownership Interest		Country of Incorporation
		As at December 31, 2023	As at December 31, 2022	
Joint Venture				
Astral Pipes Limited*	Manufacturing of pipes and fittings	50.00%	50.00%	Kenya
Associates of Anabha Ventures Private Limited (Formerly known as Gem Paints Private Limited)				
Womenova Agro Food Park Private Limited^	Manufacturing of Food and Food Supplements	-	17.85%	India
Samwin Consolidation LLP^	Activities Auxiliary to Financial Intermediation	-	17.00%	India
Cyphysignals India Private Limited^	Information Technology Services	-	11.33%	India

\* The financial statements are considered as at and year ended December 31.

^Refer note 42A & 43.

**Note (a):** Holding Company along with erstwhile Indian subsidiary, Resinova Chemie Limited, has 100% of equity ownership in Astral Foundation. Astral Foundation, Section 8 Company under the Companies Act, 2013, execute the CSR activities. The objective of the Investments is not to obtain economic benefits and these Company is also prohibited to give any right over their profits to the members, hence, in line with Ind AS 110, the Holding Company doesn't have control over the entity. Accordingly, such investments is not considered for Consolidated Financial Statement of the Group.





Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

#### 41. ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013 FOR THE ENTERPRISES CONSOLIDATED AS SUBSIDIARIES

##### a) As at and for the year ended March 31, 2024

Name of the entity in the Group	As at March 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2024	
	Net assets (Total Assets minus Total Liabilities)	Share in profit or loss	Share in Other Comprehensive Income (OCI)	Share in Total Comprehensive Income (TCI)	Amount (₹ In Million)	Amount (₹ In Million)
<b>Holding Company</b>						
Astral Limited	98.17%	31,298	100.79%	5,504	-46.43%	(13)
<b>Subsidiaries</b>						
Astral Coatings Private Limited (Formerly known as Gem Paints Private Limited)	11.86%	3,781	-0.18%	(10)	3.57%	1
<b>Foreign Subsidiaries</b>						
Seal It Services Limited (Including its Subsidiaries)	3.19%	1,017	-7.14%	(38)	150.00%	42
<b>Joint Venture</b>						
Astral Pipes Limited	-	-	-0.02%	(1)	-	-0.02%
<b>Non-controlling interests in all subsidiaries and other component</b>	<b>-2.52%</b>	<b>(804)</b>	<b>0.09%</b>	<b>5</b>	<b>-714%</b>	<b>(2)</b>
	<b>110.70%</b>	<b>35,292</b>	<b>99.98%</b>	<b>5,460</b>	<b>100.00%</b>	<b>28</b>
Adjustments arising out of Consolidation	-10.70%	(3,411)	0.02%	1	0.00%	-
<b>Consolidated</b>	<b>100.00%</b>	<b>31,881</b>	<b>100.00%</b>	<b>5,461</b>	<b>100.00%</b>	<b>28</b>
						<b>5,489</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**b) As at and for the year ended March 31, 2023**

Name of the entity in the Group	As at March 31, 2023		For the year ended March 31, 2023		For the year ended March 31, 2023		For the year ended March 31, 2023	
	Net assets (Total Assets minus Total Liabilities)		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount (₹ In Million)	As % of consolidated profit or loss	Amount (₹ In Million)	As % of consolidated OCI	Amount (₹ In Million)	As % of TCI	Amount (₹ In Million)
<b>Holding Company</b>								
Astral Limited	98.82%	26,793	98.09%	4,479	-62.50%	(10)	97.53%	4,469
<b>Subsidiaries</b>								
Astral Coatings Private Limited (Formerly known as Gem Paints Private Limited)	9.58%	2,596	71.6%	327	-6.25%	(1)	7.11%	326
Esha Paints Private Limited	0.00%	0	0.00%	-	0.00%	-	0.00%	-
<b>Foreign Subsidiaries</b>								
Seal It Services Limited (Including its Subsidiary)	3.74%	1,013	2.69%	123	50.00%	8	2.86%	131
Enterprise Software & Technology Services Private Limited	2.47%	671	-0.02%	(1)	2806.25%	449	9.78%	448
<b>Joint Venture</b>								
Astral Pipes Limited	-	-	-0.33%	(15)	-	-	-0.33%	(15)
<b>Associate Enterprises</b>								
Womenova Agro Food Park Private Limited	-	-	0.00%	0	-	-	0.00%	0
Samwin Consolidation LLP (Including Cyphysignals India Private Limited)	-	-	-	-	-	-	-	-
<b>Non-controlling interests in all subsidiaries and other component</b>	<b>-9.14%</b>	<b>(2,477)</b>	<b>-0.64%</b>	<b>(29)</b>	<b>-2687.50%</b>	<b>(430)</b>	<b>-10.02%</b>	<b>(459)</b>
	<b>105.47%</b>	<b>28,596</b>	<b>106.96%</b>	<b>4,884</b>	<b>100.00%</b>	<b>16</b>	<b>106.94%</b>	<b>4,900</b>
Adjustments arising out of Consolidation	-5.47%	(1,484)	-6.96%	(318)	0.00%	-	-6.94%	(318)
<b>Consolidated</b>	<b>100.00%</b>	<b>27,112</b>	<b>100.00%</b>	<b>4,566</b>	<b>100.00%</b>	<b>16</b>	<b>100.00%</b>	<b>4,582</b>



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

### 42. BUSINESS COMBINATION

#### A. Acquisition of 80% stake (incl. Additional stake 29%) in Astral Coatings Private Limited (formerly known as Gem Paints Private Limited)

During the year ended March 31, 2023, the Holding Company entered into definitive agreements with Gem Paints Private Limited (now known as Anabha Ventures Private Limited) (hereafter known as 'Gem Paints' or 'Demerged Company') and its shareholders to acquire 51% controlling stake in its Operating Paint Business w.e.f. April 1, 2022. Accordingly, the Holding Company subscribed Optionally Convertible Debentures (OCDs) for a consideration of ₹ 1,940 Million and also appointed the majority of its directors on the board of Gem Paints. Gem Paints is engaged into the business of manufacturing and supply of various types of paints, varnishes, coatings, products related to home décor, industrial paints.

The Group has accounted for the initial acquisition of 51% controlling stake as per Ind AS 103, Business Combinations and in accordance with the scheme and consideration has been allocated on fair value of acquired assets and liabilities; as given below:

#### Assets acquired and liabilities assumed on acquisition date:

Particulars	(₹ in Million)
	As at April 1, 2022
Property, plant and equipment	788
Intangible assets	1,844
Capital work-in-progress	16
Right of use assets	114
Financial assets	
Investments	0
Other financial assets	10
Deferred tax assets (Net)	2
<b>Total non-current assets</b>	<b>2,774</b>
Inventories	508
Financial assets	
Acquired Trade receivables	579
Cash and cash equivalents	16
Other balances with banks	16
Loans	1
Other financial assets	0
Current tax assets (net)	13
Other current assets	4
<b>Total current assets</b>	<b>1,137</b>
<b>Total assets</b>	<b>3,911</b>
Borrowings	212
Provisions	33
<b>Total non-current liabilities</b>	<b>245</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

(₹ in Million)

Particulars	As at April 1, 2022
Borrowings	94
Trade payables	258
Other financial liabilities	30
Other current liabilities	23
Current tax liabilities (Net)	10
<b>Total current liabilities</b>	<b>415</b>
<b>Total liabilities</b>	<b>660</b>
<b>Net Asset Acquired</b>	<b>3,251</b>

Goodwill arising on account of business combination:

(₹ in Million)

Particulars	As at April 1, 2022
Consideration payable	1,940
<b>Add:</b> Fair value of non-controlling interest* (49%)	1,864
<b>Less:</b> Fair value of identified net asset acquired	3,251
<b>Goodwill arising on acquisition of Gem Paints</b>	<b>553</b>

\*excludes share of loss ₹ 9 Million pertaining to non-controlling interest of non-operating business of Gem Paints as referred to in note no. 43.

Intangible assets, which represents Brands (including trademarks) and Distribution Network on the date of acquisition, has been initially recognised at its fair value, which has been determined considering the expected growth rate, discount rate and royalty rate. The values assigned to such assumptions, which involves significant judgements, are consistent with the management's plans for focusing operations relating to the acquired Intangible assets.

The goodwill of ₹ 553 Million comprises the value of expected synergies arising from the acquisition.

There is no contingent liabilities for the acquired entity as at April 1, 2022.

There is no significant transaction costs have been incurred for the said acquisition.

During the current year, NCLT vide its Order dated July 17, 2023, sanctioned the scheme of arrangement ('the Scheme') whereby the Operating Paints Business of Gem Paints was transferred to its subsidiary, namely, Astral Coatings Private Limited (formerly known as Gem Paints Private Limited and Incorporated as Esha Paints Private Limited), (Resultant Company) with the appointed date April 1, 2022, which was filed with Registrar of Companies on August 1, 2023.

Upon the Scheme becoming effective, the holding Company had withdrawn the nomination of the majority of Directors on the Board of Demerged Company, whereby the demerged Company (including its subsidiaries and associates, representing the non-operating business) had ceased to be a subsidiary of the Holding Company.

Further to the control over the Board of Resultant Company since April 1, 2022, during the year, the Holding Company completed the acquisition of 80% equity shares of Resultant Company (51% against redemption of Optionally Convertible Debentures subscribed on April 1, 2022, towards First Tranche Acquisition and 29% equity shares of Resultant Company towards Second Tranche Acquisition).

Post acquisition, the ownership of Holding Company has increased from the existing 51% to 80%. The said acquisition is accounted in accordance with Ind AS 110 - Consolidated Financial Statements.

Fair valuation for non-controlling interest has been determined based on value in use for which cash flow forecasts using a growth rate based on projection of business and growth of the industry in which the entity is operating. The growth rate applied does not exceed the long term average growth rate for industry in which the entity operates.



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

In accordance with Ind AS 110, Consolidated Financial Statements, 29% proportionate share of carrying value of Non-Controlling Interest (NCI) attributable to acquiree subsidiary has been derecognised and differential amount between consideration paid and proportionate share of carrying value of NCI is recognised in Other Equity.

(₹ in Million)

Particulars	Year ended March 31, 2024
Cash consideration paid to non-controlling shareholders	833
Carrying value of the additional interest in Resulting Company	1,099
<b>Difference recognised in equity</b>	<b>266</b>

### B . Acquisition of additional interest in Seal IT services limited, UK

During the previous year ended March 31, 2023, pursuant to meeting of Board of Directors dated September 15, 2022, the Holding Company had executed Share Purchase Agreement to acquire additional 15% of equity shares of its Subsidiary Company named Seal IT Services Limited, UK from its existing shareholder at a consideration of GBP 5.25 Million (equivalent INR approximately ₹ 483 Million including transaction cost). Post acquisition, the equity ownership of Holding Company was increase from existing 80% to 95%. Acquisition had been accounted in accordance with Ind AS 110 - Consolidated Financial Statements.

The Group had elected to measure the non-controlling interest in the acquiree at the proportionate share of its interest in the acquiree's identifiable net assets.

(₹ in Million)

Particulars	Year ended March 31, 2023
Cash consideration paid to non-controlling shareholders*	483
Carrying value of the additional interest in Seal It Service Limited	144
<b>Difference recognised in equity</b>	<b>339</b>

\*Including transaction cost of approximately ₹ 2 Million.

## 43. NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

As described in note no. 42, during the previous year ended March 31, 2023, Demerged Company (including its subsidiaries and associates, representing the non-operating business) had ceased to be a subsidiary of the Holding Company. Consequently, the non-operating business of Anabha Ventures Private Limited (formerly known as Gem Paints Private Limited) including its subsidiaries and associates, previously classified as 'assets held for sale', 'liabilities associated with assets held for sale' and the 'non-controlling interest' attributable thereto, were derecognised during the year which were presented as 'Discontinued Operations' as per Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations.

### a. The Results of the Discontinued Operation are presented as follows:

(₹ in Million)

Particulars	Year ended March 31, 2023
Revenue from operations	-
Other income	208
Total Income	208
Total Expenses^	58
<b>Profit before tax</b>	<b>150</b>
Tax expense	20
<b>Profit after tax</b>	<b>130</b>

^ Includes share of net loss from associates which are part of discontinued operation.

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**b. The major classes of Assets and Liabilities of the Discontinued Operation are as follows:**

(₹ in Million)

Particulars	As at March 31, 2023
<b>Assets</b>	
<b>Non-current assets</b>	
Property, plant and equipment	86
Goodwill	0
Financial assets	
Investments	1,070
Loans	218
Other financial assets	125
<b>Current assets</b>	
Financial assets	
Investments	51
Other balances with Banks	130
Loans	152
Other financial assets	121
<b>Assets classified as held for sale and discontinued operation (A)</b>	<b>1,953</b>
<b>Liabilities</b>	
<b>Non-Current liabilities</b>	
Provisions	3
<b>Current liabilities</b>	
Financial liabilities	
Borrowings	124
Trade Payables	0
Other financial liabilities	1,256
<b>Liability directly associated with discontinued operation (B)</b>	<b>1,383</b>
<b>Net assets directly associated with discontinued operations (A)-(B)</b>	<b>571</b>

(₹ in Million)

Particulars	Year ended March 31, 2023
<b>Amounts included in accumulated OCI:</b>	
<b>Items that will be reclassified to profit and loss</b>	
Currency Translation (Loss)/Gain (net)	56
<b>Items that will not be reclassified to profit and loss</b>	
Equity instruments through Other Comprehensive Income	393
<b>Total accumulated OCI</b>	<b>449</b>

**c. Net Cash Flows attributable to the Operating, Investing and Financing activities of Discontinued Operations are as follows:**

(₹ in Million)

Particulars	Year ended March 31, 2023
Operating	0
Investing	(187)
Financing	119





Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**d. Earnings per share (in ₹) of the Discontinued Operation are as follows:**

Particulars	Year ended March 31, 2023
Basic, profit/(loss) per share for the year from discontinued operation	0.48
Diluted, profit/(loss) per share for the year from discontinued operation	0.48

**44. MATERIAL PARTLY-OWNED SUBSIDIARIES**

**Proportion of Equity Interest held by Non-Controlling Interests**

Name of Entity	As at March 31, 2024	As at March 31, 2023
<b>Seal IT Services Limited, UK</b> (including step down subsidiary Seal IT Services Inc., USA & SISL (Bond It) Ireland Limited, Ireland)	5%	5%
<b>Astral Coatings Private Limited, India</b> (Formerly known as Gem Paints Private Limited and Incorporated as Esha Paints Private Limited)	20%	49%
<b>Anabha Ventures Private Limited, India</b> (Formerly known as Gem Paints Private Limited)	-	49%
<b>Enterprise Software and Technology Services Private Limited, Singapore</b>	-	49%

**Accumulated Balances of Non-Controlling Interest:**

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Seal IT Services Limited, UK</b> (including step down subsidiary Seal IT Services Inc., USA & SISL (Bond It) Ireland Limited, Ireland)	47	47
<b>Astral Coatings Private Limited, India</b> (Formerly known as Gem Paints Private Limited and Incorporated as Esha Paints Private Limited) (hereafter known as 'ACPL')	757	-
<b>Anabha Ventures Private Limited, India</b> (Formerly known as Gem Paints Private Limited) (hereafter known as 'AVPL')	-	1,982
<b>Enterprise Software and Technology Services Private Limited, Singapore (hereafter known as 'ESTSPL')</b>	-	448
<b>Total</b>	<b>804</b>	<b>2,477</b>

**Financial information of subsidiaries that have material Non-Controlling Interests (NCI) is provided below:**

**Movement of Non-controlling interest of ACPL, AVPL and ESTSPL for the year ended March 31, 2024**

(₹ in Million)

Particulars	ACPL	AVPL	ESTSPL	Total
Opening carrying value as at April 1, 2023	-	1,982	448	2,430
Consequent to demerger of Core Paints Business of Anabha Ventures Private Limited to Astral Coatings Private Limited (Note: 43)	1,859	(1,982)	(448)	(571)
Consequent to acquisition of non-controlling interest in Subsidiary (Note: 42A)	(1,099)	-	-	(1,099)
NCI's share of profit for the year	(3)	-	-	(3)
NCI's share of other comprehensive income for the year	0	-	-	0
<b>Total</b>	<b>757</b>	<b>-</b>	<b>-</b>	<b>757</b>

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

## 45. EXCEPTIONAL ITEMS

During the year ended March 31, 2022, erstwhile Resinova Chemie Limited, amalgamated with Holding Company, had fire at storage section of factory premises, damaging Inventories and Property, Plant and Equipment (PPE) and accordingly, recognised insurance claim receivable to the extent of loss incurred. During the year ended March 31, 2023, the claim has been settled and consequently, amount of ₹ 18 Million has been charged off in profit and loss statement under the head 'Exceptional Items'.

## 46. TRANSACTIONS WITH STRUCK OFF COMPANIES

Group has not done any transactions with struck off companies during the year ended March 31, 2024 and March 31, 2023.

47. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). Further, no funds have been received by the Group from any parties (Funding Parties) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

48. The Holding Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.

Audit trail feature was not enabled for direct changes to data when using certain access rights, which, subsequent to year ended March 31, 2024, the Holding Company has initiated the process of enabling audit log at database level to cover database and table access, if any.

49. The figures for the previous year have been regrouped/ reclassified wherever necessary to confirm with the current year's classification. The impact, if any, of such regrouping is not material to the financial statements.

## 50. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors of Holding Company, in its meeting held on May 17, 2024, has proposed a final dividend of ₹ 2.25 per equity share for the financial year ended March 31, 2024. The proposal is subject to the approval of shareholders of the Holding Company at the Annual General Meeting and if approved would result in a cash outflow of approximately ₹ 604 Million of the Holding Company.

See accompanying notes to the standalone financial statements

As per report of even date

For **SRBC & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 324982E/E3000003

For and on behalf of the Board of Directors of  
**Astral Limited**  
CIN: L25200GJ1996PLC029134

**Per Anil Jobanputra**  
Partner  
Membership No.: 110759

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruiti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Place:** Ahmedabad  
**Date:** May 17, 2024



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

# Form AOC-1

Statement containing salient features of the financial statement of subsidiaries/joint venture.

## PART – A: SUBSIDIARIES

(₹ In Million except otherwise stated)

Name of Subsidiary	Seal IT Services Ltd., UK	Seal IT Services Inc, USA <sup>^</sup>	SISL (Bond IT) Ireland Limited, Ireland	Astral Foundation, India	Astral Coatings Private Limited, India <sup>*</sup>
Financial period ended	March 2024	March 2024	March 2024	March 2024	March 2024
Reporting currency	GBP	GBP	GBP		INR
Exchange rate @	105.03	105.03	105.03		-
Share capital	-	-	-		3,800
Reserves & surplus	1,297	(285)	-		(20)
Total assets	2913	561	-		3,990
Total liabilities	1,615	786	-		209
Investments	57	-	-	Refer Note 1 below	-
Turnover	3,436	285	-		1,851
Profit before taxation	119	(126)	-		(10)
Provision for taxation	32	-	-		-
Profit after taxation	87	(126)	-		(10)
Proposed dividend	-	-	-		-
% of shareholding	95	95	95		80

<sup>^</sup> Seal IT Services Inc. and SISL (Bond IT) Ireland Limited, Ireland are the 100% subsidiary of Seal IT Services Limited.

<sup>\*</sup> Astral Coatings Private Limited (formerly known as Gem Paints Private Limited, Incorporated as Esha Paints Private Limited)

@ P&L Item converted at yearly average exchange rate.

### Notes:

- Astral Foundation is incorporated under Section 8 of the Companies Act, 2013 and it is prohibited to give any right over their profits to the members. In view of restrictions on Section 8 companies, the parent Company's proportionate share in Astral Foundation has not been considered in consolidated financial statement.

## PART – B: ASSOCIATE AND JOINT VENTURE

(₹ In Million except otherwise stated)

Name of Associate/Joint Venture	Astral Pipes Limited, Kenya (Note B)
Latest audited Balance Sheet Date	December 31, 2023
Shares of Joint Ventures/Associates held by the Company on March 31, 2023	
No. of shares	1,000,000 Equity Shares 7,200,000 Preference Shares
Amount of investment	-
Extent of holding %	50
Description of how there is significant influence	Joint Venture
Reason why the joint venture is not consolidated	NA
Net-worth attributable to Shareholding as per latest audited Balance Sheet	146

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2024 (Contd.)

**PART – B: ASSOCIATE AND JOINT VENTURE** (Contd.)

(₹ In Million except otherwise stated)

Name of Associate/Joint Venture	Astral Pipes Limited, Kenya (Note B)
Profit/(Loss) for the year	(1)
i. Considered in Consolidation	(1)
ii. Not Considered in Consolidation	NA

**Note:** No Associate or Joint Venture was liquidated or sold during the year.

**For and on behalf of the Board of Directors**

**Sandeep P. Engineer**  
Chairman & Managing Director  
DIN: 00067112

**Jagruti S. Engineer**  
Whole-Time Director  
DIN: 00067276

**Place:** Ahmedabad  
**Date:** May 17, 2024

**Hiranand A. Savlani**  
Executive Director & CFO

**Manan Bhavsar**  
Company Secretary



**REGISTERED &  
CORPORATE OFFICE:**

**Astral Limited**

CIN: L25200GJ1996PLC029134

207/1, 'Astral House', B/h Rajpath Club,

Off S. G. Highway, Ahmedabad - 380 059, Gujarat, India.

Ph: +91 79 6621 2000 | Fax: +91 79 6621 2121

Website: [www.astralindia.com](http://www.astralindia.com) | Email: [info@astralltd.com](mailto:info@astralltd.com)

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# Notice

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Astral Limited will be held on Friday, August 23, 2024, at 11:00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means (OAVM) to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To confirm Interim Dividend declared by the Board of Directors and to declare Final Dividend on equity shares for the financial year ended on March 31, 2024.
3. To consider re-appointment of Mr. Girish Joshi (DIN: 09222943), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

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

**"RESOLVED THAT** in accordance with the Provisions of Section 196, 197, 203 and other applicable Provisions, if any of the Companies Act, 2013 ("the Act") as amended from time to time read with Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company hereby approves/ratifies the re-appointment of Mrs. Jagruti Engineer (DIN: 00067276), as Whole-Time Director for a further period of 5 years effect from April 1, 2025 to March 31, 2030, on the terms and conditions as stipulated hereunder and she shall be liable to retire by rotation.

1. Remuneration: ₹17,50,000/- (Rupees Seventeen Lacs Fifty Thousand Only) per month from April 1, 2025, including all allowances, perquisites and benefits that she is entitled to in accordance with the Company's Rules and Regulations in force from time to time.
2. The Whole-Time Director shall be entitled to an annual increment at the rate upto 20% w.e.f. April 1, 2026 per financial year on cumulative basis.

## 3. Other Terms:

- i. The Company shall reimburse to the Whole-Time Director all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and/or incurred in performance of the duties of the Company.
- ii. Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Whole-Time Director. however, in any case the remuneration would not exceed the limits prescribed under the applicable provisions of the Act.
- iii. Board is entitled to make changes within the overall amount fixed by the members.

**RESOLVED FURTHER THAT** the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by Shareholders while according its approval and acceptance with the said approval of the Shareholders and to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and deemed expedient to put the aforesaid resolutions into effect including but not limited to filing and signing of requisite E-forms with the Registrar of Companies and any other concerned Statutory Authorities".

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V. H. Savaliya & Associates, Cost Accountants (FRN: 100346), appointed as the Cost Auditors by the Board of Directors of the Company, to





conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

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

6. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provision of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations), as amended from time to time, Mr. C.K Gopal (DIN: 08434324), who was appointed as an Independent Director of the Company for a term of five years up to February 10, 2025, by the Members at the 24<sup>th</sup> AGM, in terms of Section 149 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in the Act and the Regulations and who is eligible for re-appointment and in respect of whom, the Company has received a notice in writing from a Member under

Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (Five) years commencing from February 11, 2025, not liable to retire by rotation".

7. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provision of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations), as amended from time to time, Mr. Viral Jhaveri (DIN: 08277568), who was appointed as an Independent Director of the Company for a term of five years up to October 23, 2024, by the Members at the 24<sup>th</sup> AGM, in terms of Section 149 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in the Act and the Regulations and who is eligible for re-appointment and in respect of whom, the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (Five) years commencing from October 24, 2024, not liable to retire by rotation.

**Regd. Office:**

"ASTRAL HOUSE", 207/1, B/h Rajpath Club,  
Off. S.G. Highway, Ahmedabad-380059.  
CIN: L25200GJ1996PLC029134  
Phone: 079-66212000  
Website: [www.astraltd.com](http://www.astraltd.com)  
E-mail ID: [co@astraltd.com](mailto:co@astraltd.com)

**Place:** Ahmedabad

**Date:** May 17, 2024

By Order of the Board of Directors

**Manan Bhavsar**  
Company Secretary

## Notes:

1. The Ministry of Corporate Affairs has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and the General Circular No. 09/2023 dated September 25, 2023 (hereinafter collectively to be referred as the "MCA circulars") and SEBI Circular dated October 7, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 28<sup>th</sup> Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes no. 17 to 20 and available at the Company's website [www.astraltd.com](http://www.astraltd.com).
2. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 22 55 33.
3. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 23-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 23-24 has been uploaded on the website of the Company at [www.astraltd.com](http://www.astraltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
5. (i) Information regarding re-appointment of Director as per SEBI Regulations and Secretarial Standards and (ii) Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of the Companies Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unclaimed/ unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2016-17 (final) is due for transfer to IEPF on September, 2024 and unclaimed dividend in respect of financial year 2017-18 (interim) is due for transfer to IEPF on December, 2024. The members, who have not encashed the above referred unclaimed/unpaid dividend, may please approach the Company and/or R&T Agent for payment of such unpaid dividend. Shareholders may please note that no claim of dividend will be entertained after the transfer of unclaimed dividend to the Investor Education & Protection Fund (IEPF).  
  
The detailed history along with due dates of transfer to IEPF of dividend and sale proceeds of bonus fractional shares and details of unclaimed dividend are available on Investor Relation page on the website on the Company at <https://astraltd.com/wp-content/uploads/2022/12/Website-Upload.pdf>
8. The Company has fixed Friday, August 16, 2024 as the 'Record Date' for determining entitlement of members to receive dividend for the financial year 23-24, if approved at the AGM.  
  
Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after August 28, 2024, subject to applicable TDS.
9. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax at source from dividend payable to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the Depository Participant (if shares are held in electronic form) and



Company/Registrar & Transfer Agent ("R & T Agent") (if shares are held in physical form).

A resident individual shareholder with PAN and who is not liable to pay income Tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of Tax at source by e-mail to [tds@bigshareonline.com](mailto:tds@bigshareonline.com) and [dividend@astralpipes.com](mailto:dividend@astralpipes.com) by August 16, 2024. Shareholders are requested to note that in case their PAN is not registered, the Tax will be deducted at higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under Tax treaty between India and their country of Tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to [tds@bigshareonline.com](mailto:tds@bigshareonline.com) and [dividend@astralpipes.com](mailto:dividend@astralpipes.com). The aforesaid declarations and documents need to be submitted by the shareholders by August 16, 2024.

A separate detailed communication to the shareholders is being sent by the Company in this regard.

10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
14. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the

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

## 15. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the Authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by CDSL.
- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, August 16, 2024 shall be entitled to avail the facility of remote e-Voting or e-Voting on the date of the AGM and participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, August 16, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- (iv) The remote e-Voting will commence on Tuesday, August 20, 2024 at 9.00 a.m. and will end on Thursday, August 22, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in Demat mode as on the Cut-off date i.e. Friday, August 16, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-Voting module shall be disabled for voting by CDSL thereafter.

- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, August 16, 2024.
- (vii) The Company has appointed CS Monica Kanuga, Practicing Company Secretary (Membership No. FCS: 3868; CP No: 2125, to act as the Scrutinizer for conducting the remote e-Voting process as well as the e-Voting system on the date of the AGM, in a fair and transparent manner.

August 16, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

## 16. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED

- (i) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to [co@astralltd.com](mailto:co@astralltd.com).
- (ii) Members holding shares in Demat mode can get their E-mail ID and mobile number registered by contacting their respective Depository Participant.
- (iii) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

## 17. SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on Tuesday, August 20, 2024 (9:00 a.m.) and ends on Thursday, August 22, 2024 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday,

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

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

Pursuant to aforesaid SEBI Circular dated December 9, 2020, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. The URLs for users to login to Easi/Easiest are <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon &amp; New System Myeasi.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-Voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the E-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of E-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS E-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeASPortal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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



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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-Voting website [www.evotingindia.com/](http://www.evotingindia.com/)
2. Click on "Shareholders" module.
3. Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

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**For Physical shareholders and other than individual shareholders holding shares in Demat.**

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

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(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of Astral Limited.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are





required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” Module.

- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (c) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (e) It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [co@astralltd.com](mailto:co@astralltd.com) if voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or write to the Company Secretary. Contact details of Company Secretary are as at the top of notice.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-4886 7000 and 022-2499 7000.

## 18. THE INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH E-VOTING DURING MEETING ARE AS UNDER

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-Voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
19. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.astralltd.com](http://www.astralltd.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two working days of conclusion of the 28<sup>th</sup> Annual General Meeting of

the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

## 20. INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1. For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
- 2. For Demat shareholders:** Please update your email id & mobile no. with your respective **Depository Participant (DP).**
- 3. For Individual Demat shareholders:** Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

### Item No.4

The Members of the Company, at their 24<sup>th</sup> (Twenty-four) Annual General Meeting (AGM) held on August 21, 2020, had re-appointed Mrs. Jagruti Engineer (DIN: 00067276) as "Whole-Time Director" w.e.f. May 1, 2020 for a period of four years and 11 months. Since her term was expiring on March 31, 2025, the Board of Directors of the Company in its meeting held on May 17, 2024, on the recommendation of Nomination and Remuneration Committee, re-appointed Mrs. Jagruti Engineer as a Whole-Time Director of the Company for a further period of 5 years from April 1, 2025, subject to approval of members.

Mrs. Jagruti Engineer is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

She has been managing the Administration, Human Resource and Corporate Social Responsibility Departments of the Company and has contributed significantly towards the growth of the Company and her services are indispensable.

She shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Mrs. Jagruti Engineer satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-Section (3) of Section 196 of the Act for being eligible for her re-appointment.

The appointment can be terminated by Mrs. Jagruti Engineer or the Company, by one party giving to the other 3 (three) calendar months notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

She shall be liable to retire by rotation and said retirement by rotation shall not be construed as break in terms of her re-appointment.

Based on the recommendation of Nomination and Remuneration Committee and given her expertise, knowledge and experience, the Board considers and recommends the re-appointment of Mrs. Jagruti Engineer as a Whole-Time Director to be in the interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, recommends the Ordinary Resolution as set out in the accompanying Notice of 28<sup>th</sup> AGM for the approval of the Members.

The above may be treated as written memorandum setting out the terms of re-appointment of Mrs. Jagruti Engineer under Section 190 of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sandeep Engineer (Spouse), Mr. Kairav Engineer (Son) and Mrs. Jagruti Engineer to whom the resolution relates, are concerned or interested, financially or otherwise.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

### Item No. 5

The Board of Directors after considering the recommendation of Audit Committee, appointed M/s V.H. Savaliya & Associates, Cost Accountants as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on March 31, 2025 and decided the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs and Fifty thousand only) plus applicable GST and out of pocket expenses.

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2025.

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



The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

### Item No. 6

The Members at the 24<sup>th</sup> AGM held on August 21, 2020, approved the appointment of Mr. C.K. Gopal as an Independent Director of the Company for a period of 5 (five) years with effect from February 11, 2020. Mr. C.K. Gopal will complete his present term on February 10, 2025.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. C.K. Gopal as an Independent Director for a second term of 5 (five) year on the Board of the Company w.e.f. February 11, 2025.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. C.K. Gopal during his tenure, the continued association of Mr. C.K. Gopal would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. C.K. Gopal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. C.K. Gopal meet the criteria of necessary skills and Capabilities required for the role to act as Independent Director in terms of Business Strategies, Governance, Risk & Compliance, Merger & Acquisition and Diversity.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. C.K. Gopal for the office of Independent Director of the Company.

The Company has also received declaration from Mr. C.K. Gopal that he meets the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Act.

Further, in accordance with Regulation 25(2A) of Listing Regulations, the re-appointment of an Independent Director shall be subject to approval of Members by way of a special resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting ("AGM").

No director, key managerial personnel or their relatives except Mr. C.K. Gopal, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 6.

The Board recommends the resolution set forth in item no. 6 for the approval of members.

### Item No. 7

The Members at the 24<sup>th</sup> AGM held on August 21, 2020, approved the appointment of Mr. Viral Jhaveri as an Independent Director of the Company for a period of 5 (five) years with effect from October 24, 2019. Mr. Viral Jhaveri will complete his present term on October 23, 2024.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Viral Jhaveri as an Independent Director for a second term of 5 (five) year on the Board of the Company w.e.f. October 24, 2024.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Viral Jhaveri during his tenure, the continued association of Mr. Viral Jhaveri would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Viral Jhaveri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Viral Jhaveri meet the criteria of necessary skills and Capabilities required for the role to act as Independent Director in terms of Business Strategies, Governance, Risk & Compliance and Merger & Acquisition.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Viral Jhaveri for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Viral Jhaveri that he meets the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Act.

Further, in accordance with Regulation 25(2A) of Listing Regulations, the re-appointment of an Independent Director shall be subject to approval of Members by way of a special resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting ("AGM").

No director, key managerial personnel or their relatives except Mr. Viral Jhaveri, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 7.

The Board recommends the resolution set forth in item no. 7 for the approval of members.

**Regd. Office:**

"ASTRAL HOUSE", 207/1, B/h Rajpath Club,  
Off. S.G. Highway, Ahmedabad-380059.  
CIN: L25200GJ1996PLC029134  
Phone: 079-66212000  
Website: [www.astraltd.com](http://www.astraltd.com)  
E-mail ID: [co@astraltd.com](mailto:co@astraltd.com)

By Order of the Board of Directors

**Manan Bhavsar**  
Company Secretary

**Place:** Ahmedabad

**Date:** May 17, 2024

# Annexure to Notice

## Details of Directors seeking re-appointment/appointment:

Name	Mrs. Jagruti Engineer	Mr. C.K. Gopal	Mr. Viral Jhaveri
DIN	00067276	08434324	08277568
Date of Birth	July 15, 1965	November 29, 1957	August 11, 1969
Age	59	67	55
Qualification	Bachelor of Arts (B.A.)	M.F.Sc., CAIIB.	M.Com, CA
Brief Resume/Experience	Mrs. Jagruti Engineer, is the Promoter Director of the Company since incorporation. She has been managing the Administration, Human Resource and Corporate Social Responsibility Departments of the Company and has controlled significantly towards the growth of the Company and her services are indispensable.	Mr. C.K. Gopal holds a Bachelor of Fisheries Science and a Master of Fisheries Sciences degrees from the University of Agriculture Sciences, Bangalore. He is a certified Associate of the Indian Institute of Bankers (CAIIB). He was previously associated with Corporation Bank in the role of a General Manager. He has experience of over 35 years in banking, at various levels, including over 4 years of experience as a General Manager in the erstwhile Corporation Bank (now merged with Union Bank of India).	Mr. Viral Jhaveri, is a well - networked investment Professional with more than 25 years of proven track record in the financial services industry. He has worked from global locations such as HongKong Mumbai, Singapore as well as East Africa. He has been a senior Research analyst for India as well as Asiaex Japan Funds with Amundi Asset Management, Hong Kong. He has also worked as a Director for Credit Suisse and lead CS HOLT Asia research team.
Remuneration last drawn as Director	₹ 12.10 Millions per annum for FY 23-24	PI refer sitting fees details in the Corporate Governance report Section.	PI refer sitting fees details in the Corporate Governance report Section.
Nature of Expertise in Specific Functional areas;	She has Expertise in business Strategies, innovative and diversity.	He has expertise in Business Strategies, Governance, Risk & Compliance. Merger & Acquisition and Diversity.	He has expertise in Business Strategies, Governance, Risk & Compliance and Merger & Acquisition.
Date of first appointment on the Board	March 25, 1996	February 11, 2020	October 24, 2019
Relationship with other Directors/KMPs	Wife of Mr. Sandeep P. Engineer, Chairman & Managing Director of the Company and Mother of Mr. Kairav Engineer, Whole-Time Director of the Company.	None	None
No. of meetings of the Board of Directors attended during the year (FY 23-24)	2	4	4



**Details of Directors seeking re-appointment/appointment:** (Contd.)

Directorships on other Companies as on date of Notice*		1. Astral Foundation	1. IRM Energy Ltd	1. Astral Coatings Private Limited
2. Seal IT Services Ltd., UK (Unlisted)				2. Aconts Global Business Solutions Private Limited
3. Seal IT Services Inc., USA (Unlisted)				3. Friends Informatics Private Limited
Membership/Chairmanship of Committees of other Boards	Nil		1. IRM Energy Ltd Audit Committee - Chairman	1. Astral Coatings Private Limited Audit Committee - Chairman
No. of Shares held (as on date of this Notice)				
(a) Own	(a) 2,03,18,688	(a) Nil	(a) Nil	(a) 1777
(b) for other persons on beneficial on a beneficial basis**	(b) 2,27,75,195	(b) Nil	(b) Nil	(b) Nil
Names of listed entities, in which he/she also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil		1. IRM Energy Ltd Audit Committee - Chairman	Nil
Skills and capabilities required for the role and the manner in which the Independent Director meets such requirement	NA			He is M.F. Sc., CAIIB by qualification and has rich experience in financial service industry and he guides the Board of Directors of the Company by providing his valuable services in terms Business Strategies, Governance, Risk & Compliance and Merger & Acquisition.

\*He/She has not resigned from any listed entity in the past three years.

\*\*Shareholding includes shareholding as beneficial owner.