



UMA EXPORTS LIMITED

ANNUAL REPORT 2022-23

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## CORPORATE INFORMATION

### Board of Directors

Chairman and Managing Director  
Mr. Rakesh Khemka

### Non-Executive Non Independent Director

Ms. Siddhi Khemka

### Independent Director

Mr. Vivek Parasramka

### Independent Director

Mrs. Priti Saraf

### Independent Director

Mrs. Suman Agarwal

### Chief Financial Officer and Executive Director

Mr. Manmohan Saraf

### Company Secretary and Compliance Officer

Mrs. Sriti Singh Roy

### Statutory Auditors

M/s. Mamta Jain & Associates,  
Chartered Accountants

### Secretarial Auditor

M/s. M. Shah Nawaz & Associates  
Practising Company Secretary

### Internal Auditor

M/s. R. Daga & Company,  
Chartered Accountants

### Registrars & Share Transfer Agents

M/s. MAS Services Limited, T-34, 2nd Floor,  
Okhla Industrial Area, Phase - II,  
New Delhi - 110020, India

### Registered Office

Ganga Jamuna Apartment 28/1,  
Shakespeare Sarani, 1st Floor  
Kolkata - 700017, India  
Tel: +91 33 22811396 / 7  
Website: [www.umaexport.net.in](http://www.umaexport.net.in)  
Email Id: [cs@umaexports.net.in](mailto:cs@umaexports.net.in)

### Audit Committee

Mr. Vivek Parasramka -Chairman  
Mrs. Priti Saraf  
Mr. Manmohan Saraf

### Nomination and Remuneration Committee

Mr. Vivek Parasramka -Chairman  
Mrs. Priti Saraf  
Mrs. Suman Agarwal

### Stakeholders Relationship Committee

Mrs. Priti Saraf -Chairman  
Mr. Vivek Parasramka  
Mr. Rakesh Khemka

### Corporate Social Responsibility Committee

Mr. Manmohan Saraf -Chairman  
Mrs. Priti Saraf  
Mr. Rakesh Khemka

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**NOTICE OF AGM**

**NOTICE** is hereby given that the 35th Annual General Meeting of the members of UMA EXPORTS LIMITED will be held on Tuesday, September 19, 2023 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:****1. To consider and adopt the:**

- Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors' thereon; and
- Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2023, and the Report of the Auditors' thereon.

**2. To appoint a Director in place of Mr. Manmohan Saraf (DIN: 07246524), who retires by rotation and being eligible, offers himself for re-appointment.**

August 7, 2023  
Registered Office:  
Ganga Jamuna Appartment  
28/1, Shakespeare Sarani, 1st Floor  
Kolkata 700017  
Tel: 03322811397  
Email: cs@umaexports.net.in  
Website: <http://www.umaexports.net/>  
CIN: L14109WB1988PLC043934

By order of the Board  
For **Uma Export Limited**

**Sriti Singh Roy**  
Company Secretary & Compliance Officer  
Membership No. A42425

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, is not applicable as there is no special business.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021, May 13, 2022 and 11/2022 dated December 28, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.

## NOTICE

6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. 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 aforesaid MCA and SEBI 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [cs@umaexports.net.in](mailto:cs@umaexports.net.in). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 13, 2023 to Tuesday, September 19, 2023 (both days inclusive) for the purpose of annual closure of books.
12. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f April 01, 2019.
13. Since the 35th AGM will be held through VC/ OAVM pursuant to the Circulars, the proxy form, attendance slip and route map have not been annexed to this Notice.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

## NOTICE

14. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ("RTA") of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e [www.masserv.com](http://www.masserv.com).

In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

A separate communication has already been sent to the respective shareholders.

15. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at <http://www.umaexports.net/> and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition) and Aajkal (Bengali Edition).
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
17. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company / RTA if the shares are held by them in physical form.
19. For receiving all future correspondence (including Annual Report) from the Company electronically –

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023 and login details for e-voting.

## NOTICE

### Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Uma Exports Limited.

### Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <http://www.umaexports.net/>, 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 <https://www.nseindia.com> / and on the website of NSDL <https://www.evoting.nsdl.com>

21. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
22. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Tuesday, September 12, 2023, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
23. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
24. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there is no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

25. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.
26. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

## NOTICE

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

27. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

28. **Instructions for e-voting and joining the AGM are as follows:**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 35th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Tuesday, September 12, 2023 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

<b>Name of the Director</b>	Mr. Manmohan Saraf
<b>DIN</b>	07246524
<b>Date of Birth</b>	27/01/1976
<b>Age</b>	47 Years
<b>Date of Appointment</b>	07/07/2021
<b>Qualification</b>	B.Com & Chartered Accountant (CA)
<b>Experience and Expertise</b>	20 years of experience in the field of Administration, Business administration, Accounts and Finance.
<b>Number of Meetings of the Board attended during the financial year (2022-23)</b>	7 out of 7 meetings
<b>List of Directorship/ Membership / Chairmanship of Committees of other Board</b>	None
<b>Membership / Chairmanship of Committees of Other Board:</b>	NIL
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn</b>	Being liable to retire by rotation and shall not be entitled to any remuneration.
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	NA

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, September 16, 2023 at 9:00 A.M. and ends on Monday, September 18, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 12, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 12, 2023.



## NOTICE

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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 IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL 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 with CDSL	<p>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://web.cdslindia.com/">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## NOTICE

**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. NSDL and CDSL..**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

## NOTICE

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

## NOTICE

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bskashtwal@gmail.com](mailto:bskashtwal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investor@masserv.com](mailto:investor@masserv.com) or [cs@umaexports.net.in](mailto:cs@umaexports.net.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@masserv.com](mailto:investor@masserv.com) or [cs@umaexports.net.in](mailto:cs@umaexports.net.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.



## NOTICE

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@umaexports.net.in](mailto:cs@umaexports.net.in). The same will be replied by the company suitably.

### General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. CS Md. Shahnawaz, Practicing Company Secretary (Membership No. ACS- 21427 & CP No. 15076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The members, who are present VC / OAVM at the AGM but have not cast their votes during the remote e-voting period, shall be allowed to cast their voting through evoting.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.umaexports.net/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

August 7, 2023  
Registered Office:  
Ganga Jamuna Appartment  
28/1, Shakespeare Sarani, 1st Floor  
Kolkata 700017  
Tel: 03322811397  
Email: [cs@umaexports.net.in](mailto:cs@umaexports.net.in)  
Website: <http://www.umaexports.net/>  
CIN: L14109WB1988PLC043934

By order of the Board  
For **Uma Export Limited**

**Sriti Singh Roy**  
Company Secretary & Compliance Officer  
Membership No. A42425

## DIRECTOR'S REPORT

TO,  
THE MEMBERS,

### UMA EXPORTS LIMITED

Your Directors hereby submits the 35th Annual Report on the business and operations of your Company ("the Company" or "Uma"), along with the audited financial statements, for the financial year ended March 31, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

#### 1. FINANCIAL SUMMERY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

The Financial Results for the year ended March 31, 2023 and the corresponding figure for the previous year are as under  
(₹ in Lakhs)

PARTICULARS	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	1,43,160.17	1,26,020.48	1,48,552.42	1,27,699.07
Other Income	609.67	587.93	765.45	1,022.24
Total Income	1,43,769.84	1,26,608.41	1,49,317.87	1,28,721.31
Total Expenditure	1,40,186.21	1,23,361.73	1,45,602.47	1,25,466.49
Profit before tax	3,583.63	3,246.67	3,715.40	3,254.82
Current Tax	906.46	822.57	906.46	822.57
Income tax Adjustment	8.08	22.59	8.08	22.59
Deferred Tax Adjustment	(1.35)	(6.33)	(1.35)	(6.33)
Profit after Tax	2670.44	2,407.84	2,802.21	2,415.99
Basic Earnings per share (in ₹)	7.90	9.64	8.29	9.67

#### Notes:

- The above figures are extracted from the audited standalone and consolidated financial statements as per Indian Accounting Standards (Ind AS).
- Equity shares are at par value of ₹10/- per share.
- 88,23,530 equity shares were issued by way of Initial Public Offer ("IPO")

#### 2. TRANSFER TO RESERVES

We do not propose to transfer any amount to general reserve.

#### 3. DIVIDEND

To strengthen the financial position of the Company and to augment working capital, your directors do not recommend any dividend for the FY 2023.

#### 4. STATE OF COMPANY'S AFFAIRS

Your Directors are pleased to share the incomparable operational and financial performance achieved by the Company even during this turbulent times of inflation, growth slowdown, aggressive interest rate hikes and other geopolitical factors and its consequent effect on economies of worldwide.

#### During the FY2023:

- Revenue from operations at ₹1,48,552.42 lakhs in FY 23 as compared to ₹1,27,699.07 lakhs in FY22, translating to a growth of 16.33% on consolidated basis.
- PAT at ₹2,802.21 lakhs in FY 23 as compared to ₹2,415.99 lakhs in FY 22, growth of 15.98% on consolidated basis.

It is expected that the Company will achieve better operation and financial performance in FY2024.

## DIRECTOR'S REPORT

### 5. CHANGE IN THE NATURE OF BUSINESS

There is no Change in the nature of the business / operation of the Company done during the year under review.

### 6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred during the period from the end of the financial year to which the financial statement related till the date of this report except:

### 7. SHARE CAPITAL AND INITIAL PUBLIC OFFERING OF YOUR COMPANY

The equity shares of the Uma Exports Limited got listed on April 7, 2022 on the BSE Ltd and National Stock Exchange of India Ltd.

The Company has successfully completed the maiden Initial Public Offer (IPO). In the IPO, 88,23,530 Equity Shares of Rs 10/- each was offered by the Company for subscription at an issue price of Rs 68/- per shares.

### 8. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

There was no amendment in the Memorandum and Articles of Association of the Company during the year under review.

### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following are the changes in the Board of the Company during the year under review:

DIN/PAN	Name	Particulars of Change	Appointment/ Cessation date
00335177	Mr. Madan Mohan Khemuka	Resigned	18/08/2022
10047954	Ms. Siddhi Khemka	Appointed as Additional Director (Non-Executive Non Independent)	16/02/2023
10047954	Ms. Siddhi Khemka	Regularized as Non-Executive Non Independent director	09/04/2023

Mrs. Sriti Singh Roy is the Company Secretary of the Company during the years under review.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manmohan Saraf (DIN: 07246524), director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for reappointment. Necessary resolution for his re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval. A brief profile of Mr. Manmohan Saraf (DIN: 07246524), is given in the Chapter on Corporate Governance and the Notice convening the 35th AGM for reference of the shareholders.

In the opinion of the Board, the independent directors on the Board of the Company are persons with integrity, expertise and experience relevant to the operation of the Company and that they all have qualified in the online proficiency self-assessment test conducted by the prescribed institute.

### 10. DECLARATIONS BY INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(7) of the Companies Act, 2013, each of the Independent Directors has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (the Listing Regulations) as amended.

In the opinion of the Board of Directors, all Independent Directors of the Company fulfils the conditions specified in the Act and Rules made thereunder.

### 11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Regulation 17(10) of the Listing Regulations and in line with our corporate governance guidelines, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of Board's Committees was undertaken. This evaluation is led by the Chairman of the Nomination and Remuneration Committee with a specific focus on the performance and effective functioning of the Board and its Committees. The evaluation process, inter alia, considers attendance of

## DIRECTOR'S REPORT

Directors at Board and committee meetings, acquaintance with business, communication inter se board members, the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

The report on the performance evaluation of the Individual Directors was reviewed by the Board and feedback was given to the Directors.

### 12. BOARD MEETING

During the year under review Board met 05-04-2022; 23-05-2022; 10-08-2022; 14-11-2022; 08-02-2023; 16-02-2023 and 17-03-2023. There were 7 board meetings were held in accordance with the provisions of Companies Act, 2013. The details of the Board meetings are provided in the Report on Corporate Governance, which forms a part of this Annual Report.

The intervening gap between two consecutive meetings was within the limit prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

### 13. MEETING OF THE INDEPENDENT DIRECTORS

During FY2022-23, one meeting of Independent Directors was held without the presence of the Executive Directors or Management Personnel on February 8, 2023. At such meeting, the Independent Directors have discussed, among other matters, the challenges faced by the Company, growth strategies, flow of information to the Board, strategy, leadership strengths, compliance, governance, HR related matters and performance of Executive Directors.

### 14. COMMITTEES OF THE BOARD

#### A. AUDIT COMMITTEE

The Audit Committee of the Board comprises of:

Name of Directors	Category
Mr. Vivek Parasramka	Independent Director – Chairperson
Mr. Priti Saraf	Independent Director
Mr. Manmohan Saraf	Executive Director & CFO

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board. The details of the Audit Committee and its meetings are provided in the Report on Corporate Governance, which forms part of this Annual Report.

#### B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board comprises of:

Name of Directors	Category
Mr. Vivek Parasramka	Independent Director – Chairperson
*Mrs. Priti Saraf	Independent Director
Mrs. Suman Agarwal	Independent Director

\*During the year under review the committee got reconstituted due to resignation of Mr. Madan Mohan Khemuka, member of the Nomination and Remuneration Committee and Mrs Priti Saraf was appointed as the member of the Nomination and remuneration Committee in place of Mr. Madan Mohan Khemuka. The details of the Nomination and Remuneration Committee and its meetings are provided in the Report on Corporate Governance, which forms part of this Annual Report.



## DIRECTOR'S REPORT

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board comprises of:

Name of Directors	Category
Mrs. Priti Saraf	Independent Director – Chairperson
Mr. Vivek Parasramka	Independent Director
Mr. Rakesh Khemka	Managing Director

The details of the Stakeholders Relationship Committee and its meetings are provided in the Report on Corporate Governance, which forms part of this Annual Report.

### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social responsibility Committee of the Board comprises of:

Name of Directors	Category
Mr. Manmohan Saraf	Executive Director & CFO – Chairperson
Mrs. Priti Saraf	Independent Director
Mr. Rakesh Khemka	Managing Director

The details of the Corporate Social responsibility Committee and its meetings are provided in the Report on Corporate Governance, which forms part of this Annual Report.

## 15. VIGIL MECHANISM

To meet the requirement under Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations the Company has adopted a vigil mechanism named Whistle Blower Policy for directors and employees to report genuine concerns, which shall provide adequate safeguards against victimization of persons who use such mechanism. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct, to management (on an anonymous basis, if employees so desire).

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the said investigation. The Whistle Blower Policy is displayed on the Company's website at <https://www.umaexports.net/policies.html>.

No individual in the Company has been denied access to the Audit Committee or its Chairman during the FY2022-23.

## 16. APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection and appointment of Directors and Senior Management Personnel and their remuneration. The Remuneration Policy is included in the Corporate Governance Report, which forms part of this Annual Report. The Company's policy relating to the Directors appointment, payment of remuneration and discharge of their duties is available on the website of the Company at <https://www.umaexports.net/policies.html>.

## 17. CORPORATE SOCIAL RESPONSIBILITY

Your Company is conscious of its Social Responsibility and the environment in which it operates. Over the years, the Company aimed towards improving the lives of the people.

The Company's CSR policy covers activities in the field of eradication of extreme hunger and poverty, promotion of education, promotion of gender equality, empowerment of women, improvement of mental health, slum area development and rural development projects, employment enhancing vocational skills, ensuring environmental sustainability, animal welfare, sanitation including contribution to fund set up by the Central Government, contribution to the Prime Ministers National Relief Fund or any other project set up by the Central Government.

During FY2022-23, as per Section 135 of the Act, an amount of Rs 39.72 Lakhs was required to be spent by the Company on CSR activities. The Company has spent Rs. 2.50 lakhs during FY2023, towards education of under privileged children, and it was decided to spend the balance by way of contribution to the a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year, as permitted under proviso to section 135(5) of the Companies Act, 2013. Accordingly, Rs. 37.22 Lakhs was paid to the Prime Minister's National Relief Fund.

## **DIRECTOR'S REPORT**

The detailed report on CSR activities carried out by the Company during FY 2022-23 is annexed to this report as "Annexure 1". The corporate social responsibility policy of the Company can be viewed on the Company's website at <https://www.umaexports.net/policies.html>.

### **18. RISK MANAGEMENT POLICY**

Your Company's Risk Management Framework is designed to enable risks to be identified, assessed and mitigated appropriately. The Risk Management framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The Company has constituted an internal Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The Board reviews the same from time to time to include new risk elements and its mitigation plan. Risk identification and its mitigation is a continuous process in our Company.

### **19. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY**

The Company has two overseas wholly owned subsidiaries namely M/s. UEL international FZE (Dubai) and Graincomm Australia Pty Ltd. The Company does not have any Associate Company or Joint Venture as on March 31, 2023.

UEL International FZE, U.A.E. is incorporated and engaged in the business of trading in agriculture commodities.

Graincomm Australia Pty Ltd was acquired and is engaged in the business of Agri Business.

A statement containing the salient features of the financial statement of the subsidiary/joint venture Company in the prescribed format AOC-1 is annexed herewith as "Annexure 2".

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the standalone financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of the subsidiary, are available on the website of the Company at [www.umaexports.net.in](http://www.umaexports.net.in) under investors' section. These documents will also be available for inspection till the date of the AGM during business hours at the Registered Office of the Company.

### **20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, no significant and material orders have been passed by the Regulators, Courts, or Tribunals impacting the going concern status of the Company and its operation in the future.

### **21. INDIAN ACCOUNTING STANDARD (Ind AS)**

Pursuant to the Companies (Indian Accounting Standard) Rules 2015, the Company has adopted INDAS from April 1, 2017. The Company's Audited Financial Statements for FY2022-23 are Indian Accounting Standard (INDAS) complied.

### **22. AUDITORS & AUDITORS' REPORT**

Pursuant to Section 139(2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company, at its 33rd Annual General Meeting (AGM) held on September 1, 2021, had appointed M/s. Mamta Jain & Associates, Chartered Accountants as Statutory Auditors to hold office from the conclusion of the 33rd AGM until the conclusion of the 38th AGM of the Company. Accordingly, M/s. Mamta Jain & Associates, Chartered Accountants, continues to be the Statutory Auditors of the Company till the conclusion of the 38th AGM, as approved by the shareholders at the AGM held on September 1, 2021.

The Statutory Auditors' Report is annexed to this Annual Report. The Statutory Audit Report does not contain any qualification reservation or adverse remark or disclaimer made by Statutory Auditors. The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

### **23. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed CS Md. Shahnawaz (Membership No. 21427 CP No. 15076), Practicing Company Secretary, to carry out the Secretarial Audit of the Company for the FY2022-23. The Secretarial Audit Report submitted by him, for FY2022-23 is annexed herewith marked as "Annexure 3" to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark, and, therefore, does not call for any further comments.

## DIRECTOR'S REPORT

### 24. SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

### 25. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

Internal Audit is conducted by an Independent Professional Firm of Chartered Accountants. The Internal Audit Reports are reviewed and discussed with the senior management team. The representative of Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee meetings. The measures as suggested by the Audit Committee are implemented as per the direction of the Audit Committee.

The controls comprise of:

- a) Officials of the Company have defined authority and responsibilities within which they perform their duty;
- b) All the Banking transactions are under joint authority and no individual authorization is given;
- c) Maker-checker system is in place.
- d) Any deviations from the previously approved matter require fresh prior approval.

M/s. D.N Gupta & Associates, Chartered Accountants, had carried out Internal Audit of the Company for the FY2022-23.

### 26. DETAILS OF FRAUD REPORTED BY THE AUDITORS

During the year under review, the Statutory Auditors and Internal Auditor have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

### 27. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2023 is available on the Company's website at [www.umaexports.net.in](http://www.umaexports.net.in).

### 28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized as per the provisions of Section 186 of the Companies Act, 2013 are disclosed in the notes to account to the financial statements for the financial year 2022-23.

### 29. DEPOSIT

The Company has neither accepted nor renewed any deposits during the year under review. Further, the Company does not have any outstanding amount qualified as a deposit as on 31st March 2023.

### 30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into related party transaction in ordinary course of business and at arm's length. As none of the transactions with any of the related party exceed the 10% of the turnover of the Company, there was no material related party transaction during the year under review. Thus, the disclosure of particulars of contracts or arrangements with related parties as prescribed in Form AOC-2 under section 188(1) of the Companies Act, 2013, during the financial year ended March 31, 2023, is not applicable. Further, pursuant to revised Regulation 23 of the SEBI Listing Regulations, none of the related party transactions are material related party transaction as defined in the said Regulation.

The details of related party transactions are disclosed in the notes to the financial statements.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website [www.umaexports.net.in](http://www.umaexports.net.in).

### 31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details of conservation of energy and technology absorption are not applicable to the Company as the Company is engaged in the trading activities. Further, the foreign exchange earnings and outgo for the financial year ended March

## DIRECTOR'S REPORT

31, 2023 in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in the prescribed format are annexed hereto as "Annexure 4" and forms part of this report.

### 32. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP)/EMPLOYEES

Disclosures relating to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as "Annexure 5" and forms part of this Board's report.

The particulars of Managerial remuneration as stated in section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, is annexed herewith as "Annexure 6" and forms part of this Board's report.

### 33. MAINTENANCE OF COST RECORDS AND COST AUDIT

The requirement of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and audit of cost records were not applicable to the Company during the year under review.

### 34. DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

During the year under review, neither any application was made nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016

### 35. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

### 36. DIRECTOR'S RESPONSIBILITY STATEMENT

The Director's Responsibility Statement referred to in clause (c) of Sub-section (3) of Section 134 of the Companies Act, 2013 shall state that

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) The directors has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The directors has prepared the annual accounts on a going concern basis;
- e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 37. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at <https://www.umaexports.net/policies.html>.



## DIRECTOR'S REPORT

### 38. DISCLOSURES AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESS) ACT, 2013

The Company has zero-tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has set up Internal Complaint Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 along with its relevant Rules.

The Committee met once during the FY2023 on February 8, 2023.

There was no complaint pending at the beginning and at the end of FY2022-23. No complaints have been received by the Committee during the FY2022-23.

### 39. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In term of requirements of Regulation 34(2)(e) of SEBI (LODR) Regulation 2015, a "Management Discussion and Analysis Report" are set out as a separate section in this Annual Report which forms an integral part of this report.

### 40. REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 34(3) of the SEBI (LODR) Regulation 2015, a "Report on Corporate Governance" together with a certificate from the Practicing Company Secretary regarding compliance with the requirements of Corporate Governance is included as a separate section and form an integral part of this report.

### 41. CREDIT RATING

During the year under review, CRISIL has affirmed a short-term Credit Rating of CRISIL A3+ (pronounced CRISIL A three Plus). The outlook of the Short-Term Rating is stable.

### 42. TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years are also to be transferred to the Demat account of the IEPF Authority.

During the year, there was no unclaimed and unpaid dividend and corresponding equity shares on which dividend were unclaimed/unpaid for seven consecutive years which was required to be transferred as per the requirement of the IEPF Rules.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there was no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

### 43. HUMAN RESOURCES

Our employees are our core resource and the Company has continuously evolved policies to strengthen its employee value proposition. Your Company was able to attract and retain best talent in the market and the same can be felt in the past growth of the Company. The Company is constantly working on providing the best working environment to its Human Resources with a view to inculcate leadership, autonomy and towards this objective; your company makes all efforts on training. Your Company shall always place all necessary emphasis on continuous development of its Human Resources. The belief "Great People create Great Organization" has been at the core of the Company's approach to its people.

### 44. GENERAL

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

## **DIRECTOR'S REPORT**

### **45. ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express their sincere thanks to the Central Government and Governments of various states, Financial Institutions, Bankers and Customers for their co-operation and assistance extended.

Your Directors also wish to express their deep appreciation for the integrity and hard work of all the employees of the Company at all levels to cope-up the challenging scenario and strive for the growth of our Company.

The Board also takes this opportunity to express their deep gratitude for the continued co-operation and support received from the shareholders.

For and on behalf of the Board of Directors

**UMA EXPORTS LIMITED**

Date: May 23, 2023  
Place: Kolkata

**Manmohan Saraf**

*WTD & CFO*  
DIN: 07246524

**Rakhesh Khemka**

*(Managing Director)*  
DIN: 00335016

## ANNEXURE TO THE DIRECTOR'S REPORT

### Annexure - 1

#### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY FOR THE FINANCIAL YEAR 2022-23

#### 1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

The provision of Section 135 of the Companies Act, 2013, relating Corporate Social Responsibility (CSR) become applicable to the Company for the first time during the FY 2022-23. Accordingly, the CSR Committee of the Board was constituted by the Board of Directors in compliance with the requirement of the said section read with relevant rules.

The Company carries out CSR activities through directly and through trust registered with MCA. The Company's CSR Policy focuses on following major philanthropic areas:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- Promoting education by building schools and colleges and providing assistance for their maintenance.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- Empowering the girl child through education and other initiatives.
- Improving healthcare (including preventive healthcare) by distributing free medicines and setting up dispensaries, health centres and maintenance thereof and providing assistance to charitable hospitals.
- Promoting sports.
- Focusing on community development through donations.

The CSR amount of ₹ 39.72 Lakhs was required to be spent by the Company on CSR activities. The Company has spent ₹ 2.50 lakhs during FY2023, towards education of under privileged children, and it was decided to spend the balance by way of contribution to the a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year, as permitted under proviso to section 135(5) of the Companies Act, 2013. Accordingly, ₹ 37.30 Lakhs was paid to the Prime Minister's National Relief Fund.

#### 2. The composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Manmohan Saraf	Chairman	2	2
2.	Rakhesh Khemka	Member	2	2
3.	Priti Saraf	Member	2	2

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

**Composition of the CSR committee shared above and is available on the Company's website on-** <http://www.umaexports.net/policies.html>

**CSR policy-** <http://www.umaexports.net/policies.html>

**CSR projects:** Not Applicable as the Company have not identified any CSR Project.

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

Not Applicable.

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

## ANNEXURE TO THE DIRECTOR'S REPORT

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit of the company as per section 135(5) - ₹ 1986.06 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ 39.72 Lakhs  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - Nil  
 (c) Amount required to be set off for the financial year, if any- Nil  
 (d) Total CSR obligation for the financial year (7a+7b-7c). - ₹ 39.72 Lakhs

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

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	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 (₹ in Lakhs)	Date of transfer	Name of the Fund	Amount (₹ in Lakhs)	Date of transfer
₹ 39.72 lakhs	Nil	Nil	Prime Minister's National Relief Fund	37.22	25.8.2023

(b) Details of CSR amount spent against **on-going projects** for the financial year:

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

Not Applicable

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent for the project (₹ in '000)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency
				State District			Name CSR registration number

Not Applicable

- (d) Amount spent in Administrative Overheads - Nil  
 (e) Amount spent on Impact Assessment, if applicable - Not Applicable  
 (f) Total amount spent for the Financial Year (8b+8c+8d+8e) - ₹ 39.72 lakhs  
 (g) Excess amount for set off, if any- Nil



## ANNEXURE TO THE DIRECTOR'S REPORT

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	39.72
(ii)	Total amount spent for the Financial Year	39.80
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer	

Not Applicable as there was no unspent amount in the preceding 3 financial years

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

(1) Sl. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in ₹)	(7) Amount spent on the project in the reporting Financial Year (in ₹)	(8) Cumulative amount spent at the end of reporting Financial Year (in ₹)	(9) Status of the project - Completed /Ongoing
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Not Applicable as the company has not undertaken any project

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

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

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

For and on behalf of the Board of Directors  
**UMA EXPORTS LIMITED**

Date: May 23, 2023  
Place: Kolkata

**Manmohan Saraf**  
WTD & CFO  
DIN: 07246524

**Rakesh Khemka**  
(Managing Director)  
DIN: 00335016

## ANNEXURE TO THE DIRECTOR'S REPORT

Annexure - 2

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies  
(Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of  
subsidiaries/associate companies / joint ventures**

## Part "A": Subsidiaries

Sr. No.	Particulars		
1.	Name of the subsidiary	UEL International FZE U.A.E	Graincomm Australia Pty Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2022-23	2022-23
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	1 USD= ₹ 82.18070	1USD= ₹ 55.02280
4.	Share capital	₹ 22.33 Lakh	₹ 5.50 Lakh
5.	Reserves & surplus	₹ 1,271.01 Lakh	₹ (2.01) Lakh
6.	Total assets	₹ 1,978.02 Lakh	₹ 23.47 Lakh
7.	Total Liabilities	₹ 1,978.02 Lakh	₹ 23.47 Lakh
8.	Investments	-	-
9.	Turnover	₹ 5,324.17 Lakh	₹ 68.09 lakh
10.	Profit /Loss before taxation	₹ 133.76 Lakh	₹ (2.00) Lakh
11.	Other Comprehensive Income	₹ 103.93 Lakh	₹ (0.21) Lakh
12.	Provision for taxation	-	-
13.	Profit after taxation (incl. other comprehensive income)	₹ 237.69 Lakh	₹ (2.21) Lakh
14.	Proposed Dividend	-	
15.	% of shareholding	100%	100%

For and on behalf of the Board of Directors  
**UMA EXPORTS LIMITED**

Date: May 23, 2023  
Place: Kolkata

**Manmohan Saraf**  
WTD & CFO  
DIN: 07246524

**Rakhesh Khemka**  
(Managing Director)  
DIN: 00335016

## ANNEXURE TO THE DIRECTOR'S REPORT

### Annexure - 3

#### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

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

To,

The Members,

**UMA EXPORTS LIMITED**

**CIN:** L14109WB1988PLC043934

Ganga Jamuna Appartment

28/1, Shakespeare Sarani, 1st Floor

Kolkata 700017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UMA EXPORTS LIMITED** (hereinafter called the company). 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, during the audit period covering the financial year ended on, 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, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations 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, 1992;
  - (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 – **Not Applicable during the Audit Period;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable during the Audit Period;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable during the Audit Period;**
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018- **Not Applicable during the Audit Period;**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and

## ANNEXURE TO THE DIRECTOR'S REPORT

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the 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 formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

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 meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Tax Auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, 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 were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. The shareholders of the Company at their Annual General Meeting held on September 23, 2022, have approved:
  - a. Borrowings up to the revised limit of Rs.300 crores as per Section 180 (1) (c) of the Companies Act, 2013
  - b. Creation of charge upto the revised limit of Rs. 300 crores as per Section 180 (1) (a) of the Companies Act, 2013
  - c. Fee for service of documents
2. The Company has received letters from National Stock Exchange of India Limited dated August 22, 2022 and November 21, 2022 and email through BSE Ltd for Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of 75 years. Fine of Rs 3,16,240/- was imposed upon the company which was duly paid to the respective exchanges.
3. Mr. Madan Mohan Khemuka resigned from the Board of Directors of the Company vide his letter dated August 18, 2022.
4. The Company appointed Ms. Siddhi Khemka (DIN: 10047954) as Non-Executive Non Independent director of the Company by Postal Ballot process conducted through remote e-voting.
5. The Company has received letter from National Stock Exchange of India Limited dated February 21, 2023 for non-compliance with the requirements of Regulation 17 (1) of SEBI (LODR) Regulations 2015 and imposed a fine of Rs 2,59,600/-. However the Company has applied for the waiver of fine and the reply from the exchange is awaited.

**M Shahnawaz & Associates**

*Company Secretaries*

Firm Regn. No: S2015WB331500

**CS Md. Shahnawaz**

Proprietor

Membership No.: 21427

CP No.: 15076

UDIN: A021427E000355211

Place: Kolkata

Date: May 23, 2023

## ANNEXURE TO THE DIRECTOR'S REPORT

### 'ANNEXURE A'

To,  
The Members,  
**UMA EXPORTS LIMITED**  
CIN: L14109WB1988PLC043934  
Ganga Jamuna Appartment  
28/1, Shakespeare Sarani, 1st Floor  
Kolkata 700017

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.

Place: Kolkata  
Date: May 23, 2023

**M Shahnawaz & Associates**  
*Company Secretaries*  
Firm Regn. No: S2015WB331500  
**CS Md. Shahnawaz**  
Proprietor  
Membership No.: 21427  
CP No.: 15076  
UDIN: A021427E000355211



## ANNEXURE TO THE DIRECTOR'S REPORT

Annexure - 4

PARTICULAR OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION  
AND FOREIGN EXCHANGE EARNING AND OUTGO

## a) Conservation of energy

(i)	The steps taken or impact on conservation of energy	The Company being engaged in the trading business, the operation does not consume significant amount of energy. Thus, particulars of steps taken or impact on conservation of energy are not applicable to the Company
(ii)	The steps taken by the company for utilizing alternate sources of energy.	Not applicable, in view of comments in clause (i)
(iii)	The capital investment of energy conservation equipment's	Not applicable, in view of comments in clause (i)

## b) Technology absorption

(i)	The effort made towards technology absorption	NIL
(ii)	The benefits derived like product improvement cost reduction product development or import substitution	NIL
(iii)	In case of imported technology (important during the last three years reckoned from beginning of the financial year) a) The details of technology imported b) The year of import c) Whether the technology been fully absorbed. d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	The expenditure incurred on Research and Development	NIL

## c) Foreign exchange earnings and outgo

## 1. During the year under review, following transactions was there (as per standalone financial statements):

Sales (earnings)	-	₹ 81,017.67 Lakh
Purchases (outgo)	-	₹ 25,803.07 Lakh
Travelling (outgo)	-	₹ 5.08 Lakh

## 2. During the year under review, following transactions was there (as per consolidated financial statements):

Sales (earnings)	-	₹ 86,409.93 Lakh
Purchases (outgo)	-	₹ 31,155.70 Lakh
Travelling (outgo)	-	₹ 5.08 Lakh

For and on behalf of the Board of Directors  
**UMA EXPORTS LIMITED****Manmohan Saraf**WTD & CFO  
DIN: 07246524**Rakesh Khemka**(Managing Director)  
DIN: 00335016Date: May 23, 2023  
Place: Kolkata

## ANNEXURE TO THE DIRECTOR'S REPORT

### Annexure – 5

#### DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23	Percentage increase in Remuneration during 2022-23
Rakhesk Khemka	Managing Director	1,714.29%	No increase in remuneration during the FY 2022-23
Manmohan Saraf	Director & CFO	285.71%	100% was increased in remuneration during the FY 2022-23
Sriti Singh Roy	Company Secretary	128.57%	45.16% was increased in remuneration during the F Y 2022-23

- ii. The median remuneration of employees of the Company during the financial year was ₹ 4,20,000 /- (₹ 35,000/- per month)
- iii. During the financial year 20.68% was increased of median remuneration of employee.
- iv. There were 33 permanent employees on the rolls of the Company as on 31st March, 2023.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23 was 28.92% whereas there is 9.40% increase in managerial remuneration for the same financial year.
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

It is hereby affirmed that:

- (i) No employee was in receipt of remuneration for the year in aggregate of more than Rs. 1.02 Crores;
- (ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.50 lacs per month;
- (iii) Ms Pritu Gupta, Binit Agarwal and Easwaran Chadalavada was in receipt of remuneration in excess of that drawn by the Whole-time Director however they doesn't hold or along with their spouse and dependent children any equity shares of the Company.
- (iv) Top Ten Employees in terms of Remuneration drawn for F.Y. 2022-23

Sl. No	Name	Designation	Gross Remuneration	Qualification and experience	Date of Commencement of Employment	Age	Last Employment Held	% of equity shares held	Whether relative of any Director / Manager
1	Rakesh Khemka	Managing Director	72,00,000	Graduate 29 years	1994	49	N.A	23.62	Director of the Company
2	Pritu Gupta	Vice President Export & Documentation	24,00,000	Graduate 11 years	01.01.2022	45	N.A	-	No
3	Manmohan Saraf	Chief Finance Officer	12,00,000	Chartered Accountant 23 years	2000	47	N.A	-	No
4	Kranti Saraf	Office & Administration	12,00,000	Graduate 6 years	01.10.2021	43	Uma Udyog	-	No
5	Prince Agarwal	Accounts & Finance	7,98,000	Chartered Accountant 4.5 years	16.08.2021	36	Dev Darshan Designs Pvt Ltd	-	No
6	Sanjeev Agarwal	Manager - Import	6,60,000	Graduate 27 Years	1996	50	NA	-	No
7	Binit Agarwal	Vice President Exports	24,00,000	B.Com(H) Graduate 20 years	01.07.2022	43	NA	-	No
8	Chandrakant Ashok Pachariwal	Purchase Manager Domestic	8,40,000	MBA in Finance & Marketing 8 years	09.06.2022	31	B'Fine Saree Pvt Ltd	-	No
9	Easwaran Chadalavada	Head- Business Development	15,00,000	MBA in International Trade 30 Years	01.06.2022	60	Hemraj Industries	-	No
10	Ankita Hirawat	Accounts & Finance	7,20,000	Chartered Accountant	17.11.2022	26	NA	-	No

## CORPORATE GOVERNANCE REPORT

*FY2023 represents fiscal year 2022-23, from 1st April 2022 to 31st March 2023, and analogously for FY2022 and previously such labelled years.*

### PHILOSOPHY ON CODE OF GOVERNANCE

Uma Exports Limited (UEL), 'the Company' firmly believes that good corporate governance practices ensure efficient conduct of the affairs of the Company while upholding the core values of transparency, integrity, honesty and accountability and help the Company to achieve its goal to maximize value for all its stakeholders. It is a system by which business corporations are directed and controlled.

Our Company is committed to the adoption of and adherence to Corporate Governance practices at all levels which are essentially aimed at ensuring transparency in all dealings and focused on the enhancement of long-term shareholder value. Our Company believes that sound Corporate Governance is critical for enhancing and retaining investors' trust and the Company always seeks to ensure that its performance with integrity help to achieve its desired goals.

### The company's corporate governance framework is based on the following main principles:

- Fair and transparent business practices;
- Effective management control by Board;
- An optimum combination of promoter, executive, independent and women directors on the Board;
- Accountability for performance;
- Monitoring of executive performance by the Board;
- Compliance of laws; and
- Transparent and timely disclosure of financial management information and performance;

Our Company considers that it is absolutely essential to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of Corporate Governance and be considered as a good corporate citizen of the Country.

Our Company is in compliance with the corporate governance provisions as stipulated in Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

This chapter of the annual report together with the information given under the chapters titled as 'Management Discussion and Analysis' and 'Additional Shareholders' Information' constitute the compliance report of the Company on Corporate Governance for FY2023.

### SHAREHOLDERS

The Companies Act, 2013 and the SEBI Listing Regulations stipulate the governance mechanism by shareholders in terms of passing of ordinary and special resolutions, voting rights, participation in corporate actions such as bonus, declaration of dividends, etc. Your Company has in place the process to ensure that the shareholders of the Company are well informed of both on financial and non-financial information as necessary from time to time, and adequate notice with detailed explanation is sent to the shareholders well in advance whenever required to obtain necessary approvals.

### BOARD OF DIRECTORS

#### Composition of the Board

As on 31st March 2023, the Board of Directors of UEL consists 6 (six) Directors, comprising (i) 2 (two) Executive Directors; (ii) 3 (three) Independent Directors, including a woman director; and (iii) 1 (one) Non-Executive Non-Independent Director; as defined under the Companies Act, 2013 (the Act) and SEBI Listing Regulations. Mr. Rakesh Khemka is the Chairman of the Board. The Board is entrusted with the ultimate responsibility of the management with powers and duties and is headed by the Chairman and Managing Director. It comprises eminent persons with high credentials or considerable professional expertise and experience in diversified fields. Our Board has an appropriate mix of Executive, Non-Executive and Independent Director(s) to maintain its independence, and separate its functions of governance and management.

Skills/expertise/competence of the board of directors are as under:

## CORPORATE GOVERNANCE REPORT

Name of the Director	Business development and strategy	Accounts & Finance	Corporate Governance & Ethics	Functional and Managerial Experience	Human Resource	Information technology
Mr. Rakesh Khemka	✓	✓	✓	✓	✓	✓
Ms. Siddhi Khemka	✓	✓	✓	✓	✓	✓
Mr. Manmohan Saraf	✓	✓	✓	✓	✓	✓
Mr. Vivek Parasramka	✓	✓	✓	✓	✓	✓
Mrs. Priti Saraf	✓	✓	✓	✓	✓	✓
Mrs. Suman Agarwal	✓	✓	✓	✓	✓	✓

All 3 (three) Independent Directors of the Company are free from any business or other relationship with the Company or its promoters that could materially influence their judgment. The Board is well diversified and consists of one Women Independent Directors.

Each Director informs the Company on an annual basis about the Board and Board Committee positions him/her in other companies including Chairmanships, and notifies the changes that occurred therein during the term of their directorship in the Company. Table 1 gives the composition of UEL's Board, their positions, relationship with other Directors, dates of joining the Board, number of Directorships and memberships of the Board's Committee held by each of them

Table 1 : Board and committee positions held by the Directors

Name	Date of Joining	Number of Directorships <sup>1</sup>	Other Committee Positions <sup>2</sup>		Directorship in other listed companies and Category of Directorships
			As Chairman	As Member	
<b>Mr. Rakesh Khemka</b> Chairman & Managing Director	01-08-1994	1	-	2	None
<b>Ms. Siddhi Khemka<sup>^</sup></b> Non-Executive Non-Independent Director	16-02-2023	1	-	-	None
<b>Mr. Manmohan Saraf</b> Executive Director & CFO	07-07-2021	1	1	1	None
<b>Mr. Vivek Parasramka</b> Independent Director	07-07-2021	1	1	1	None
<b>Mrs. Priti Saraf</b> Independent Director	07-07-2021	1	1	1	None
<b>Mrs. Suman Agarwal</b> Independent Director	07-07-2021	1	-	-	None
<b>Mr. Madan Mohan Khemuka<sup>*</sup></b> Non-Executive Non-Independent Director	15-03-2021	1	-	1	None

<sup>^</sup>appointed w.e.f. February 16, 2023

<sup>\*</sup>ceased w.e.f. August 18, 2022

Including directorship in UEL, and excluding directorships in Private Limited Companies, Foreign Companies and Section 8 Companies under the provision of the Companies Act, 2013. None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a director

(2) Membership/Chairmanship in Audit and Stakeholders' Relationship Committee of all public limited companies, whether listed or not, including UEL's are considered.



## CORPORATE GOVERNANCE REPORT

As per declarations received from the Directors, as on 31st March 2023, none of the Directors of the Company are related to each other in terms of Section 2(77) of the Act, except Ms. Siddhi Khemka who is the daughter of Mr. Rakesh Khemka.

### FLOW OF INFORMATION TO THE BOARD AND COMMITTEES

Information is provided to the Board Members on a continuous basis for their review, inputs, and approval from time to time. More specifically, we present our annual strategic plan and operating plan of our business to the Board for their review, inputs, and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, various matters such as appointment of Directors and Key Managerial Personnel, corporate actions, review of internal and statutory audits, details of investor grievances, important managerial decisions, material positive/negative developments, risk management initiatives along with mitigation actions and legal/statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval as may be required.

Information to Directors is submitted along with the agenda papers well in advance of the Board and Committee meetings. Inputs and feedback of Board Members are taken and considered while preparing agenda and documents for the Board meeting. Sufficient time is allocated for discussions and deliberations at the meeting.

Documents containing Unpublished Price Sensitive Information are submitted to the Board and Committee Members, at a shorter notice, as per the general consent taken from the Board, from time to time.

### DECLARATION OF INDEPENDENCE

In terms of Regulation 25(8) of SEBI Listing Regulations, the Company had received declarations on the criteria of Independence as prescribed in Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b) and Regulation 25(8) of SEBI (LODR) Regulations, 2015, from all the Independent Directors of the Company as on 31st March 2023. They have also registered themselves in the databank with the Institute of Corporate Affairs of India as an Independent Director as per Rule 6(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Based on the declarations received from the Independent Directors, the Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Companies Act, 2013 and as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

### TERM OF BOARD MEMBERSHIP

The Board, on the recommendations of the Nomination and Remuneration Committee, considers the appointment and re-appointment of Directors.

Section 149 of the Companies Act, 2013, provides that an Independent Director can be appointed for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of special resolution by the shareholders of the Company. The Independent Directors shall not be liable to retire by rotation. Accordingly, all the Independent Directors of the Company were appointed under Section 149 of the Companies Act, 2013, for a term ranging up to 5 years.

As per the provisions of Section 152 of the Companies Act, 2013, one-third of the Board members other than Independent Directors, who are subject to retire by rotation, retire every year; and approval of shareholders is sought for the re-appointment of such retiring members, if eligible.

Executive Directors are appointed by Board for a period not exceeding three years at a time and are eligible for re-appointment upon completion of the term. Their appointments are subsequently approved by the shareholders.

Mr. Manmohan Saraf, Director, (DIN - 07246524) retires by rotation at the forthcoming Annual General Meeting, and being eligible, seeks re-appointment.

Mr. Madan Mohan Khemuka resigned from the Board of Directors of the Company with effect from August 18, 2022. Ms. Siddhi Khemka was appointed as an Additional Director (Non Executive Non Independent) with effect from February 16, 2023. Further, the shareholders have approved the appointment of Ms. Siddhi Khemka vide Ordinary Resolution dated April 9, 2023 passed through Postal Ballot.

### SELECTION AND APPOINTMENT OF NEW DIRECTORS

Induction of any new member on the Board of Directors is the responsibility of the Nomination and Remuneration Committee. Taking into account the existing composition and organization of the Board, and the requirement of new skill sets, if any, the Nomination and Remuneration Committee reviews potential candidates in terms of their expertise, skills,

## CORPORATE GOVERNANCE REPORT

attributes, personal and professional backgrounds, gender and their ability to attend meetings. The potential Board member for the office of Independent Director is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. The Committee then places the details of such candidates that meet these criteria to the Board of Directors for their consideration. If the Board approves, the person is appointed as an Additional Director, subject to the approval of shareholders in the Company's Annual General Meeting.

### BOARD EVALUATION

The Board has carried out an annual evaluation of its own performance, as well as the working of its committees. The Nomination and Remuneration Committee laid down the criteria for such performance evaluation. The evaluation process was carried out internally in FY2023. The contribution and impact of individual members were evaluated on parameters such as level of engagement, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness.

The Performance of the Managing Director has been evaluated on key aspects of their role, which include, inter-alia, effective leadership to the Board and adequate guidance at each level of Management. Based on prescribed criteria as laid down, the performance of the Board, various Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, and Individual Director were evaluated and found satisfactory. During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors, taking into account the views of Executive Directors and Non-Executive Directors. The Board as a whole is a balanced unit where diverse views are expressed and dialogued when required. All the directors are participative, interactive and communicative. The Chairman of the each committees had abundant knowledge, experience, skills and understanding required for functioning and processes. The information flow between your Company's Management and the Board is timely & sufficient.

### LETTER OF APPOINTMENT

The Independent Directors on the Board of the Company, upon appointment, are given a formal appointment letter, inter-alia containing the term of appointment, roles, function, duties & responsibilities, code of conduct, disclosures, confidentiality, etc. The terms and conditions of the appointment of Independent Directors are available on the Company's website at [www.umaexports.net](http://www.umaexports.net)

### DIRECTORS' PROFILE

A profile of each of the Directors and their expertise in specific functional areas are put up on the Company's website and can be accessed at <http://www.umaexports.net/aboutus.html>.

### DIRECTORS' SHAREHOLDING IN THE COMPANY

Table 2 gives details of shares held by the Directors as on 31st March 2023.

**Table 2: Shares held by the Directors as on 31st March 2023**

Name	No. of shares held
Mr. Rakhesh Khemka	79,87,500
Mr. Madan Mohan Khemuka*	14,13,500
Mr. Manmohan Saraf	-
Mr. Vivek Parasramka	-
Mrs. Priti Saraf	-
Mr. Suman Agarwal	-
Ms. Siddhi Khemka^	-

\*ceased w.e.f. August 18, 2022

^appointed w.e.f. February 16, 2023

### MEETINGS OF THE BOARD

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance to assist the Directors in scheduling their program. The schedule of meetings and agenda for the meeting is finalized in consultation with the Directors. The agenda of the meeting is pre-circulated with detailed notes, supporting documents and an executive summary wherever required.

## CORPORATE GOVERNANCE REPORT

As per the provisions of the Companies Act, 2013 read with Regulation 17(2) of the Listing Regulations and Secretarial Standard 1, the Board of Directors must meet at least four times a year, with a maximum time gap of 120 (one hundred and twenty) days between two Board meetings.

The Board met 7 (seven) times during the FY 2023 and the gap between two meetings did not exceed 120 (one hundred and twenty days). The dates on which the Board Meetings were held are as follows:

April 5, 2022, May 23, 2022, August 10, 2022, November 14, 2022, February 8, 2023, February 16, 2023 and March 17, 2023.

**Details of Directors and their attendance in Board Meetings and Annual General Meeting are given in Table 3**

**Table 3: Directors' attendance at Board meetings and AGM held during FY 2022-23**

Name	Meetings held in Director's tenure	Number of Board Meetings Attended	Attendance in last AGM on September 1, 2021
Mr. Rakesh Khemka	7	7	Present
Ms. Siddhi Khemka^	2	2	-
Mr. Manmohan Saraf	7	7	Present
Mr. Vivek Parasramka	7	7	Present
Mrs. Priti Saraf	7	7	-
Mrs. Suman Agarwal	7	7	Present
Mr. Madan Mohan Khemuka*	3	3	-

^appointed w.e.f. February 16, 2023

\*ceased w.e.f. August 18, 2022

The Board and its Committee meetings at UEL's typically comprise one-day session. In the course of these meetings, the business unit heads and key management personnel make presentations to the Board. The Board is updated on the discussions at the Committee meetings and their recommendations through the Chairman of the respective Committees.

### INFORMATION GIVEN TO THE BOARD

The Company provides the following information, inter alia, to the Board and Board-level Committees, either as part of the agenda papers in advance of the meetings or by way of presentations and discussion material during the meetings:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including the appointment or removal of the Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed structures on the conduct of the listed entity or taken adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in the normal course of business.

## CORPORATE GOVERNANCE REPORT

- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

### POST MEETING FOLLOW-UP MECHANISM

The decisions taken at the Board /Board Committees' meetings are communicated to the concerned departments/divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board/Board Committees for information and further recommendation/ action(s) if any.

### MEETINGS OF INDEPENDENT DIRECTORS

During FY2023, the Independent Directors met 1 (one) time on February 8, 2023 in executive sessions without the presence of management. During the meeting, the independent directors reviewed the performance of the company and its senior management, that of the chairman and the board, operational strategy, risks, succession planning for the board and senior management and the information given to the board. In addition to this meeting, the Company is ready to facilitate such sessions as and when required by the Independent Directors. An Independent Director, with or without other Independent Directors, takes the lead to provide structured feedback to the Board about the key elements that emerge out of these executive sessions.

### DIRECTOR'S REMUNERATION

The Company has a policy for the remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees. The remuneration of the Directors is based on the Company's size, presence, financial position, compensation paid by other companies, the qualification of the appointee(s), their experience, past performance and other relevant factors.

The Nomination and Remuneration policy is available on <http://www.umaexports.net/images/pdf/policies/5.pdf>.

The Executive Directors of the Company, Mr. Rakesh Khemka, Managing Director and Mr. Manmohan Saraf, Whole-time Director and CFO, are appointed by shareholders' resolution for a period of five years. No severance fees are payable to the Executive Directors. All components of remuneration to the Executive Directors are fixed and are in line with the Company's policies.

The Non-Executive Directors are not entitled to any remuneration other than a sitting fee for attending meetings of the Board and its Committees as approved by the Board. The sitting fee is payable only for Board meetings and meetings of the Audit Committee and Nomination and Remuneration Committee.

No sitting fee is paid to Executive Directors for attending meetings of the Board and its Committees. The remuneration paid or payable to the Directors for their services rendered during FY2023 is given in Table-4

Table 4: Remuneration paid or payable to the Directors during FY2023				(Rs. In Lakhs)
Name of Directors	Sitting fees	Salaries	Perquisites	Total
Mr. Rakesh Khemka	-	72.00	-	72.00
Ms. Siddhi Khemka <sup>^</sup>	-	-	-	-
Mr. Manmohan Saraf	-	12.00	-	12.00
Mr. Vivek Parasramka	1.20	-	-	1.20
Mrs. Priti Saraf	1.20	-	-	1.20
Mrs. Suman Agarwal	1.20	-	-	1.20
Mr. Madan Mohan Khemuka <sup>*</sup>	0.60	-	-	0.60

<sup>^</sup>appointed w.e.f. February 16, 2023

<sup>\*</sup>ceased w.e.f. August 18, 2022

### THE CRITERIA FOR MAKING PAYMENTS TO THE DIRECTORS ARE:

The Nomination and Remuneration Committee recommends the remuneration for the Managing Director, other Executive Directors, Senior Management and Key Managerial Personnel. The payment of remuneration to the Executive Directors is approved by the Board and Members. There has been no change in the remuneration policy during the financial year. The

## CORPORATE GOVERNANCE REPORT

Directors are also entitled to reimbursement of expenses incurred by them for undertaking their duties as Directors of the Company.

In determining the remuneration of Managing Director, Executive Directors, Senior Management Employees and Key Managerial Personnel, the Nomination and Remuneration Committee and the Board considers the following:

- The balance between fixed salary, perquisites and retirement benefits reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.
- Alignment of remuneration of Directors and Key Managerial Personnel with long-term interests of the Company.
- Company's performance vis-à-vis the individuals' achievement & experience, industry benchmark and current compensation trends in the market.

The Non-Executive Directors are not entitled to any remuneration

### FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR

To familiarize a new Independent Director with the Company, its policies and procedures, a familiarize kit containing informative documents about the Company like past five years Annual Reports, CSR Report, Memorandum and Articles of Association, Company's Code of Conduct, presentation on financial and operational highlights etc. are provided to him/her. The new Independent Director meets individually with each Board member, KMPs and senior management personnel. Visits to plant location(s) are also organized for the new Director to understand the Company's product and operations.

Periodic presentations are made by senior management on business and performance updates of the Company, business risk and its mitigation strategy. The Company has uploaded its Familiarization Programme for Independent Directors on the website of the Company at <http://www.umaexports.net/images/pdf/policies/6.pdf>

### RISK MANAGEMENT

The Company has enterprise-wide risk management (ERM) system in place. An independent Risk Management Committee comprises of Senior Management Personals including Management Director and CFO of the Company. The Committee oversees and reviews the risk management framework, assessment of risks, and management and minimization procedures. The Committee reports its findings and observations to the Board. Risk management practices of the Company are covered in the chapter on Management Discussion and Analysis in this annual report.

### COMPLIANCE REVIEWS

UEL's has a dedicated team under an identified Compliance Officer for overseeing compliance activities, including monitoring, and a defined framework to review the compliances with all laws applicable to the Company. The compliance status is periodically updated to the senior management team including the Managing Director and the CFO through review meetings. Presentations are made in the quarterly Audit Committee meetings regarding the status on compliance and the reports are also shared with Board members. The CFO and the Company Secretary of Company furnishes a certificate at each Board meeting, held for approval of financial results, confirming the overall compliance by the Company with applicable statutes including financial and commercial laws.

### CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

As per the SEBI Listing Regulations and the Companies Act, 2013, the Company has adopted a 'The Code of Conduct for Board Members and Senior Management' which applies to all its directors and employees, and affiliates. It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards.

The Board and the Senior Management affirm compliance with the Code of Business Conduct and Ethics annually. A certificate of the Managing Director of the Company to this effect is enclosed as Annexure - B.

### RELATED PARTY TRANSACTIONS

There are no material related party transactions during the year under review. Further, none of the related party transaction



## CORPORATE GOVERNANCE REPORT

involves conflict with the interest of the Company. Transactions entered into with related parties during FY2023 were in the ordinary course of business and at arms' length basis and were approved by the members of Audit Committee in the presence of Independent Directors.

The Board's approved policy for related party transactions is uploaded on the website of the Company.

The details of Related Party Transactions are discussed in detail in Note No. 36 of Notes to the Financial Statements.

### SUBSIDIARY COMPANIES

The Company has two overseas wholly owned subsidiaries namely M/s. UEL international FZE (Dubai) and Graincomm Australia Pty Ltd. Further none of the Companies was ceased to a subsidiary of the Company during the year. Further, the Company has two Associates Companies as on 31st March 2023, namely M/s.Uma Agro Exports Private Limited and M/s. Agrocomm Trading Company Private Limited.

It may also be noted that Qute Cottons Private Limited was approved by the Board for incorporation as a JV Subsidiary however, due to non-availability of name from MCA, the same was not proceeded with.

### DISCLOSURE ON ACCOUNTING TREATMENT

In the preparation of financial statements for FY2023, there is no treatment of any transaction different from that prescribed in the Accounting Standards notified by the Government of India under the Companies Act, 2013.

### COMMITTEES OF THE BOARD












The Board Committees focus on specific areas and make informed decisions within the authority delegated. Each such Committee is guided by its Charter, which defines the composition, scope and powers in line with the statutory requirements. The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information, consideration, approval or action, as the case may be.

**The Company has five Board-level Committees, namely:**

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- IPO Committee (IPO Committee got dissolved on May 23, 2022)

**Composition of the Board Committees as on March 31, 2023, is disclosed in Table 5.**

**Table 5 : Composition of the Board Committees**

Name of the Director	Audit Committee	Nomination & Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders Relationship Committee
Mr. Rakesh Khemka	-	-		
Ms. Siddhi^ Khemka	-	-	-	-
Mr. Manmohan Saraf		-		-
Mr. Vivek Parasramka			-	
Mrs. Priti Saraf		-		
Mrs. Suman Agarwal	-		-	-

^appointed w.e.f February 16, 2023

 Signifies Chairman of the Committee

## CORPORATE GOVERNANCE REPORT



Signifies Member of the Committee

The date of the meetings of the Board Committees and attendance of the members thereat are disclosed in Table 6.

**Table 6 : Composition of the Board Committees**

	<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>Corporate Social Responsibility Committee</b>	<b>IPO Committee*</b> (IPO Committee got dissolved on May 23, 2022)	<b>Stakeholders Relationship Committee*</b>
Date of meetings	23/05/2022 10/08/2022 14/11/2022 08/02/2023	23/05/2022 10/08/2022 14/11/2022 08/02/2023	23/05/2022 08/02/2023	05/04/2022	05/04/2022 23/05/2022 10/08/2022 14/11/2022 08/02/2023
No. of meetings held	1	2	2	3	-

### No. of meetings attended

Name of the Director					
Mr. Rakhesh Khemka	-	-	2	1	5
Mr. Madan Mohan Khemuka*		2	-	-	-
Mr. Manmohan Saraf	4	-	2	1	-
Mr. Vivek Parasramka	4	4	-	-	5
Mrs. Priti Saraf	4	2	2	1	5
Mrs. Suman Agarwal	-	4	-	-	-

\*ceased w.e.f August 18, 2022

### Audit Committee

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits.

The Board of Directors has entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

#### A. The role of the audit committee shall include the following:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's 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;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;

## CORPORATE GOVERNANCE REPORT

- e. compliance with listing and other legal requirements relating to financial statements;
- f. disclosure of any related party transactions;
- g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of the 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;
14. discussion with internal auditors of any significant findings and follow up thereon;
15. 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 material nature and reporting the matter to the board;
16. 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;
17. 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;
18. to review the functioning of the whistle blower mechanism;
19. approval of the appointment of a chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as in mentioned in the terms of reference of the audit committee.

### **B. The audit committee shall mandatorily review the following information:**

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters/letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee.
6. **statement of deviations:**
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## CORPORATE GOVERNANCE REPORT

All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, economics, strategy and management.

The Audit Committee meets the key members of the finance team and internal audit team along with the Managing Director and the CFO to discuss matters relating to audit, compliance and accounting. During the year, the Committee also meets Statutory Auditors without the presence of the management on more than one occasion.

The Managing Director and the Internal Auditor are permanent invitees to all Audit Committee meetings. The Statutory Auditors of the Company were present in all the Audit Committee meetings held during the year. The Company Secretary officiates as the secretary of the Committee.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee is entirely comprised of Non- Executive Director. The primary functions of the Committee are to:

- Examine the structure, composition and functioning of the Board, and recommend changes, as necessary, to improve the Board's effectiveness.
- 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;
- 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 for their appointment and removal.
- 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.
- Regularly examine ways to strengthen the Company's organizational health, by improving the hiring, retention, motivation, development, deployment and behaviour of management and other employees.

In this context, the Committee also reviews the framework and processes for motivating and rewarding performance at all levels of the organization reviews the resulting compensation awards, and makes appropriate proposals for Board approval. In particular, it recommends all forms of compensation to be granted to Directors, executive officers and senior management employees of the Company.

The Managing Director and the CFO are special invitees to the Nomination and Remuneration Committee meetings. The Company Secretary officiates as the secretary of the Committee.

### Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is empowered to perform the functions of the Board relating to the handling of shareholders' queries and grievances. It primarily focuses on:

- Review the process and mechanism of Redressal of investor grievances and suggest measures for improving the system of redressal of investor grievances.
- Review and resolve the pending investor's complaints, if any, relating to the transfer of shares, non-receipt of share certificate(s), non-receipt of dividend warrants, non-receipt of the annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolve them.
- Review of corporate actions related to security holders.

The Chairman of the Committee is an Independent Director. The Company Secretary officiates as the secretary of the Committee. The Company has received and resolved all complaints within the stipulated time as received from the shareholders during FY 2023, and no complaints were pending at the end of FY 2023.

## CORPORATE GOVERNANCE REPORT

### Corporate Social Responsibility Committee

The CSR Committee is empowered to perform the functions of the Board relating to handling the social initiatives. Its primary functions are to:

- Formulate, review and recommend to the Board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the initiatives as per the CSR policy.
- Provide guidance on various CSR initiatives undertaken by the Company and monitoring their progress.
- Monitor implementation and adherence to the CSR Policy of the Company from time to time.

The CSR Committee reviewed and recommended the CSR policy to the Board, during the year. The Chairman of the Committee is an Executive Director. The Company Secretary officiates as the secretary of the Committee.

### IPO Committee

The IPO Committee of the Board assigned with the responsibility to oversee and implement the maiden IPO of the Company. The Committee was comprised of Mr. Rakhesh Khemka as Chairman and Mr. Manmohan Saraf and Mrs Priti Saraf as its members.

The Chairman of the Committee is an Executive Director. The Company Secretary officiates as the secretary of the Committee. The Company has allotted Equity shares to all the successful applicants on April 5, 2022. The Board at its meeting held on May 23, 2022, has dissolved the IPO Committee as the IPO was successfully completed.

### MANAGEMENT

The management of the Company develops and implements policies, procedures and practices that attempt to translate the Company's core purpose and mission into reality. The management also identifies, measures, monitors and minimizes risk factors in the business and ensures safe, sound and efficient operation. These are internally supervised and monitored through the Managing Director and the CFO.

**Listed below are some of the key issues that were considered by the management during the year under review:**

- Company's long-term strategy, growth initiatives and priorities.
- Overall Company performance, including those of various business units.
- Expansion plan
- Company's Maiden IPO
- Discussion and sign-off on annual plans, budgets, investments and other major initiatives.
- Discussion on business alliances proposals.

### MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on the 'Management Discussion and Analysis' is included in this annual report, constitutes a part of this report.

### MANAGEMENT DISCLOSURES

Senior Management of the Company (Senior Manager level and above, as well as certain identified key employees) make annual disclosures to the Board relating to all material financial and commercial transactions in which they may have a personal interest if any, and which may have a potential conflict with the interest of the Company. Transactions with key managerial personnel are listed in the financial section which forms part of this annual report under Related Party Transactions.

### PROHIBITION OF INSIDER TRADING

The Company has a policy prohibiting Insider Trading in conformity with applicable SEBI regulations. Necessary procedures have been laid down for Directors, officers and designated employees for trading in the securities of the Company. The policy and procedures are periodically communicated to the employees who are considered as insiders of the Company. Trading window closure periods, when the Directors and employees are not permitted to trade in the securities of the Company, are intimated to all Directors and employees, in advance, whenever required.

## CORPORATE GOVERNANCE REPORT

### INTERNAL CONTROL SYSTEMS

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions whenever necessary.

### INTERNAL CONTROLS

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

The integrity and reliability of the internal control systems are achieved through clear policies and procedures, process automation, careful selection, training and development of employees and an organizational structure that segregates responsibilities. Internal Audit at UEL is an independent and objective assurance function, responsible for evaluating and improving the effectiveness of risk management, control and governance processes.

The Audit Committee of the Board monitors the performance of internal audit department in a periodic basis through review of audit plans, audit findings and speed of issue resolution through follow-ups. Each year, there are at least four meetings held, where the Audit Committee reviews internal audit findings, in addition to special meetings and discussions.

### CEO AND CFO CERTIFICATION

There is no CEO in the Company; hence, the said certificate is given by the Managing Director and CFO of the Company. The Managing Director is performing similar roles as generally performed by a CEO.

A certificate of the Managing Director and the Chief Financial Officer of the Company on financial statements and applicable internal controls as stipulated under Regulation 17(8) of the Listing Regulations is enclosed below as Annexure - B.

### STATUTORY AND INDEPENDENT AUDITORS

For FY2023 M/s. Mamta Jain & Associates, Chartered Accountants, the statutory auditors, audited the financial statements prepared in accordance with the Ind AS.

The statutory and independent auditors render an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are conducted in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

The statutory and independent auditors provide a confirmation of their independence every financial year. They confirm that the engagement team, involved in the audit of the Company and its group have complied with relevant ethical requirements regarding independence.

### AUDITORS' FEES

During FY 2023, the Company paid Rs. 2.50 Lacs to M/s. Mamta Jain & Associates, the Statutory Auditors as fees for audit of financial statements.

### MEANS OF COMMUNICATION

1. Quarterly and Annual results: Quarterly and annual results of the Company are published in widely circulated national newspapers and the local vernacular daily. These are also made available on corporate website: <http://www.umaexports.net/quarterly-results.html>.
2. Website: The primary source of information regarding the operations of the Company is the corporate website: <http://www.umaexports.net/index.html>. All official news releases are posted on this website. It contains a separate dedicated section called 'Investors', where the relevant information for shareholders is available.
3. Annual Report: The Company's annual report containing, inter alia, the Directors' Report, Corporate Governance Report, Management's Discussion and Analysis (MD&A) Report, Audited Annual Accounts, Auditors' Report and other important



## CORPORATE GOVERNANCE REPORT

information is circulated to members and others so entitled. The annual report is also available on the website in a user-friendly and downloadable form.

4. Register to receive Electronic Communications: The Company has provided an option to the shareholders to register their email id either by writing to the Company or to the Registrar and Share Transfer Agent to receive electronic communications.
5. Chairman's speech: The speech given at the AGM is made available on the Company's website: [www.umaexports.net](http://www.umaexports.net).
6. Compliances with Stock Exchanges: National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) maintain separate online portals for electronic submission of information by listed companies. All reporting and filing under the Rules and Regulations framed by the SEBI such as notices, quarterly, half-yearly and annual results, compliances and disclosures are filed electronically on these portals.
7. Designated e-mail id: We have designated an e-mail id exclusively for investor services- [cs@umaexports.net](mailto:cs@umaexports.net);

### AGREEMENTS WITH MEDIA

The Company has not entered into any agreement with any media Company and/or its associates.

### COMPLIANCE REPORT ON DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF THE LISTING REGULATIONS

1. The Board: The Board does not have an appointed Chairman, and that at each of the Board meeting, Chairman is appointed by the Board members present amongst themselves.
2. Shareholders' rights: We did not send half-yearly results to the household of each shareholder(s) in FY2023. However, the quarterly and half-yearly results are displayed on our website, [www.umaexports.net](http://www.umaexports.net) and published in widely circulated newspapers.
3. Modified opinion(s) in audit report: The auditors have not given modified opinion on the financial statements of the Company.
4. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Mr. Rakesh Khemka is the Managing Director of the Company and there is no appointed chairman on the Board of the Company.
5. Reporting of internal audit: The Internal Auditor directly updates the Audit Committee on internal audit findings at the Committee's meetings and periodical review.

For and on behalf of the Board of Directors of  
**Uma Exports Limited**

**Rakesh Khemka**  
Managing Director  
DIN: 00335016

Place: Kolkata  
Date: May 23, 2023

## Annexure - A

**MD'S DECLARATION ON COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS**

Uma Exports Limited has adopted a The Code of Conduct for Board Members and Senior Management ('the code') which applies to all employees and Directors of the Company, its subsidiaries and affiliates. Under the code, it is the responsibility of all employees and Directors to familiarize themselves with the code and comply with its standards.

I hereby certify that the Board members and senior management personnel of Uma Exports Limited have affirmed compliance with the Code of the Company for the financial year 2022-23

Place: Kolkata  
Date: May 23, 2023

**Rakesh Khemka**  
Managing Director  
DIN : 00335016

## Annexure - B

**CEO AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS**

Pursuant to the Regulation 17(8) read with Part B of the Schedule II of the Listing Regulations, We, Rakesh Khemka, Managing Director and Manmohan Saraf, Chief Financial Officer, of Uma Exports Limited to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements (standalone and consolidated) including the cash flow statement for the financial year ended March 31, 2023 and that these statements:
  - (1) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - (2) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, wherever applicable, to the auditors and the Audit committee:
  - i. That there were no deficiencies in the design or operations of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data including any corrective actions;
  - ii. That there are no material weaknesses in the internal controls over financial reporting;
  - iii. That there are no significant changes in internal control over financial reporting during the year;
  - iv. All significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - v. That there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting

Place: Kolkata  
Date: May 23, 2023

**Rakesh Khemka**  
Managing Director  
DIN: 00335016

**Manmohan Saraf**  
Chief Financial Officer

**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  
**UMA EXPORTS LTD**  
CIN: U14109WB1988PLC043934  
Ganga Jamuna Appartment  
28/1, Shakespeare Sarani, 1st Floor  
Kolkata 700017

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of UMA EXPORTS LTD, having CIN L14109WB1988PLC043934, and registered office at Ganga Jamuna Appartment, 28/1, Shakespeare Sarani, 1st Floor, Kolkata 700017 (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 & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, 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. Rakesh Khemka	00335016	01/08/1994
2.	Mr. Manmohan Saraf	07246524	18/08/2021
3.	Mrs. Priti Saraf	09227422	07/07/2021
4.	Mr. Vivek Parasramka	09228514	07/07/2021
5.	Mrs. Suman Agarwal	09228585	07/07/2021
6.	Ms. Siddhi Khemka	10047954	16/02/2023

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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.

**M Shahnawaz & Associates**  
Practicing Company Secretaries  
Firm Regn. No.: S2015WB331500

**CS Md. Shahnawaz**  
Proprietor

Membership No.: 21427  
CP No.: 15076

UDIN: A021427E000355156

Kolkata, May 23, 2023

### Certificate on Corporate Governance

To

The Members of **Uma Exports Limited**

We have examined the relevant records of Uma Exports Limited ("the Company") for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 7, 2022 (being the date of listing) to March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, during the year ended March 31, 2023.

We further state that such compliance 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.

**M Shahnawaz & Associates**

*Practicing Company Secretaries*  
Firm Regn. No.: S2015WB331500

**CS Md. Shahnawaz**

*Proprietor*  
Membership No.: 21427  
CP No.: 15076  
UDIN: A021427E000355167

Kolkata, May 23 2023

## MANAGEMENT DISCUSSION & ANALYSIS

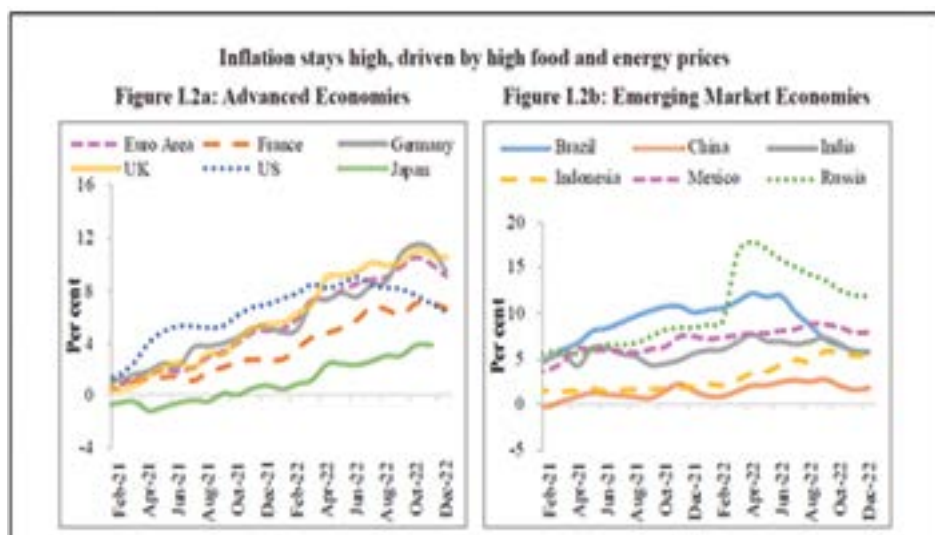
FY2023 represents the fiscal year 2022-23, from 1 April 2022 to 31 March 2023, and analogously for FY2022 and previously such labelled years.

### GLOBAL ECONOMY

The Economic Survey 2022-23 comes when global uncertainties are rife. Barely had the pandemic receded, and the war in Ukraine broke out in February 2022. Prices of food, fuel and fertiliser rose sharply. As inflation rates accelerated, central banks of advanced countries scrambled to respond with monetary policy tightening. Many developing countries, particularly in the South Asian region, faced severe economic stress as the combination of weaker currencies, higher import prices, the rising cost of living and a stronger dollar, making debt servicing more expensive, proved too much to handle.

In the second half of 2022, there was a respite for governments and households. Commodity prices peaked and then declined. In the near term, the acute pressure was relieved, although prices of some commodities (e.g., crude oil) remain well above their pre-pandemic levels. For countries dependent on imports, priced and payable in dollars, a global slowdown led by the United States (US) offers a triple relief. Commodity prices decline, and US interest rates peak, as does the US dollar. Capital and current account imbalances abate.

Global economic recovery was well on track until the Russia-Ukraine conflict broke out in February 2022. The conflict has now continued for almost a year, disrupting the restoration of the supply chains disrupted earlier by lockdowns and limited trade traffic. In the last eleven months, the world economy has faced almost as many disruptions as caused by the pandemic in two years. The conflict caused the prices of critical commodities such as crude oil, natural gas, fertilisers, and wheat to soar. This strengthened the inflationary pressures that the global economic recovery had triggered, backed by massive fiscal stimuli and ultra-accommodative monetary policies undertaken to limit the output contraction in 2020. Inflation in Advanced Economies (AEs), which accounted for most of the global fiscal expansion and monetary easing, breached historical highs. Rising commodity prices also led to higher inflation in the Emerging Market Economies (EMEs), which otherwise were in the lower inflation zone by virtue of their governments undertaking a calibrated fiscal stimulus to address output contraction in 2020



## MANAGEMENT DISCUSSION & ANALYSIS

Rising inflation and monetary tightening led to a slowdown in global output beginning in the second half of 2022. The global PMI composite index has been in the contractionary zone since August 2022, while the yearly growth rates of global trade, retail sales, and industrial production have significantly declined in the second half of 2022. The consequent dampening of the global economic outlook, also compounded by expectations of a further increase in borrowing costs, was reflected in the lowering of growth forecasts by the IMF in its October 2022 update of the World Economic Outlook (WEO).

**Table 1.1 : Global economic challenges led to a downward revision in growth forecast across countries**

	Growth Projections (%)		Change from WEO Update (July 2022) (%)	
	2022	2023	2022	2023
World	3.2	2.7	0	-0.2
Advanced Economics	2.4	1.1	-0.1	-0.3
United States	1.6	1	-0.7	0
Euro Area	3.1	0.5	0.5	-0.7
UK	3.6	0.3	0.4	-0.2
Japan	1.7	1.6	0	-0.1
Emerging Market Economics	3.7	3.7	0.1	-0.2
China	3.2	4.4	-0.1	-0.2
India*	6.8	6.1	-0.6	-

**Note :** \*Projection for India is for its fiscal year (Apr-Mar) while for the other economies it is from Jan - Dec.

### INDIAN ECONOMY

The Indian economy appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns. The Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) has been directly providing jobs in rural areas and indirectly creating opportunities for rural households to diversify their sources of income generation. Schemes like PM-Kisan and PM Garib Kalyan Yojana have helped in ensuring food security in the country, and their impact was also endorsed by the United Nations Development Programme (UNDP). The results of the National Family Health Survey (NFHS) also show improvement in rural welfare indicators from FY16 to FY20, covering aspects like gender, fertility rate, household amenities, and women empowerment.

## MANAGEMENT DISCUSSION & ANALYSIS



### RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. According to World Bank, India must continue to prioritise lowering inequality while also launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- India's agricultural and processed food products exports up by 13% to USD 19.69 billion in nine months of current fiscal (2022-23) compared to the same period last year. Export of processed fruits & vegetables up by 30.36 % to USD 1472 million in nine months of current fiscal.
- Continuing the trend from the previous year, the exports of agricultural and processed food products rose by 13.00% in the nine months of the current Financial Year 2022-23 (April-December) in comparison with the corresponding period of FY 2021-22, according to the provisional data released by the Directorate General of Commercial Intelligence and Statistics (DGCI&S). The overall export of APEDA products increased to USD 19.7 billion in April-December 2022 from USD 17.5 billion over the same period of the last fiscal.
- The initiatives taken by the Agricultural and Processed Food Products Export Development Authority (APEDA) that works under the Ministry of Commerce and Industry, Government of India has helped the country in achieving 84.00% of its total export target for the year 2022-23 in nine months of the current fiscal.
- As per the DGCI&S provisional data, processed fruits and vegetables recorded a growth of 30.36% (April-December 2022), while fresh fruits and vegetables registered 4.00% growth in compare to corresponding months of the previous year.
- In April-December, 2021, fresh fruits were exported to the tune of USD 1078 million that increased to USD 1121 million in the corresponding months of the current fiscal. Exports of processed F&V jumped to USD 1472 million in nine months of the current fiscal from USD 1129 million in the corresponding months of the previous year.
- The export of pulses has witnessed an increase of 80.38% in nine months of the current fiscal in compare to the same months of the last fiscal as the export of lentils increased from USD 242 million (April-December 2021-22) to USD 436 million (April-December 2022-23).
- Basmati Rice exports witnessed a growth of 40.26% in nine months of FY 2022-23 as its export increased from USD 2379 million (April-December 2021) to USD 3337 million (April-December 2022), while the export of non-Basmati rice registered a growth of 4.00% in nine months of current fiscal. Non-basmati rice export increased to USD 4663 million in nine months of the current fiscal from USD 4512 million in the corresponding months of the previous year.
- As per the DGCI&S data, the country's agricultural products exports had grown by 19.92% during 2021-22 to touch USD 50 billion. The growth rate is significant as it is over and above the growth of 17.66 per cent at USD 41.87 billion achieved in 2020-21 and has been achieved in spite of unprecedented logistical challenges in the form of high freight rates and container shortages, etc.
- India is the largest exporter of spice and spice items. During 2022-23, the export of spices/spice products from the country has been 14,04,357 tons valued Rs.31761 crore (3952.60 million US\$).



## MANAGEMENT DISCUSSION & ANALYSIS

- In September 2022, the exports of spices from India increased by 6.62% to US\$ 330.46 million. In 2021-22, India exported 1.53 million tonnes of spices. From 2017-18 to 2021-22, the total exported quantity from India grew at a CAGR of 10.47%.
- For FY22, total volumes of chilli, cumin, turmeric and ginger exports were 0.55, 0.21, 0.15 and 0.14 million tonnes.

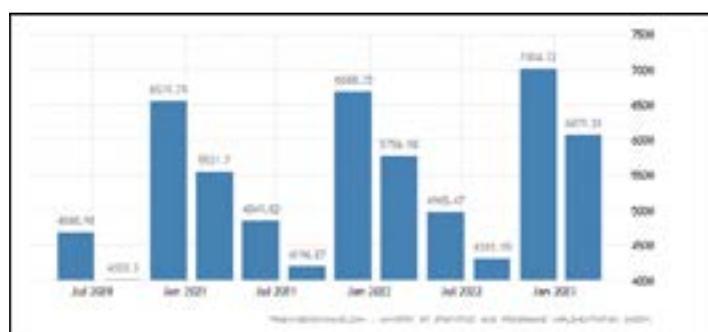


### INDIAN AGRICULTURAL INDUSTRY

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for ~55% of India's population. India has the world's largest cattle herd (buffaloes), largest area planted to wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with means of sustenance.

The Indian agricultural sector is predicted to increase to US\$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per First Advance Estimates for FY23 (Kharif only), total food grain production in the country is estimated at 149.92 million tonnes. Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including block chain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

With the use of conventional farming methods, there's comparatively less improvement in efficiency and agricultural yields which resulted in lower productivity. Due to this concern, the government initiated the fourth wave of revolution in the agricultural sector to introduce technological advancement in these activities to improve yields and promote the involvement of the population in this sector.



India GDP from Agriculture

### OPERATIONS

Our Company is engaged into trading and marketing of agricultural produce and commodities such as sugar, spices like dry red chillies, turmeric, coriander, cumin seeds, food grains like rice, wheat, corn, sorghum and tea, pulses and agricultural feed like soyabean meal and rice bran de-oiled cake. We import lentils, faba beans, black urad dal and tur dal in India in bulk quantities. Our major imports are from Canada, Australia and Burma. We are B2B traders, highly specialized in sugar and Lentils. We maintain stocks and distribute them to different institutional parties like manufacturers, exporters, etc. We provide them in bulk quantities.

## MANAGEMENT DISCUSSION & ANALYSIS

Our Company has developed business strategy to switch over exports/imports from one commodity to another with change in demand or inconsistency in pricing for any commodity during any season. This policy adopted by the management ensures that the Company does not pass through a lean period during the year.

### COUNTRY WISE PRODUCT WISE EXPORT 2022-23

(Rs. in lakhs)

Products	Country									Product %
	Bangladesh	UAE	Sri Lanka	Singapore	Australia	Hong Kong	Benin	Rest of World	Total	
Black Matpe	-	230.12	-	-	-	-	-	-	230.12	0.28%
Chick Peas	2,541.02	-	-	-	-	-	-	-	2,541.02	3.14%
Green Peas	-	18.44	-	-	-	-	-	-	18.44	0.02%
Lentils	372.88	-	-	-	-	-	-	-	372.88	0.46%
Maize	22,313.12	-	-	-	1,252.05	-	-	-	23,565.17	29.09%
Onion	-	10.48	-	-	-	-	-	-	10.48	0.01%
Rapseed DOC	283.55	-	-	-	-	-	-	-	283.55	0.35%
Rice	501.39	5,484.64	203.42	283.96	-	1,346.17	1,027.80	1,871.26	10,718.64	13.23%
Soya	1,277.78	2,863.14	-	-	951.64	-	-	1,182.02	6,274.58	7.74%
Sugar	-	13,156.05	14,298.40	5,716.87	-	519.77	72.84	1,795.14	35,559.07	43.89%
Wheat	1,184.26	-	-	-	-	-	-	-	1,184.26	1.46%
Wheat Flour	-	50.70	108.62	-	-	-	-	-	159.32	0.20%
Yellow Peas	-	100.14	-	-	-	-	-	-	100.14	0.12%
Total	28,474.00	21,913.71	14,610.44	6,000.83	2,203.69	1,865.94	1,100.64	4,848.42	81,017.67	-
Country %	35.15%	27.05%	18.03%	7.41%	2.72%	2.30%	1.36%	5.98%	100.00%	-

### COUNTRY WISE PRODUCT WISE IMPORT 2022-23

(Rs. in lakhs)

Products	Country							Grand Total
	Australia	Canada	Netherland	Singapore	South Africa	Tanzania	UAE	
Black Matpe	-	-	-	492.36	-	-	-	492.36
Kidney Beans	-	-	-	-	151.19	-	202.31	353.51
Lentils	3,962.05	2,789.14	10,740.68	4,378.05	-	-	72.28	21,942.19
Paper	-	-	34.98	-	-	-	-	34.98
Toor	-	-	-	327.82	-	334.59	2,317.63	2,980.04
<b>Total</b>	<b>3,962.05</b>	<b>2,789.14</b>	<b>10,775.65</b>	<b>5,198.23</b>	<b>151.19</b>	<b>334.59</b>	<b>2,592.23</b>	<b>25,803.07</b>

The details of revenue from Export and other than export for March 31, 2023 and previous four years on Standalone basis are as under:

(₹ in Lakhs)

Category	2023		2022		2021		2020		2019	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Export	81,017.67	56.35%	38,356.64	30.30%	7,168.21	10.08%	4,226.85	6.49%	12367.77	44.75%
Domestic	62,142.50	43.22%	87,663.83	69.24%	63097.31	88.74%	6,06,74.91	93.14%	15081.23	54.57%
Other Income	609.67	0.43%	587.93	0.46%	834.25	1.17%	245.09	0.38%	185.41	0.67%

The highlights of the financial results for the year ended March 31, 2023 and the corresponding figure for the previous year are as under:

(Rs. in lakhs)

PARTICULARS	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	14,31,460.17	1,26,020.48	1,48,552.42	1,27,699.07
Other Income	609.67	587.93	765.45	1,022.24
Total Income	1,43,769.84	1,26,608.41	1,49,317.87	1,28,721.31
Total Expenditure	1,40,186.21	1,23,361.73	1,45,602.47	1,25,466.47
Profit before tax	3,583.63	3,246.67	3,715.40	3,254.82

## MANAGEMENT DISCUSSION & ANALYSIS

PARTICULARS	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Current Tax	906.46	822.57	906.46	822.57
Income tax Adjustment	8.08	22.59	8.08	22.59
Deferred Tax Adjustment	-1.35	(6.33)	-1.35	(6.33)
Profit after Tax	2670.44	2,407.84	2,802.21	2,415.99
Basic Earnings per share	7.90	9.64	8.29	9.67

### Quality Assurance

Our Company strives to maintain quality of the products it provides to the end consumer. Our Company engages quality control agencies like SGS India, Geo Chem & Intertek India Private Limited to monitor the quantum and quality of the products procured through vessel or container. These agencies conduct detailed survey and analyse the quality of the agricultural produce or commodities on several parameters. Thereafter, a report is issued by them based on which our Company decides to accept the agricultural produce or commodities procured through the vessel or container.

### Marketing Approach

The overall marketing of our products is supervised by our Managing Director. The efficiency of the marketing network is critical for success of our Company. Our success lies in the strength of our relationship with the customers who have been associated with our Company. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. Our relationship with the clients is strong and established. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by expanding to other geographies.

### Warehousing Facility

Our Company imports and exports the procured agricultural produce and commodities both directly and through other merchants and brokers. The logistics set up and the nature of commodities being dealt by the Company does not necessitate a need of permanent warehousing facilities. The Company presently exports its consignments from a number of Indian ports like Mundra, Jawaharlal Nehru Port Trust, Kandla, Chennai, Kakinaka and Visakhapatnam.

### Opportunities:

- Growing and untapped market
- Growing spending by the government in agriculture sector
- Largely unorganized market of agriculture
- Growing requirement of food with regional imbalance distribution of crops
- Shortage of food grain post Russia-Ukraine war
- Increase in crop prices

### Threats:

- Growing competition due no entry barrier in informal sector
- Changes in Government Policy
- Lesser rainfall effecting crop
- Rapidly changing climate
- More than 5 billion tonnes of soil are washed every year taking with it 6 million tonnes of nutrients.
- 41% of farmers want to leave agriculture if any other option was available (A survey by National Sample Survey Organization (2005))

### Future Outlook

- Increasing demand for food grain
- Increase investment by government in agriculture sector

## MANAGEMENT DISCUSSION & ANALYSIS

- Market expansion of UMA by entering new geography and adding new products in portfolio
- Increasing demand for Indian food grain across the world particularly in other Asian countries

### RISKS AND CONCERN

**Risk and its Management:** Risk accompanies prospects. As a responsible corporate, it is the endeavor of the management to minimize the risks inherent in the business with the view to maximize returns from business situations.

**The architecture:** At the heart of the Company's risk mitigation strategy is a comprehensive and integrated risk management framework that comprises prudential norms, structured reporting and control. This approach ensures that the risk management discipline is centrally initiated by the senior management but prudently decentralized across the organization, percolating to managers at various organizational levels helping them mitigate risks at the transactional level.

**The discipline:** The Company has clearly identified and segregated its risks into separate components, namely operational, financial, strategic and growth execution. All the identified risks are inter-linked with the Annual Business Plans of the Company, so as to facilitate Company-wide reviews.

**The review:** A Risk Management Committee of the Board of Directors, comprising Board Members, has been constituted to review periodically updates on identified risks, implementation of mitigation plans and adequacy thereof, identification of new risk areas etc.

The Board of Directors also reviews the Risk identification process and mitigation plans regularly. A senior executive has been entrusted at all the levels of business operation in the Company whose role is not only to identify the Risk but also to educate about the identified risk and to develop Risk Management culture within the business.

**Key counter measures:** The Company has institutionalized certain risk mitigation procedures outline as under:

- Roles and responsibilities of the various entities in relation to risk management have been clearly laid down. A range of responsibilities, from the strategic to the operational, is specified therein. These role definitions, inter alia, are aimed at ensuring formulation of appropriate risk management policies and procedures, their effective implementation, independent monitoring and reporting by internal audit.
- Appropriate structures are in place to proactively monitor and manage the inherent risks in businesses with proper risk profiling.
- Wherever possible and necessary, appropriate insurance cover is taken for financial risk mitigation. Confirmation of compliance with applicable statutory requirements are obtained from the respective unit/divisions and subjected to an elaborate verification process.
- Quarterly reports on statutory compliances, duly certified, are submitted to the Audit Committee as well as the Board of Directors for review.
- Status of Demand/Notices on the Company, under various Acts and Rules, as well as status of litigations are reported to the Board of Directors every quarter.

### INTERNAL CONTROL SYSTEMS

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions whenever necessary.

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

## MANAGEMENT DISCUSSION & ANALYSIS

### CORPORATE SOCIAL RESPONSIBILITY

Your Company is conscious of its Social Responsibility and the environment in which it operates. Over the years, the Company aimed towards improving the lives of the people.

The Company's CSR policy covers activities in the field of eradication of extreme hunger and poverty, promotion of education, promotion of gender equality, empowerment of women, improvement of mental health, slum area development and rural development projects, employment enhancing vocational skills, ensuring environmental sustainability, animal welfare, sanitation including contribution to fund set up by the Central Government, contribution to the Prime Ministers National Relief Fund or any other project set up by the Central Government.

During FY2022-23, as per Section 135 of the Act, an amount of Rs 39.72 Lakhs was required to be spent by the Company on CSR activities. The Company has spent Rs. 2.50 lakhs during FY2023, towards education of under privileged children, and it was decided to spend the balance by way of contribution to the a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year, as permitted under proviso to section 135(5) of the Companies Act, 2013. Accordingly, Rs. 37.22 Lakhs was paid to the Prime Minister's National Relief Fund.

### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Our employees are our core resource and the Company has continuously evolved policies to strengthen its employee value proposition. Your Company was able to attract and retain best talent in the market and the same can be felt in the past growth of the Company. The Company is constantly working on providing the best working environment to its Human Resources with a view to inculcate leadership, autonomy and towards this objective; your company spends large efforts on training. Your Company shall always place all necessary emphasis on continuous development of its Human Resources. The belief "great people create great organization" has been at the core of the Company's approach to its people.

### KEY RATIOS

Particulars*	FY 2023	FY 2022
Revenue (Rs. in Lacs)	1,43,160.17	1,26,020.48
Net Profit After Tax (Rs. in Lacs)	2,670.44	2,407.84
Earnings per share (in Rs.)	7.90	9.64
Operating Profit Margin (%)	2.87	3.51
Net Profit Margin (%)	1.87	1.91
Return on Net worth	21.02	40.80
Current Ratio (times)	1.88	1.40
Debtors Turnover(times)	17.11	32.39
Debt-equity (times)	0.65	0.39
Interest Coverage Ratio(times)	8.13	3.75

### CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis report detailing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, raw material prices, finished goods prices, cyclical demand and pricing in the Company's products and their principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries with which the Company conducts business and other factors such as litigation and / or labor negotiations.

## Additional Shareholders' Information

FY2023 represents fiscal year 2022-23, from 1 April 2022 to 31 March 2023, and analogously for FY2022 and previously such labelled years.

### 1. General Body Meetings

Below table gives the details of date, time, location and business transacted through special resolution at last three Annual General Meetings:

Financial Year	Date & Time	Location	Special Resolution(s) Passed
2021-22	September 23, 2022 at 11.00 A.M	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	<ol style="list-style-type: none"> <li>1. Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings up to the revised limit of Rs 300 crores</li> <li>2. Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 300 crores</li> <li>3. Fee for service of documents</li> </ol>
2020-21	September 1, 2021 at 4.00 P.M	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	<ol style="list-style-type: none"> <li>1. Regularisation of Additional Director, Mr. Madam Mohan Khemuka (Din: 00335177) by appointing him as director of the company</li> <li>2. Re-designation of Mr. Manmohan Saraf (Din: 07246524) as Executive Director of the company</li> <li>3. Change in object clause of Memorandum of Association of the company</li> <li>4. Payment of remuneration to MD exceeding the limits set out in SEC 197,198 of Companies Act, 2013</li> </ol>
2019-20	December 31, 2020 at 10.00 a.m.	AGM Conducted Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None

### Resolution(s) passed through Postal Ballot

During the year, the Company has passed 1 (one) Ordinary resolution through postal ballot as per the below details.

Description of Resolution and Type of resolution	No of Shares	No of votes polled	Votes Cast in favour		Votes cast against		Date of passing of resolution
			No of votes	%	No of votes	%	
Approve appointment of Ms. Siddhi Khemka (DIN: 10047954) as Non-Executive Non Independent director of the Company – Ordinary Resolution	3,38,09,830	2,49,56,157	2,49,54,377	99.99	21	0.01	April 9, 2023

### Procedure for the postal ballot:

The aforementioned Postal Ballot was conducted solely through the Remote E-Voting process in accordance with the regulations set forth in Sections 108 and 110, as well as other applicable provisions of the Companies Act, 2013 and its

corresponding Rules. Md Shahnawaz, Practicing Company Secretary (ACS: 21427& COP No. 15076), was appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process fairly and transparently and following the provisions of the Companies Act, 2013 and the rules made thereunder.\

#### **Details of the special resolution proposed to be conducted through postal ballot:**

There are no special resolutions proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

#### **Annual General Meeting (AGM):**

As per the Circulars issued by the Ministry of Corporate Affairs and the SEBI, from time to time, the 35th Annual General Meeting of the Company is scheduled to be held on Tuesday, September 19, 2023, at 11.00 A.M through Video Conference /Other Audio-Visual Means ("VC/OAVM") facility. The venue of the AGM shall be deemed to be the registered office of the Company at Ganga Jamuna Apartment 28/1, Shakespeare Sarani, 1st Floor Kolkata - 700017. The detailed instruction for participation and voting at the meeting is available in the notice of the 35th AGM.

#### **Proposal to Conduct Postal Ballot for any Matter in the Ensuing Annual General Meeting**

There is no proposal to conduct a postal ballot for any matter in the ensuing Annual General Meeting.

#### **2. Book Closure Date:-**

From September 14, 2023 to September 19, 2023 (both days inclusive).

#### **3. Dividend**

To strengthen the financial position of the Company and to augment working capital, your directors do not recommend any dividend for the FY 2023.

#### **4. Financial Calendar**

The financial year of the Company starts on 1st April every year and ends on 31st March subsequent year.

Indicative calendar of events for the financial year 2023-24 are as under

For the quarter ending 30 June 2023	First / Second week of August 2023
For the quarter and half-year ending 30 September 2023	First / Second week of November 2023
For the quarter and nine months ending 31 December 2023	First / Second week of February 2024
For the year ending 31 March 2024	Third / Fourth week of May 2024
AGM for the year ending 31 March 2024	First week of September 2024

#### **5. Listing of Stock Exchange and Stock Codes      National Stock Exchange of India Limited BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Scrip Code – 543513

Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051  
Trading Symbol- UMAEXPORT

Annual Listing fees to the National Stock Exchange of India and BSE Limited have been paid for the FY 2023-24. The Custodian fee for NSDL & CDSL has also been paid for the FY 2023-24.

#### **6. The International Security Identification Number (ISIN)**

ISIN is a unique identification number of traded scrip. This number has to be quoted in each transaction relating to the dematerialized securities of the Company. The ISIN of the Company's equity shares is INE0GIU01018



## 7. Market Price Data

Monthly High and Low Prices of the Equity Shares of the Company for the year ended 31st March, 2023: (Source: www.bseindia.com)

Month	NSE		BSE	
	High	Low	High	Low
Apr-22	92.25	62.00	92.60	63.00
May-22	72.70	47.00	72.00	42.15
Jun-22	57.90	49.30	57.90	49.40
Jul-22	57.45	49.15	57.90	49.20
Aug-22	58.20	48.25	58.25	49.55
Sep-22	53.20	46.00	53.00	46.05
Oct-22	52.70	43.60	52.70	46.35
Nov-22	50.80	39.95	50.75	40.00
Dec-22	52.50	41.10	52.50	40.90
Jan-23	56.50	44.60	56.00	44.90
Feb-23	49.90	39.70	50.00	39.70
Mar-23	45.00	35.30	44.90	35.55

## 8. Performance in comparison to board based indices

Your Company got listed on April 7, 2022, hence the trading data of the Company's Equity Shares and its performance comparison to board based indices for FY 2022-23 is presented hereunder:



## 9. Registrar and Share Transfer Agents

M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi -110020, is the Registrar and Share Transfer Agent of the Company, both for Physical & Demat Shareholders. Accordingly, all communications on matters relating to Share Transfers, Dividend etc. may be sent directly to them. Complaints, if any, on these matters may also be sent to the Compliance Officer of the Company.

## 10. Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, Securities can be only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to convert their holdings to dematerialized form. Transfer of Equity shares in electronic form is affected through the depositories with no involvement of the Company.

The share transfers/transmission/splits and /or issue of duplicate share certificates are processed on behalf of the Company by the Registrar and Transfer Agents M/s. MAS Services Limited. and is then placed before the Stakeholder Relationship Committee to approve transfers. The Company Secretary addressed all the requests weekly.

All queries and requests relating to share /debenture transfers/ transmissions may be addressed to our Registrar and Transfer Agents.

The Company periodically reviews the operations of its Registrar and Transfer Agent.

### 11. Description of Voting Rights

All shares issued by the Company carry equal voting rights, and one share confirms one vote.

### 12. Nomination Facility

Shareholders / Debenture Holders holding physical shares/debentures may, if they so desire, may send their nominations in Form SH13 to the Registrar & Transfer Agents of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail nomination facility.

### 13. Shareholding Pattern as on 31st March 2023:

Distribution of shareholdings on the basis of ownership					
	As on 31 March 2022		As on 31 March 2023		% change
	No. of shares	% of total	No. of shares	% of Total	
Promoter's Holding					
- Individuals	2,01,86,300	80.79	2,01,96,300	59.73	(26.07)
- Companies	43,30,000	17.33	43,30,000	12.81	(26.08)
<b>Sub-Total</b>	<b>2,45,16,300</b>	<b>98.12</b>	<b>2,45,26,300</b>	<b>72.54</b>	<b>(26.07)</b>
Indian Financial Institutions					
Banks	-	-	-	-	-
Mutual Funds	-	-	-	-	-
Foreign holdings					
-Foreign Institutional Investors	-	-	-	-	-
- Non-Resident Indians	-	-	1,79,928	0.53	100
-ADRs / Foreign Nationals	-	-	-	-	-
<b>Sub total</b>	<b>-</b>	<b>-</b>	<b>1,79,928</b>	<b>0.53</b>	<b>100</b>
Indian Public and Corporate	4,70,000	1.88	91,03,602	26.93	1332
<b>Total</b>	<b>2,49,86,300</b>	<b>100.00</b>	<b>3,38,09,830</b>	<b>100.00</b>	<b>-</b>

### 14. Distribution of shareholding as on March 31, 2023

Range	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1 - 5000	37,251	93.92	42,50,813	12.58
5001 - 10000	1,431	3.61	10,85,563	3.21
10001 - 20000	541	1.36	7,98,591	2.36
20001 - 30000	181	0.46	4,51,114	1.33
30001 - 40000	81	0.20	2,94,087	0.87
40001 - 50000	58	0.15	2,67,663	0.79
50001 - 100000	65	0.16	4,62,599	1.37
100001 & Above	57	0.14	2,61,99,400	77.49
<b>Total</b>	<b>39665</b>	<b>100</b>	<b>3,38,09,830</b>	<b>100</b>

### 15. Outstanding ADR's & GDR's, Warrants or any other convertible instruments, conversion date and likely impact on equity shares

During the year under review, the Company has not issued any ADR's & GDR's, Warrants or any other convertible instruments. The Company has at present no outstanding ADR's/GDR's/Warrants to be converted that has an impact on the equity shares of the Company.

## 16. Commodity Price Risk or Foreign Exchange Risk

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices. The Company's reputation for quality, products differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

## 17. Credit Rating

During the year under review, CRISIL has affirmed a short-term rating of CRISIL A3+ (pronounced ICRA A Three Plus). The outlook of the Long-Term Rating is stable.

## 18. Dematerialization of Shares

The Company's scrip forms part of the compulsory dematerialization segment for all investors. To facilitate easy access of the dematerialized system to the investors, the Company has signed up with both the depositories namely National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") – and has established connectivity with the depositories through its Registrar and Transfer Agents, MAS Services Limited.

Dematerialization of shares is done through MAS Services Limited. and on an average the dematerialization process is completed within 10 days from the date of receipt of a valid dematerialization request along with the relevant documents. Chart 1 gives the breakup of dematerialized shares and shares in certificate form as on 31 March 2023 as compared with that as on 31 March 2022.

The breakup of dematerialized shares and shares in certificate form as on March 31, 2023 as under:

Physical	NSDL	CDSL
50,000	2,70,43,032	67,16,798

## 19. Other Disclosures

### Disclosures on materially significant related party transaction

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. The details of Related Party Transaction are discussed in detail in Note No. 36 of Notes to the Financial Statements.

All the contracts/ arrangements/transactions entered by the Company during the financial year with related parties were in its ordinary course of business on an Arm's Length Basis.

None of the transactions with any of related parties were in conflict with the Company's interest.

### Details of non-compliance(s) by the company

NSE vide letter dated August 22, 2022 and November 21, 2022 imposed a fine of Rs 3,16,240 and BSE vide email dated August 22, 2022 and November 21, 2022 imposed a fine of Rs 3,16,240.

Both fines were imposed for non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of 75 years. The Company has paid the imposed fine as directed by the exchanges.

### Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report the higher authorities any unethical, improper, illegal, or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to the employees of the Company. However, no employee has been denied access to the Audit Committee.

### Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with the mandatory requirements of Corporate Governance under listing Regulations and is in the process of implementation of non- mandatory requirements.

### Disclosure of Accounting Treatments

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard (IndAS) to comply in all material aspects under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

**20. Name, Designation & Address of Compliance Officer and RTA for Complaints & Correspondence**

Mrs. Sriti Singh Roy  
 Company Secretary & Compliance Officer  
 Uma Exports Limited  
 Ganga Jamuna Appartment  
 28/1, Shakespeare Sarani, 1st Floor  
 Kolkata 700017  
 Tel: +91 8777728561

**Registered / Corporate Office Address for Correspondence**

Uma Exports Limited  
 Ganga Jamuna Appartment  
 28/1, Shakespeare Sarani, 1st Floor  
 Kolkata 700017  
 Tel: +91 33 22811396 / 7  
 Email Id: cs@umaexports.net.in  
 CIN: L14109WB1988PLC043934

**Registrar & Share Transfer Agents**

M/s. MAS Services Limited  
 T-34, 2nd Floor, Okhla Industrial Area,  
 Phase - II, New Delhi - 110020  
 Tel: 033 2280-6616/6617/6618, Fax: 033 2280-6619  
 Email: info@masserv.com  
 URL: https://www.masserv.com/

**21. Disclosure with respect to demat suspense account/unclaimed suspense account**

SL No.	Particulars	Applicability
1.	Aggregate number of Shareholder and the outstanding shares in the suspense account lying in the beginning of the year	Nil
2.	Number of Shareholder who approached the Company for transfer of shares from suspense account during the year	Nil
3.	Number of Shareholders to whom shares were transferred from suspense account during the year	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil

**22. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund**

Your Company did not declared any dividend hence the above provisions is not applicable.

**23. Reminder to Investors:**

As there is no unpaid / unclaimed dividends, no reminders for such unclaimed shares and unpaid dividends to be sent to shareholders. The Company shall ensure compliance as and when applicable.

For and on behalf of the Board of Directors

**UMA EXPORTS LIMITED**

**Manmohan Saraf**  
 WTD & CFO  
 DIN: 07246524

**Rakhesh Khemka**  
 (Managing Director)  
 DIN: 00335016

Date: May 23, 2023  
 Place: Kolkata

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## FINANCIAL SECTIONS

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## INDEPENDENT AUDITOR'S REPORT

### To the Members of **UMA EXPORTS LIMITED**

#### Report on the IND AS Standalone Financial Statements

##### Opinion

We have audited the accompanying IND AS standalone financial statements of **UMA EXPORTS LIMITED ("the Company")** which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and the Statement of Changes in Equity for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 opinion.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's 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 the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we 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 for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for

## INDEPENDENT AUDITOR'S REPORT

ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors 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 financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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.

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

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

### Report on Other Legal and Regulatory Requirements



## INDEPENDENT AUDITOR'S REPORT

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the 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 Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls. Refer to our separate Report in **"Annexure B"**.
  - g. With respect to other matters to be included in the Auditor's report in accordance with the requirement of Section 197 (16) of the Act, as amended, the company has not paid any managerial remuneration during the year.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amount which is required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv.
      - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person

**INDEPENDENT AUDITOR'S REPORT**

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

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company had not declared and paid any dividend during the year and accordingly compliance of Section 123 of the Act is not applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.328746E

**Mamta Jain**

(Partner)

Membership No.304549

UDIN : 23304549BGYWIN3681

Place: Kolkata

Date: 23.05.2023

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2023, we report that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company does not have any intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment once every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on such verification.
  - (c) According to the information and explanation given to us, the title deed of immovable properties, i.e., Building have been registered in the name of the Company.
  - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
  - (a) The management has conducted physical verification of inventory at reasonable intervals. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of inventory and no material discrepancies in inventory were noticed on physical verification.
  - (b) The Company has been sanctioned working capital limited in excess of five crores rupees on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.
- iii. The Company has, during the year, made investments and has also granted loans, in the nature of unsecured loans to companies, firms, Limited Liability Partnerships whose details are indicated below. The Company did not provide guarantee or security to any other entity during the year.
  - a) The Company has given loans during the year to parties other than subsidiaries, joint ventures and associates. The aggregate amount of loan granted during the year was Rs. 50.00 lakhs and balance outstanding as at 31<sup>st</sup> March 2023 was Rs. 50.87 lakhs
  - b) According to the information and explanation given to us and on the basis of our examination of the books of accounts, the investments made by the company are prima facie not prejudicial to the interest of the Company.
  - c) In respect of loans given by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally regular with reference to the stipulations.
  - d) In respect of loans granted by the Company there is no amount which is overdue at the Balance Sheet date as per the information and explanations provided to us.
  - e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties. Accordingly, provisions of Clause (iii) (e) of Paragraph 3 of the Order are not applicable to the Company.
  - f) The company has granted following loans which are repayable on demand to the parties other than related parties as defined in clause (76) of section 2 of the Companies Act, 2013; The total aggregate amount is Rs 50 lakhs which is 100% of the total loans granted.
- iv. According to the information and explanations given to us, in respect of loans, investments, guarantees, and security, the provisions of Section 185 of the Companies Act have been complied with. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 186 of the Act with respect to the investments made.

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the company Hence, reporting under clause(vi) of the Order is not applicable to the Company.
- vii. In respect of Statutory dues:
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is regular in depositing the undisputed statutory dues including income-tax, goods and services tax, and other material statutory dues, as applicable, with appropriate authorities.  
According to the information and explanations provided to us, no undisputed amounts payable in respect of income tax, goods and service tax and other statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no dues of income tax, goods and service tax and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 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 willful defaulter by any bank or financial institution or government or any government authority.
  - (c) The term loan taken were applied for the purpose for which the loans were obtained.
  - (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year 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.
  - (f) the company has not raised any loans during the year during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x.
  - (a) In our Opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer for the purpose for which they were raised.
  - (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
  - (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
  - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
  - (c) As represented to us by the management, the company does not have a whistleblower policy, however we have been confirmed that there are no whistleblower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.
  - (a) On the basis of our examination of the records of the Company and according to the information and explanations given to us, the Company has internal audit system commensurate with the size and nature of its business:

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

- (b) We have considered reports of internal auditor for the year under consideration in determining nature, timing and extent of our audit procedure.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Director's or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company is not registered as Non-Banking Financial Company and not conducted business of non-banking financial company.
- (c) The Company is not registered as Non banking Financial Company and is not a Core Investments Company (CIC).
- (d) According to the information and explanations given to us, the Group has No CICs as part of Group.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly reporting under clause 3(xvii) of the order is not applicable to the company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. a) The Company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII of the Companies Act 2013 (the Act) till the date of our report. However, the time period for such transfer i.e. six months of the expiry of the financial year as permitted under the second proviso to sub-section (5) of Section 135 of the Act, has not elapsed till the date of our report.
- b) In respect of ongoing projects, there are no unspent amount that are required to be transferred to special account in compliance with provision of sub section (6) of section 135 of the said act.
- xxi. On the basis of our examination of the records of the Company and according to the information and explanations given to us, there has not been any qualification or adverse remarks by the respective auditors in the Companies (Auditors Report) Order reports of the Companies included in the Consolidated financial statement.

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.328746E

**Mamta Jain**

(Partner)

Membership No.304549

UDIN: 23304549BGYWIN3681

Place: Kolkata

Date: 23.05.2023

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

### Annexure 'B' to the Independent Auditors' Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UMA EXPORTS LIMITED** ("the Company") as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility of 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 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 of Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. WE conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.328746E

**Mamta Jain**

(Partner)

Membership No.304549

UDIN: 23304549BGYWIN3681

Place: Kolkata

Date: 23.05.2023



## BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	2	545.82	242.61
Investment Properties	3	327.56	327.56
Financial Assets			
(a) Investments	4	438.78	329.54
(b) Other Financial Assets	5	2,974.30	1,052.32
Deferred tax assets (Net)	24	0.50	1.87
Other Non current assets	6	260.53	477.28
<b>Total Non-Current Assets</b>		<b>4,547.48</b>	<b>2,431.18</b>
<b>Current assets</b>			
Inventories	7	7,271.12	10,769.00
Financial Assets			
(a) Trade Receivables	8	11,916.65	4,815.59
(b) Cash and cash equivalents	9	3,281.32	1,857.98
(c) Bank Balance other than cash and cash equivalents	10	42.25	338.48
(d) Loans	11	50.87	-
(e) Other Financial Assets	12	61.70	64.35
Current Tax Assets(net)	13	203.79	37.14
Other Current Assets	14	3,463.37	3,276.60
<b>Total Current Assets</b>		<b>26,291.08</b>	<b>21,159.14</b>
<b>TOTAL ASSETS</b>		<b>30,838.56</b>	<b>23,590.32</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	15	3,380.98	2,498.63
(b) Other Equity	16	13,323.41	5,874.40
<b>Total Equity</b>		<b>16,704.39</b>	<b>8,373.03</b>
<b>LIABILITIES</b>			
<b>Non current liabilities</b>			
Financial Liabilities			
(a) Borrowings	17	117.28	58.45
Provisions	18	17.88	14.73
<b>Total Non-Current Liabilities</b>		<b>135.16</b>	<b>73.17</b>
<b>Current liabilities</b>			
Financial Liabilities			
(a) Borrowings	19	10,769.33	3,231.91
(b) Trade Payables	20	1,811.18	8,183.79
(c) Other Financial Liabilities	21	906.36	1,799.33
Provisions	22	1.51	0.90
Other current liabilities	23	510.61	1,928.19
<b>Total Current Liabilities</b>		<b>13,999.00</b>	<b>15,144.12</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>30,838.56</b>	<b>23,590.32</b>

SIGNIFICANT ACCOUNTING POLICIES AND  
NOTES ON FINANCIAL STATEMENTS

1 to 42

As per our report of even date  
FOR **MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.: 328746E

For and on Behalf of Board

**Mamta Jain**  
(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIN3681  
12, Waterloo Street, Kolkata - 700 069  
Dated : 23rd day of May 2023

**Rakhesh Khemka**  
Managing Director  
(DIN : 00335016)

**Manmohan Saraf**  
Director & CFO  
(DIN : 07246524)

**Siddhi Khemka**  
Director  
(DIN : 10047954)

**Sriti Singh Roy**  
Company Secretary  
Membership No. A42425

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

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INCOME :</b>			
Revenue from operations	25	1,43,160.17	1,26,020.48
Other income	26	609.67	587.93
<b>Total Income</b>		<b>1,43,769.84</b>	<b>1,26,608.41</b>
<b>EXPENSES :</b>			
Purchases	27	1,25,629.83	1,13,702.23
Changes in inventories of Stock-in-Trade	28	3,497.88	(3,474.17)
Employee benefits expense	29	254.97	160.68
Finance costs	30	507.32	1,185.63
Depreciation and amortization expense	31	34.02	16.88
Other expenses	32	10,262.20	11,770.48
<b>Total Expenses</b>		<b>1,40,186.21</b>	<b>1,23,361.73</b>
<b>Profit before tax</b>		<b>3,583.63</b>	<b>3,246.67</b>
<b>Tax expenses:</b>			
(1) Current tax		906.46	822.57
(2) Income Tax Adjustment		8.08	22.59
(3) Deferred tax Adjustment		(1.35)	(6.33)
<b>Profit for the year</b>		<b>2,670.44</b>	<b>2,407.84</b>
<b>Other Comprehensive Income:</b>			
<b>(1) Items that will not be reclassified to Statement of Profit and Loss</b>			
(a) Gain/(Loss) on fair valuation of investments		13.04	38.87
(b) Remeasurement gain/(loss) on defined benefit plan		2.19	1.28
(c) Income Tax relating to item that will not be reclassified to Statement of Profit and Loss		(2.72)	(7.98)
<b>Total Other Comprehensive Income for the Year</b>		<b>12.51</b>	<b>32.17</b>
<b>Total Comprehensive Income for the Year</b>		<b>2,682.95</b>	<b>2,440.00</b>
Earnings per equity share:	33	<b>7.90</b>	<b>9.64</b>
(1) Basic		<b>7.90</b>	<b>9.64</b>
(2) Diluted			

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS**

1 to 42

As per our report of even date  
FOR **MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
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For and on Behalf of Board

**Mamta Jain**  
(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIN3681  
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Dated : 23rd day of May 2023

**Rakhesh Khemka**  
Managing Director  
(DIN : 00335016)

**Siddhi Khemka**  
Director  
(DIN : 10047954)

**Manmohan Saraf**  
Director & CFO  
(DIN : 07246524)

**Sriti Singh Roy**  
Company Secretary  
Membership No. A42425

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

(₹ in Lakhs)

## A. Equity share capital

## (1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Issued during the year	Balance at the end of the current reporting period
Amount	Amount		Amount	
2,498.63	-	2,498.63	882.35	3,380.98
Nos	Nos		Nos	
2,49,86,300		2,49,86,300	88,23,530	3,38,09,830

## (2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the year 2021-22	Balance at the end of the current reporting period
Amount	Amount		Amount	
2,498.63	-	2,498.63	-	2,498.63
Nos	Nos		Nos	
2,49,86,300		2,49,86,300		2,49,86,300

## B. Other Equity

	Security Premium Account	Retained Earnings	Other Comprehensive Income	Total
<b>As on 01st April 2021</b>				
Balance at the Beginning of the year	129.25	3,338.55	(33.40)	3,434.40
Profit for the year	-	2,407.84	-	2,407.84
Other comprehensive income for the year(net of tax)	-	0.96	31.21	32.17
Transfer on derecognition of shares	-	9.77	(9.77)	-
<b>Balance at the end of the year (31.03.2022)</b>	<b>129.25</b>	<b>5,757.11</b>	<b>(11.96)</b>	<b>5,874.40</b>
<b>As on 31st March 2022</b>				
Balance at the Beginning of the year	129.25	5,757.11	(11.96)	5,874.40
Profit for the period	-	2,670.44	-	2,670.44
Other comprehensive income for the year(net of tax)	-	1.64	10.87	12.51
Issue of Equity Shares during the year	5,117.65	-	-	5,117.65
Share issue expense	(351.59)	-	-	(351.59)
<b>Balance at the end of the year 31.03.2023</b>	<b>4,895.31</b>	<b>8,429.19</b>	<b>(1.09)</b>	<b>13,323.41</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

1 to 42

As per our report of even date  
FOR **MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.: 328746E

For and on Behalf of Board

**Mamta Jain**  
(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIN3681  
12, Waterloo Street, Kolkata - 700 069  
Dated : 23rd day of May 2023

**Rakesh Khemka**  
Managing Director  
(DIN : 00335016)

**Siddhi Khemka**  
Director  
(DIN : 10047954)

**Manmohan Saraf**  
Director & CFO  
(DIN : 07246524)

**Sriti Singh Roy**  
Company Secretary  
Membership No. A42425

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023		As at 31st March, 2022	
	₹		₹	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax		3,583.63		3,246.67
<b>ADJUSTMENT FOR</b>				
Depreciation	34.02		16.88	
Interest Received	(162.76)		(99.90)	
Interest on IT refund	-		(4.13)	
Provision for employee benefits and others	3.15		2.25	
Profit on sale of Investments	(7.03)		(9.34)	
Profit on sale of PPE	-		(2.02)	
Interest Paid	507.32	374.69	1,185.63	1,089.37
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>				
<b>ADJUSTED FOR:</b>				
Trade And Other Receivable	(7,101.06)		(1,850.41)	
Inventories	3,497.88		(3,474.17)	
Other non current assets	216.75		(1,125.57)	
Other Current/non Current financial assets	(2,106.10)		(1,125.68)	
Financial Loan	(50.87)		-	
Trade Payables and others	(8,683.16)	(14,226.56)	7,371.32	(204.50)
<b>CASH GENERATED FROM OPERATIONS</b>		(10,268.23)		4,131.54
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		(10,268.23)		4,131.54
<b>Extra Ordinary Items</b>				
Expense Of earlier Years.		-		-
<b>NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID</b>		(10,268.23)		4,131.54
Taxes Paid During The Year	(1,081.19)		(1,014.69)	
Income tax refund during the year	-	(1,081.19)	61.02	(953.67)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		(11,349.42)		3,177.87
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & Equipments	(337.23)		(353.02)	
Sale of Property, Plant & Equipments	-		2.51	
Sale/(Purchase) of non current investment	(86.37)		37.80	
Interest Received	162.76		99.90	
		(260.83)		(212.81)
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>		(260.83)		(212.81)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of share capital(net of share issue expense)	5,648.41		-	
Proceeds from Long Term Borrowings	58.84		(293.82)	
Proceeds From/(Repayment of) Short Term Borrowings	7,537.43		(629.90)	
Interest Paid	(507.32)		(1,185.63)	

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023		As at 31st March, 2022	
	₹		₹	
		12,737.36		(2,109.35)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		12,737.36		(2,109.35)
<b>D. NET (DECREASE) IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		1,127.11		855.71
<b>NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS</b>				
CASH AND CASH EQUIVALENTS				
AS AT 1-04-2022(01-04-2021)	2,196.46		1,340.75	
LESS: CASH AND CASH EQUIVALENTS				
AS AT 31-03-2023 (31-03-2022)	3,323.57		2,196.46	
		1,127.11		855.71

**Note:-**

- Figures in brackets represents cash outflow from respective activities.
- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement notified under the Companies (Accounting Standard) Rules, 2006.
- Previous year figures have been regrouped/rearranged wherever found necessary to make them comparable with those of the current year.

The Schedules referred to above form an integral Part of the Balance Sheet referred to in our report of even date.

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

1 to 42

As per our report of even date  
FOR **MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.: 328746E

For and on Behalf of Board

**Mamta Jain**  
(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIN3681  
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Dated : 23rd day of May 2023

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Managing Director  
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**Manmohan Saraf**  
Director & CFO  
(DIN : 07246524)

**Sriti Singh Roy**  
Company Secretary  
Membership No. A42425

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### Note 1: Company Overview

Uma Exports Limited ("the Company") domiciled in India having its registered office at 28/1 Shakespeare Sarani, Kolkata-700017. The company was incorporated on 9<sup>th</sup> March, 1988 under the provision of the Companies Act, 1956. The company is engaged in the trading business of Sugar, Spices, Food grains, tea, pulses and related products.

### Note 1.1: Summary of Significant Accounting Policies

#### A. Basis of preparation of financial statements

##### (i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act'). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

##### (ii) Basis of measurement

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;

##### (iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised 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 and 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 and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities 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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

- (iv) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest rupees, except when otherwise stated.

#### B. Use of estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### C. Critical accounting estimates

#### (i) Income taxes

The Company's major tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

#### (ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### (iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognized in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight- line method ("SLM"). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Estimated useful lives
Buildings	30 years
Computers and Printers, including Computer Peripherals (including server and networking)	3 -6 years
Office Equipments	5 years
Furniture and Fixtures	10 years
Motor Vehicles (including busses and trucks)	8-20 years
Plant and Machinery	15-20 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

Assets individually costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized 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 disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognized in profit or loss.

On transition to Ind AS, the Company has considered carrying amount as per Previous GAAP as deemed cost.

### E. Investment properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

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

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

### F. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

#### Part I - Financial Assets

##### a) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

##### Financial Assets at amortised cost and cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Investment in subsidiary and associate company are measured at cost

### Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

### Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### c) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### Part II - Financial Liabilities

#### a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

#### b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

### Financial guarantee contracts

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

#### c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### d) Offsetting of financial instruments

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

### G. Derivative financial instruments and hedge accounting

#### Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

#### H. The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss

#### Inventories

#### I. Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. **Investment in Gold: Investment in Gold has been carried at cost since it does not meet the criteria to be classified as financial instrument**

### J. Recognition of Revenue

Revenue from services is recognised on accrual basis and when the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of Service Tax, Goods and Service Tax and Value Added Taxes (VAT), and is net of discounts.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### K. Other Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

### L. Provisions and Contingent Liabilities

#### General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

### M. Accounting for Taxation of Income

#### (i) Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

#### (ii) Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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 carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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.

### N. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle 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

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 use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### O. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

### P. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of more than three months but remaining maturity less than 12 months from the date of acquisition, which are subject to an insignificant risk of changes in value.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE - 2

Sr. No	Particulars	Gross Block			Depreciation/Ammortisation/Depletion			Net Block					
		As at 01.04.2021	Addition	Deletion	As at 01.04.2022	Addition	Deletion	As at 01.04.2022	Addition during the year	Deletion	As at 31.03.2023	WDV as on 31.03.2023	WDV as on 31.03.2022
<u>Property, Plant &amp; Equipment</u>													
<b>I Tangible Assets:</b>													
1	Land & Building	40.46	-	-	40.46	-	0.80	-	0.80	1.98	2.79	37.68	39.66
2	Office Building	159.02	-	-	159.02	307.49	3.06	-	3.06	10.85	13.92	452.60	155.96
3	Motor Car	18.12	6.98	6.03	19.07	-	8.66	5.53	7.64	3.58	11.22	7.85	11.43
4	Computer	0.57	2.05	-	2.63	17.12	0.19	-	1.30	4.95	6.25	13.50	1.33
5	Plant & Machinery	34.29	-	-	34.29	-	11.57	4.23	15.80	3.44	19.24	15.05	18.49
6	Furniture & Fixture	2.16	4.35	-	6.50	-	0.76	0.48	1.23	1.03	2.27	4.24	5.27
7	Office Equipments	0.06	7.15	-	7.21	0.95	0.04	1.55	1.59	2.78	4.37	3.79	5.63
8	Air Conditioner	0.36	2.74	-	3.10	10.43	0.14	0.02	0.17	4.55	4.72	8.82	2.94
9	Moisture Machine	0.13	-	-	0.13	-	0.04	0.02	0.06	0.01	0.07	0.06	0.07
10	Mobile Phone	1.40	1.14	-	2.54	1.23	0.94	0.80	1.74	0.41	2.15	1.62	0.80
11	Weighing Machine	0.12	-	-	0.12	-	0.04	0.01	0.06	0.01	0.07	0.05	0.07
12	Xerox Machine	0.07	1.05	-	1.12	-	0.03	0.24	0.27	0.37	0.64	0.48	0.85
13	Motor Cycle	0.33	-	-	0.33	-	0.15	0.05	0.20	0.03	0.23	0.10	0.13
<b>Total (I)</b>		257.10	25.46	6.03	276.53	337.23	22.57	16.88	33.92	34.02	67.94	545.82	242.61

2.1 Pursuant to the enactment of the Companies Act 2013, the company has applied the estimated useful life as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/ amortised over the revised/ remaining useful lives.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### NOTE - 3

#### Investment Properties

Sr. No	Particulars	Gross Block			Depreciation/Amortisation/Depletion				Net Block					
		As at 01.04.2021	Addition	Deletion	As at 01.04.2022	Addition	Deletion	As at 31.03.2023	As at 01.04.2022	Addition during the year	Deletion	As at 31.03.2023	WDV as on 31.03.2022	WDV as on 31.03.2023
Property, Plant & Equipment														
I Tangible Assets:														
1	Building	-	327.56	-	327.56	-	-	-	-	-	-	327.56	327.56	327.56
Total (I)		-	327.56	-	327.56	-	-	-	-	-	-	327.56	327.56	327.56

#### (ii) Fair value

As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
327.56	327.56	-

#### Estimation of fair value

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

1. current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
2. discounted cash flow projections based on reliable estimates of future cash flows
3. capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 4

Investments	As at 31st March,2023	As at 31st March,2022
<b>Investment in equity shares, fully paid up (Quoted, at fair value through Other Comprehensive Income)</b>		
Bank of Baroda 2200 (31st March 2022 2,200 Equity Shares of ₹ 2 each)	3.71	2.46
Reliance Power Ltd. 1,35,301 (31 March 2022 301 ) Equity Shares of ₹ 10 each	3.51	4.77
Uniworth Ltd. 30000 (31 March 2022 30000 ) Equity Shares of ₹ 10 each	0.29	0.26
Lanco Infratech Ltd. 50000 (31 March 2022 50000 ) Equity Shares of ₹ 1 each	0.21	0.21
Visu Intl 5000 (31 March 2022 5000) Equity Shares of ₹ 10 each	0.00	0.00
Easun Capital market Ltd 1,78,639 (31 March 2022 NIL ) Equity Shares of ₹ 1 each	96.47	-
<b>Investment in mutual funds fully paid up (Unquoted, at fair value through profit or loss)</b>		
Union KBC dynamic bond fund 15,18,406.887 ( 31st March 2022 15,18,406.887) units of ₹ 10	299.75	291.97
-PFC Tax free bond	18.96	19.71
<b>Investment in bonds and others fully paid up (Unquoted, amortised cost)</b>		
-National Savings Certificate	0.08	0.08
<b>Investments in Subsidiary (at cost)</b>		
Graincomm Australia PTY Ltd	5.71	-
UEL International FZE	10.10	10.10
<b>Total</b>	<b>438.78</b>	<b>329.54</b>
<b>Aggregate amount of Unquoted Investments</b>	334.59	321.86
<b>Aggregate amount of Quoted Investments</b>	104.19	7.69
<b>Market Value of Quoted Investments</b>	104.19	7.69
<b>Investments held in India</b>	422.98	319.45
<b>Investments outside India</b>	15.80	10.10

## Note:

Further the Company had acquired 100% shares of U.E.L International FZE, a Company in United Arab Emirates in the year 2014 at fair value of INR 17,00,000. Shares purchase agreement was executed between Company and seller on November 13, 2014. Pursuant to the same, Company has not remitted the sale consideration for the acquisition of shares till date. Liability of sale consideration may arise on settlement of arbitration in Dubai, United Arab Emirates.

## NOTE 5

Other Financial Assets	As at 31st March,2023	As at 31st March,2022
<b>(Unsecured, Considered good)</b>		
Security Deposits	3.16	4.16
In Deposit Account(Original maturity more than 12 months)	2,971.13	1,048.16
<b>Total</b>	<b>2,974.30</b>	<b>1,052.32</b>

## NOTE 6

Other Non Current Assets	As at 31st March,2023	As at 31st March,2022
<b>Unsecured and considered good</b>		
Advance to suppliers outstanding more than 12 months	241.63	458.38
Capital Advances	17.60	17.60
Investment in Gold	1.15	1.15
Security Deposits	0.15	0.15
<b>Total</b>	<b>260.53</b>	<b>477.28</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**NOTE 7**

<b>Inventories</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
(at cost or net realisable value whichever is lower)		
a. Finished goods	7,271.12	10,769.00
<b>Total</b>	<b>7,271.12</b>	<b>10,769.00</b>

**NOTE 8**

<b>Trade Receivables</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Unsecured and considered good</b>		
Trade Receivables	11,916.65	4,815.59
<b>Total</b>	<b>11,916.65</b>	<b>4,815.59</b>

**Trade receivable ageing schedule**

<b>Particulars</b>	<b>Outstanding for following periods from the due date</b>					<b>Total as on 31-3-2023</b>
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) Undisputed Trade receivables - considered good	10,992.04	832.98	18.54	-	73.08	11,916.65

<b>Particulars</b>	<b>Outstanding for following periods from the due date</b>					<b>Total as on 31-3-2022</b>
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) Undisputed Trade receivables - considered good	4,161.09	574.27	6.04	74.19	-	4,815.59

**NOTE 9**

<b>Cash and cash equivalents</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Cash on Hand (As Certified by Management)		
- Indian Currency	4.93	7.97
- Foreign Currency		
Balances with Banks		
- In Current Accounts	3,065.23	1,821.61
- In Foreign Currency Account	211.16	28.40
<b>Total</b>	<b>3,281.32</b>	<b>1,857.98</b>

**Note 10**

<b>Bank Balance other than cash and cash equivalents</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Balances with Banks		
- In Deposit Account (Original maturity more than 3 months but remaining maturity less than 12 months)	42.25	338.48
<b>Total</b>	<b>42.25</b>	<b>338.48</b>

**NOTE 11**

<b>Loan</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Current		
Unsecured, considered good		
Loans to other	50.87	-
<b>Total</b>	<b>50.87</b>	<b>-</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 12

Other Financial Assets-Current	As at 31st March, 2023	As at 31st March, 2022
Interest accrued on Fixed deposits	61.70	64.35
<b>Total</b>	<b>61.70</b>	<b>64.35</b>

## NOTE 13

Current Tax Assets(net)	As at 31st March, 2023	As at 31st March, 2022
Taxes paid(net of provision for income tax)	203.79	37.14
<b>Total</b>	<b>203.79</b>	<b>37.14</b>

## NOTE 14

Other Current Assets	As at 31st March, 2023	As at 31st March, 2022
Advance to Suppliers and Others	2,329.04	2,857.15
Advance to Staff	10.94	7.24
Prepaid Capital Expenditure	-	149.54
<b>Balance with Revenue Authorities</b>		
Duty Drawback Receivables	36.23	37.31
IGST Refundable	350.01	7.01
GST Input Credit	737.16	218.35
<b>Total</b>	<b>3,463.37</b>	<b>3,276.60</b>

## NOTE 15

Share Capital	As at 31st March, 2023	As at 31st March, 2022
<b>Authorised</b>		
40,000,000 Equity shares of ₹ 10 each (March 31, 2022 : 25,000,000 equity shares of ₹ 10 each)	4,000.00	2,500.00
<b>Issued, Subscribed &amp; Paid up</b>		
33,809,830 equity shares of ₹ 10 each (March 31, 2022 : 24,986,300 equity shares of ₹ 10 each)	3,380.98	2,498.63
<b>Total</b>	<b>3,380.98</b>	<b>2,498.63</b>

## NOTE 15.1

The reconciliation of the Number of Shares Outstanding and the amount of Share Capital:

Particulars	Equity Shares(31.03.2023)		Equity Shares(31.03.2022)	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,49,86,300	2,498.63	2,49,86,300	2,498.63
Shares Issued during the year	88,23,530	882.35	-	-
Shares outstanding at the end of the year	3,38,09,830	3,380.98	2,49,86,300	2,498.63

## NOTE 15.2

All the equity shares carry equal rights and obligations including for dividend and with respect to voting.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**NOTE 15.3**

The details of Shareholders holding more than 5% shares:

Particulars	As at 31st March,2023		As at 31st March,2022	
	Numbers	Percentage	Numbers	Percentage
Rakesh Khemka	79,87,500	23.62%	79,87,500	31.97%
Sumitra Devi Khemuka	25,76,800	7.62%	25,76,800	10.31%
M.M.Khemuka & Sons(HUF)	28,20,000	8.34%	28,20,000	11.29%
Rakesh Kumar Khemka HUF	18,91,250	5.59%	18,91,250	7.57%
Sweta Khemka	34,37,250	10.17%	34,37,250	13.76%
Primerose Dealers (p) Ltd	34,30,000	10.14%	34,30,000	13.73%

**NOTE 15.4**

The Company has not issued any securities convertible into equity / preference shares.

**NOTE 15.5**

During any of the last five years from the period ended 31st March 2023.

- No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash.
- No shares were allotted as fully paid up by way of bonus shares.
- No shares were bought back.

**NOTE 15.6**

Each holder of equity shares is entitled to one vote per share.

**NOTE 15.7**

Details of shareholding of promoters

Share held by promoters at the end of the year	As at 31st March,2023		As at 31st March,2022		% change during the year
	Numbers	Percentage	Numbers	Percentage	
Rakesh Khemka	79,87,500	23.62%	79,87,500	31.97%	-8.34%
Seema Agarwal	70,000	0.21%	60,000	0.24%	-0.03%
Sumitra Devi Khemuka	25,76,800	7.62%	25,76,800	10.31%	-2.69%
Madan Mohan Khemuka	14,13,500	4.18%	14,13,500	5.66%	-1.48%
M.M.Khemuka & Sons(HUF)	28,20,000	8.34%	28,20,000	11.29%	-2.95%
Rakesh Kumar Khemka HUF	18,91,250	5.59%	18,91,250	7.57%	-1.98%
Sweta Khemka	34,37,250	10.17%	34,37,250	13.76%	-3.59%

Note : Change in holding percentage is due to increase in share capital during the year.

**NOTE 15.8**

The Company's median IPO opened for subscription on March 28, 2022 and closed on March 30,2022 for 88,23,530 Equity Shares of Face Value INR 10/- each at a Issue Price of ₹68/- per share. The allotment of shares to the successful applicants were made on April 5, 2022. The equity shares of the Company have been listed on the BSE Limited and National Stock Exchange of India Limited w.e.f. April 7, 2022.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 16

Other Equity	As at 31st March,2023	As at 31st March,2022
<b>a. Security Premium Account</b>		
At the beginning of the year	129.25	129.25
Add: Addition during the year	5,117.65	-
Less: Share issue expense	(351.59)	
<b>At the end of the year</b>	<b>4,895.31</b>	<b>129.25</b>
<b>b. Retained earnings</b>		
At the beginning of the year	5,757.11	3,338.55
Add: Profit for the year	2,670.44	2,407.84
Add/(Less) Other Comprehensive income for the year	1.64	0.96
Add: Transferred from OCI	-	9.77
<b>At the end of the year</b>	<b>8,429.19</b>	<b>5,757.11</b>
<b>c. Other Comprehensive Income(net of taxes)</b>		
At the beginning of the year	(11.96)	(33.40)
Add: Other Comprehensive Income for the year	10.87	31.21
Less: Transfer to retained earnings	-	(9.77)
<b>At the end of the year</b>	<b>(1.09)</b>	<b>(11.96)</b>
<b>Total(A +B+C)</b>	<b>13,323.41</b>	<b>5,874.40</b>

Brief on nature of reserves

**Securities premium:**

Securities premium reserve represents premium received on issue of shares.

**Retained earnings:**

Represents transfer from the statement of profit and loss

**Other Comprehensive Income:**

Represents Gain/(Loss) on fair valuation of equity instruments

## NOTE 17

Borrowings- Non Current	As at 31st March,2023	As at 31st March,2022
Unsecured, Considered good		
From directors/shareholders	117.28	58.45
<b>Total</b>	<b>117.28</b>	<b>58.45</b>

Note - There is no default in repayment of either principle or interest amount of unsecured loans as on Balance sheet date

## NOTE 18

Provisions	As at 31st March,2023	As at 31st March,2022
Provision for Employee Benefits	17.88	14.73
<b>Total</b>	<b>17.88</b>	<b>14.73</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### NOTE 19

Provisions	As at 31st March, 2023	As at 31st March, 2022
<b>Secured - At Amortised Cost</b>		
<b>(a) Working Capital Loans, repayable on demand</b>		
Union Bank of India(In Packing Credit)	1,675.13	254.23
Union Bank (Cash Credit)	2,907.46	1,800.21
ICICI Bank (Cash Credit)	628.52	972.37
ICICI Bank (Packing Credit)	2,406.14	-
Axis Bank (Cash credit)	2,424.30	205.10
Union Bank (Bills purchase)	727.79	-
<b>Total</b>	<b>10,769.33</b>	<b>3,231.91</b>

### NOTE 19.1

Details of security for each type of borrowing :

Name of Lender	Nature of Facility	Purpose	Sanctioned Amount (₹ in lakhs.)	Securities offered	Re-Payment Schedule	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2023	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2022
Axis Bank Limited	Cash Credit/ WCDL/FCDL	Working Capital	4,000.00	Stock, Book Debts, HDFC MF Investments, FDs, LIC, NSC, FMP etc. Against documents of title to goods viz Bills of Lading/AWBs, Bills of Exchange, invoices, packing lists, certificates of origin or any other documents as specified under the terms of LCs	On Demand	2,424.30	205.10
	EPC/PCFC				180 days or expiry of contracts/ export LCs whichever is earlier		
	(FBP/FBD)/ EBRD/PSCFC				Maximum 180 days from the date of Shipment		
	LER		100.00	Unsecured			
ICICI Bank Limited	Cash Credit/ WCDL/FCDL/ EPC/FBP	Working Capital	4,000.00	Stock, Book Debts, HDFC MF Investments, FDs, LIC, NSC, FMP etc. Against documents of title to goods viz Bills of Lading/AWBs, Bills of Exchange, invoices, packing lists, certificates of origin or any other documents as specified under the terms of LCs. Personal Guarantee	180 days or expiry of contracts/ export LCs whichever is earlier	628.52	972.37
	EPC/PCFC				In case of DA bills usance not exceeding 180 days	2,406.14	-
	FUBD/FBP					-	-
	Derivates		320.00			-	-
Union Bank of India	EPC/PCFC	Working Capital	5500 (including adhoc limit of 5 Crore)	Primary Security: Hypothecation of stock and book debts, Counter indemnity and lien on FDR, Cash margin & stock procured under LC Collateral Security : Flat, Godown, DRIC, Union KBC Mutual funds, DRIC(cutback of 1 lacs p.m.) & existing deposit	On Demand	1,675.13	254.23
	Cash Credit	Working Capital			As per the terms of EPC	2,907.46	1,800.21
	Bill Purchase	Working Capital			As per contract	727.79	-
						10,769.33	3,231.91

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 19.2

The quarterly returns and statements of currents filed by the Company with the banks are in agreement with the books of accounts.

## NOTE 20

Trade payables	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of Micro and Small enterprises	-	-
Total outstanding dues of creditors other than of Micro and Small enterprises	1,811.18	8,183.79
<b>Total</b>	<b>1,811.18</b>	<b>8,183.79</b>

Particulars	Outstanding for following periods from the due date of payment				Total as on 31-3-2023
	Less than 1 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,539.28	-	266.65	5.26	1,811.18

Particulars	Outstanding for following periods from the due date of payment				Total as on 31-3-2023
	Less than 1 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	8,078.75	-	105.04	-	8,183.79

## NOTE 21

Other Financial Liabilities	As at 31st March, 2023	As at 31st March, 2022
Liabilities for Expenses	654.52	1,555.09
Employee Benefit Obligation	14.84	7.24
Liability against purchase of property	237.00	237.00
<b>Total</b>	<b>906.36</b>	<b>1,799.33</b>

## NOTE 22

Provisions	As at 31st March, 2023	As at 31st March, 2022
Provision for Employee Benefits	1.51	0.90
<b>Total</b>	<b>1.51</b>	<b>0.90</b>

## NOTE 23

Other Current Liabilities	As at 31st March, 2023	As at 31st March, 2022
Statutory dues	41.67	73.20
Advances from Customers	458.36	1,845.66
Other liability	10.58	9.33
<b>Total</b>	<b>510.61</b>	<b>1,928.19</b>

## Note 24

	As at 31st March, 2023	As at 31st March, 2022
(a) <b>Deferred Tax Liabilities/Assets (net)</b>		
(i) <b>Deferred Tax Liabilities</b>		
Fair valuation of Investments through profit or loss	11.52	10.72
Fair valuation of Investments through other comprehensive income	0.62	-
	<b>12.15</b>	<b>10.72</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

	As at 31st March, 2023	As at 31st March, 2022
(ii) <b>Deferred Tax Assets</b>		
Property, plant and equipment through profit or loss	7.77	7.11
Provision for employee benefits	4.88	3.93
Fair valuation of Investments through other comprehensive income	-	1.54
	<b>12.65</b>	<b>12.59</b>
<b>Net Deferred Tax Assets(net)</b>	0.50	1.87
<b>Net Deferred Tax Liabilities(net)</b>	-	-
Charged to Equity	-	-
Charged Profit or loss	(1.35)	(6.33)
Charged to Other Comprehensive Income	<b>(2.72)</b>	<b>(7.98)</b>
	As at 31st March, 2023	As at 31st March, 2022
(b) <b>Tax expense</b>		
Income tax recognised in profit and loss		
Current tax expense	906.46	822.57
Income adjustment for earlier year	8.08	22.59
Deferred tax expense	(1.35)	(6.33)
Total Income tax expense	913.19	838.83
<b>Income tax recognised in OCI</b>		
Current tax expense	-	4.89
Deferred tax expense	2.72	3.09
	<b>2.72</b>	<b>7.98</b>
(c) Reconciliation of statutory rate of tax and effective rate of tax:		
Profit before income tax	3,583.63	3,246.67
Enacted Income tax rate	25.17%	25.17%
Current tax provision on Profit before income tax at enacted income tax rate in India	901.93	817.12
Adjustment for:		
Interest income-exempted	(0.32)	(0.32)
Adjustment for earlier year	8.08	22.59
Others*	3.50	(1.74)
Net Tax Liability	913.19	837.65
Effective Tax rate	25.48%	25.80%

\*Others is related to different tax rate for capital gains etc.

**NOTE 25**

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Revenue from operation</b>		
Sale of products		
-Exports	81,017.67	38,356.64
-Domestic	61,506.02	80,557.23
High seas sale	636.48	7,106.60
<b>Total</b>	<b>1,43,160.17</b>	<b>1,26,020.48</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 26

Other Income	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Dividend	0.06	0.05
Duty Drawback	102.81	44.10
Exchange Rate Differences	273.34	246.06
Insurance Claim Received	60.32	20.35
ECGC Claim received	-	114.54
Interest on IT refund	-	4.13
Interest Received from PFC Tax Free Bond	1.27	1.28
Interest Received on Loan & Advances/fixed deposits	162.76	99.90
Misc. Income	1.93	42.01
Profit on sale of motor car	-	2.02
Rate Weight & Quality Discount	0.15	4.14
Gain on Fair Value of Current Investment carried at FVTPL	7.03	9.34
<b>Total</b>	<b>609.67</b>	<b>587.93</b>

## NOTE 27

Purchases	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchases		
-Imports	25,803.07	48,371.67
-Domestic	99,826.76	65,266.82
-High seas	-	63.73
<b>Total</b>	<b>1,25,629.83</b>	<b>1,13,702.23</b>

## NOTE 28

CHANGES IN INVENTORIES	For the year ended 31st March, 2023	For the year ended 31st March, 2022
STOCK IN TRADE		
At the beginning of the Period	10,769.00	7,294.84
At the end of the Period	7,271.12	10,769.00
<b>Total</b>	<b>3,497.88</b>	<b>-3,474.17</b>

## NOTE 29

Employee Benefits Expense	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salary Bonus & Exgratia & Leave Charges	160.26	72.52
Directors Remuneration	84.00	79.64
Fooding Expenses	0.32	0.51
Staff Welfare	8.40	7.46
Employers Contribution to PF	1.37	0.22
Employers Contribution to ESI	0.61	0.34
<b>Total</b>	<b>254.97</b>	<b>160.68</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**NOTE 30**

<b>Finance costs</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Interest on Loan	371.71	366.51
Other borrowing costs	135.61	101.01
Interest on procurment	-	718.11
<b>Total</b>	<b>507.32</b>	<b>1,185.63</b>

**NOTE 31**

<b>Depreciation &amp; Amortization</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Depreciation on Property, Plant and Equipment	34.02	16.88
<b>Total</b>	<b>34.02</b>	<b>16.88</b>

**Note 32**

<b>Other Expenses</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
<b>Direct Expense</b>		
Carriage Inward & Freight	5,979.45	3,569.24
Clearing & Forwarding charges	1,345.69	736.79
Import/Export Duty & Permit Charges	441.73	4,676.61
Inspection Charges (Import/Export)	78.35	30.76
Material Handling Charges	454.42	560.69
Other Expenses (Import/Export)	123.32	40.78
Phytosanitary Charges	59.64	297.42
Rent/Ware House Charges	459.50	547.94
Weighment Charges	5.41	5.33
<b>Total (A)</b>	<b>8,947.52</b>	<b>10,465.56</b>
<b>Administrative expenses</b>		
Computer Maintainance	0.35	3.27
Conveyance Charges	0.95	1.50
Courier Charges	2.18	0.92
CSR expenditure(Note 40)	2.50	14.94
Demat Charges	0.37	-
Directors sitting fees	4.20	2.10
Documentation Charges	74.16	21.46
Electric Charges	7.38	3.94
Filling Fees	5.74	12.80
Fumigation Charges	24.76	24.71
General Expenses	1.86	0.45
Godown Maintainance	2.07	2.00
Insurance Charges	81.87	130.85
Legal Expenses	0.25	0.12
Loss on Commodity Hedging/trading	21.73	0.01
Membership , Registration charges	1.14	12.58
Miscellaneous Charges	5.02	13.43
Motor Car Expenses	2.72	2.79
Office Expenses	56.09	35.03
Packing Charges	0.83	2.77
Printing & Stationery	5.46	2.46

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Other Expenses	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Professional/Consultation Charges	76.77	152.51
Rates & Taxes	104.29	98.21
Repairs & Maintainance	0.14	0.22
Investment write off	-	0.00
Rounded off	0.01	0.00
Subscription	2.56	1.10
Telephone Charges	1.36	2.45
Trade Licence Fees	0.16	0.21
Travelling Expenses	43.85	10.46
<b>Selling &amp; Distribution Expenses</b>		-
Advertisement	41.34	18.84
Commission	701.57	685.08
Discount	-	10.23
Royalty charges	10.30	6.24
Sales Promotion	12.15	1.95
Sampling Charges	-	2.20
Warfage Charges	16.07	22.68
Remuneration to Auditors		
Audit Fee	2.50	4.42
<b>Total (B)</b>	<b>1,314.68</b>	<b>1,304.92</b>
<b>Total(A+B)</b>	<b>10,262.20</b>	<b>11,770.48</b>

## Note 33

Earning per share (EPS) (IND AS 33)	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Numerator used for Calculating basic and diluted Earning Per Share - Profit After Taxation	2,670.44	2,407.84
Weighted average no. of Shares used as denominator for Calcluating EPS.	3,38,09,830	2,49,86,300
Nominal Value Per Share	10	10
<b>Basic and Diluted Earning Per Share</b>	<b>7.90</b>	<b>9.64</b>

## Note 34

Payment to Auditor as	For the year ended 31st March, 2023	For the year ended 31st March, 2022
a. Statutory audit fee	2.50	4.42
<b>Total</b>	<b>2.50</b>	<b>4.42</b>

## Note: 35

Employee benefits

Defined benefit plan

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Details of actuarial valuation as on 31st March 2023:

Particulars	31st March, 2023 Gratuity	31st March, 2022 Gratuity
A. Change in defined benefit obligation		
1. Defined benefit obligation at the beginning of the year	15.63	13.38
2. Service cost		
(a) Current service cost	4.82	2.56
(b) Past service cost	-	-
(c) (Gain)/Loss on settlement		
3. Interest expenses	1.13	0.97
4. Cash flows		
(a) Benefit payments from employer		
(b) Settlement payments from employer		
5. Re-measurement (or Actuarial (gain)/losses) arising from:		
- change in demographic assumptions		
- change in financial assumption		
- experience variance (i.e. actual experience vs assumptions)	(2.19)	(1.28)
- others		
6. Adjustment for Gratuity liability for earlier years	-	-
7. Defined benefit obligation at the end of period	19.40	15.63
B. Amounts recognised in the Balance Sheet		
Defined benefit obligation	19.40	15.63
C. Other Comprehensive Income		
Re-measurement		
- change in demographic assumptions		-
- change in financial assumption		-
- experience variance (i.e. actual experience vs assumptions)	(2.19)	(1.28)
- others		
<b>Component of defined benefit costs recognised in Other Comprehensive Income (OCI)/retained earning</b>	(2.19)	(1.28)
D. Expense recognised in the Income Statement		
a. Current service cost	4.82	2.56
b. Past service cost	-	-
c. Interest cost	1.13	0.97
d. Actuarial (gain)/losses	-	-
<b>Total P&amp;L expenses</b>	<b>5.95</b>	<b>3.53</b>
E. Net defined benefit liability/(asset) reconciliation		
Net defined benefit liability/(asset) at the beginning of the period	15.63	13.38
- Expense recognised in the Income Statement	5.95	3.53
- Expense recognised in the Other Comprehensive Income	(2.19)	(1.28)
- Employer Contributions	-	-
- Benefits paid	-	-
- Net acquisition/Business Combinations/Others	-	-
<b>Net Liability/(asset) recognised in the balance sheet at the end of period</b>	<b>19.40</b>	<b>15.63</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## Note: 35.1

## Employee benefits

	31st March 2023		31st March 2022	
	Gratuity		Gratuity	
F. Sensitivity analysis	Decrease	Increase	Decrease	Increase
Discount rate (-/+ 1%)	1.93	(1.68)	1.33	(1.16)
% change compared to base due to sensitivity	10.00%	-9.00%	10.00%	-9.00%
Salary Growth rate (-/+ 1%)	(1.73)	1.96	(1.19)	1.35
% change compared to base due to sensitivity	-9.00%	10.00%	-9.00%	10.00%
Attrition rate (-/+ 1%)	(0.17)	0.13	(0.19)	0.17
% change compared to base due to sensitivity	-1.00%	1.00%	-1.00%	1.00%

## Maturity profile of Defined Benefit Obligation

Weighted average duration(based on discounted cashflow)16 years

Expected cash flows over next(valued on undiscounted basis)	31st March 2023	31st March 2022
	Gratuity	Gratuity
1 year	1.51	1.37
2 to 5 years	1.61	1.26
More than 5 year	16.27	10.92

## Summary of assets and liability (Balance Sheet Position)

## Division of Defined benefit obligation (Current/Non Current) at the of the period

Particulars	31st March 2023	31st March 2022
	Gratuity	Gratuity
Current defined benefit obligation	1.51	0.90
Non Current defined benefit obligation	17.88	14.73
Total defined benefit obligation	19.40	15.63

## The key assumptions used in the calculations are as follows

Financial assumptions	31st March 2023	31st March 2022
Discount rate	7.5% p.a	7.25% p.a
Rate of increase in salaries	5% p.a	5% p.a
Demographic assumptions		
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Normal retirement age	60 years	60 years
Attrition rates, based on age(% p.a) for all ages	5.00	5.00

## NOTE : 36

## AS Per IND AS- 24 Related Party Disclosures:

## RELATED PARTY DISCLOSURE :

## (i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exist and also related parties with whom transactions have taken place and relationships:

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**List of related parties with whom transactions have taken place during the year**

STATUS	NAME OF THE RELATED PARTY
Key Managerial Personnel	Rakesh Khemka Manmohan Saraf Sriti Singh Roy
Relative of Key Managerial Personnel	Madan Mohan Khemuka Sumitra Devi Khemuka Sweta Khemka Siddhi Khemka
Entities under common control	Uma Agro Exports Pvt Ltd Agrocomm Trading Co Pvt Ltd Agrocomm International M M Khemuka & Sons HUF Rakesh Kumar Khemka HUF
Foreign Subsidiary	UEL International FZE(100% Subsidiary,Dubai) Graincomm Australia PTY Ltd (100% Subsidiary, Australia)

**ii) Transactions during the year with related parties :**

S. No	Nature of Transaction	Key Managerial Personnel	Relatives	Associates Companies	100% Subsidiary	Others	Total
1.	Purchase of Goods	-	-	216.40	202.31	-	418.71
		-	-	185.43	586.31	-	771.74
2.	Sale of goods	-	-	42.39	1,376.61	-	1,419.00
		-	-	1,637.37	1,280.02	-	2,917.39
3.	Remuneration/Salary	89.70	0.60	-	-	-	90.30
		83.98	8.50	-	-	0.12	92.60
4.	Interest on Loans and Advances Taken	-	3.00	7.26	-	-	10.26
		27.45	9.89	6.46	-	-	43.80
5.	Commission Paid	-	-	-	-	-	-
		-	6.30	-	-	-	6.30
6.	Loan and advances taken.	-	225.00	-	-	-	225.00
		-	-	18.00	-	-	18.00
7.	Loan and advances taken Returned.	-	175.00	0.40	-	-	175.40
		324.89	312.00	17.15	-	-	654.04
Balance as at 31st March							
8.	Unsecured Borrowings	-	52.70	64.58	-	-	117.28
		-	-	58.45	-	-	58.45
9.	Trade Receivables	-	-	16.48	-	-	16.48
		-	-	123.90	-	-	123.90
10.	Trade Payables	-	-	-	202.31	-	202.31
		-	-	70.20	586.31	-	656.50

**Note :** Figures in Italic represents Previous Year's amount.**Disclosure in Respect of Material Related Party Transaction during the year :**

Particulars	Relationship	2022-2023	2021-2022
<b>1 Purchase of Goods</b>			
Uma Agro Exports Pvt Ltd	Associates	216.40	140.33
Agrocomm International	Associates	-	45.10
UEL International FZE	100% Subsidiary	202.31	586.31
<b>2 Sale of goods</b>			
Agrocomm Interenational	Associates	42.39	432.20
Uma Agro Exports Pvt Ltd	Associates	-	1,205.17
UEL International FZE	100% Subsidiary	1,376.61	1,280.02

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Particulars	Relationship	2022-2023	2021-2022
<b>3 Remuneration/Salary</b>			
Rakesh Khemka	Key Managerial Personnel	72.00	72.00
Manmohan Saraf	Key Managerial Personnel	12.00	8.00
Sibani Dutta	Director	-	0.12
Madan Mohan Khemuka	Relative of KMP	0.60	4.50
Sriti Singh Roy	Key Managerial Personnel	5.70	3.98
Siddhi Khemka	Relative of KMP	-	4.00
<b>4 Interest Paid</b>			
Sumitra Devi Khemuka	Relative of KMP	-	0.20
Madan Mohan Khemuka & Sons	Associates	3.53	2.94
Rakesh Kumar Khemka HUF	Associates	3.73	3.52
Sweta Khemka	Relative of KMP	3.00	9.69
Rakesh Khemka	Key Managerial Personal	-	27.45
<b>5 Commission Paid</b>			
Madan Mohan Khemuka	Relative of KMP	-	6.30
<b>6 Loan and advances taken.</b>			
Sweta Khemka	Relative of KMP	225.00	-
Madan Mohan Khemuka & Sons HUF	Associates	-	18.00
<b>7 Loan and advances taken Returned.</b>			
Rakesh Khemka	Key Managerial Personal	-	324.89
Madan Mohan Khemuka & Sons HUF	Associates	0.20	-
Rakesh Kumar Khemka HUF	Associates	0.20	17.15
Sweta Khemka	Relative of KMP	175.00	309.69
Sumitra Devi Khemuka	Relative of KMP	-	2.30
<b>Balance as at 31st March</b>		<b>31.03.2023</b>	<b>31.03.2022</b>
<b>1 Unsecured Borrowings</b>			
Madan Mohan Khemuka & Sons HUF	Associates	31.39	28.41
Rakesh Kumar Khemka & Sons HUF	Associates	33.19	30.03
Sweta Khemka	Relative of KMP	52.70	-
<b>2 Trade receivables</b>			
UMA Agro Exports Pvt Ltd	Associates	-	123.90
Agrocomm International	Associates	16.48	-
<b>3 Trade Payables</b>			
UEL International FZE	100% Subsidiary	<b>202.31</b>	586.31
Uma Agro Exports Pvt Ltd	Associates	-	70.20

**Terms and conditions of transactions with related parties :**

The transactions with related parties are made on terms equivalent to those prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash.

**37 Financial Instrument and Related Disclosures.****A. The carrying value and fair value of financial instruments by categories are as follows:**

	As at 31st March 2023	As at 31 March 2022
<b>Financial assets at measured at fair value through Other Comprehensive income</b>		
Investments	104.19	7.69
<b>Financial assets at measured at fair value through profit and loss</b>		
Investments	318.71	311.68
<b>Financial assets at measured at amortised cost</b>		

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

Investments	15.89	10.18
Trade receivable	11,916.65	4,815.59
Cash and cash equivalents	3,281.32	1,857.98
Bank Balance other than cash and cash equivalents	42.25	338.48
Loans	50.87	-
Other financial asstes	3,036.00	1,116.67
	<b>18,765.87</b>	<b>8,458.26</b>
<b>Financial liabilities measured at amortised cost</b>		
Borrowings	10,886.62	3,290.35
Trade payable	1,811.18	8,183.79
Other financial liabilities	906.36	1,799.33
	<b>13,604.16</b>	<b>13,273.47</b>

**B. Fair value hierarchy**

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

Particulars	Level 1	Level 2	Level 3
Assets at fair value as at 31st March, 2023			
Equity shares	104.19	-	-
Mutual Funds	-	-	318.71
	<b>104.19</b>	<b>-</b>	<b>318.71</b>
Assets at fair value as at 31st March, 2022			
Equity shares	7.69	-	-
Mutual Funds	-	-	311.68
	<b>7.69</b>	<b>-</b>	<b>311.68</b>

**C. Financial risk management objectives and policies**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews / audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

**(i) Market risk**

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for commodities). The above risks may affect the Company's income and expenses and / or value of its investments. The Company's exposure to and management of these risks are explained below-

**(a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial istrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rates primarily to the Company's short-term borrowing. The Company constantly monitors the credit markets and rebalances its financing strategies to achive an optimal maturity profile and financing cost. since all the borrowings are on floating rate, no significant risk of change in interest rate.

Company's floating rate borrowing as on 31-3-2023 and 31-3-2022 Rs. 1,07,69.33 lacs and Rs. 32,31.90 lacs. A 1% change in interest will have impact of increase/(decrease) in interest by Rs. 1,07.70 lacs and Rs. 32.32 lacs respectively.

**(b) Foreign currency risk**

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to risk of changes in foreign

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

exchange rates relates primarily to import of raw materials, spare parts, capital expenditure & Exports of finished goods. When a derivative is entered for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedge exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency forwards to hedge exposure to foreign currency risk.

**(c) Commodity risk**

Commodity price risk for the Company is mainly related to fluctuations of raw materials prices linked to various external factors, which can affect the production cost of the Company actively manages inventory and in many cases sale prices are linked to major raw material prices. Energy costs is also one of the primary costs drivers, any fluctuation in fuel prices can lead to drop in operating margin. To manage this risk, the Company enters into long-term supply agreement for power, identifying new sources of supply etc. Additionally, processes and policies related to such risks are reviewed and managed by senior management on continuous basis.

**Credit risk**

Credit risk arises when a customer or counter party does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with banks, mutual fund investments, and investments in debt securities, foreign exchange transactions and financial guarantees.

**Trade Receivables**

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined. Wherever the company assesses the credit risk as high the exposure is backed by either letter of credit or security deposits. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

**Investments, Derivative Instruments, Cash and Cash Equivalent and Bank Deposit**

Credit Risk on cash and cash equivalent, deposits with the banks/ financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed banks and Financial Institutions.

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of mutual funds. These Mutual Funds and Counterparties have low credit risk.

**(iii) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of fund through an adequate amount of credit facilities to meet obligations when due. The company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

The table below summarizes the maturity profile of the Company's financial liabilities:

(₹ in Lakhs)

	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>As at 31st March 2023</b>				
Borrowings	10,769.33	117.28	-	10,886.62
Trade Payables	1,539.28	271.91	-	1,811.18
Other financial liability	906.36	-	-	906.36
	13,214.97	389.19	-	13,604.16
<b>As at 31st March 2022</b>				
Borrowings	3,231.91	58.45	-	3,290.35
Trade Payables	8,078.75	105.04	-	8,183.79
Other financial liability	1,799.33	-	-	1,799.33
	13,109.98	163.49	-	13,273.47

### (iv) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, and short term borrowings, and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The following table summarises the capital of the Company:

(₹ in Lakhs)

	As at 31st March 2023	As at 31 March 2022
Borrowings	10,886.62	3,290.35
Less: Cash and cash equivalents	3,281.32	1,857.98
Net debt	7,605.30	1,432.37
Equity	3,380.98	2,498.63
Total Capital (Equity+ Net Debt)	10,986.28	3,931.00

The Company's management reviews the capital structure of the Company on a need basis when planning any expansions and growth strategies.

### 38 Analytical Ratio

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	Variance %	Reason for Variance	Remarks
Current ratio	26,291.08	13,999.00	1.88	1.40	34.42%	The Company's current assets has increased and Current liability has decreased	Numerator: Current Assets Denominator: Current Liabilities
Debt Equity Ratio	10,886.62	16,704.39	0.65	0.39	65.84%	The Company's debt has increased	Numerator: Debt Denominator: Total Equity
Debt Service Coverage ratio	4,124.97	507.32	8.13	3.75	116.68%	Due to decrease in interest cost of the Company in comparison to last year	Numerator: EBITDA Denominator: Interest Expenses
Return on Equity Ratio	2,670.44	16,704.39	15.99%	28.76%	-44.41%	The shareholders equity has increased	Numerator: Profit After Tax Denominator: Total Equity
Inventory Turnover ratio	1,43,160.17	9,020.06	15.87	13.95	13.75%	NA	Numerator: Sales Denominator: Average Inventory
Trade receivable turnover ratio	1,43,160.17	8,366.12	17.11	32.39	-47.17%	The Trade receivables of the Company has increased	Numerator: Sales Denominator: Average Accounts Receivables
Trade payables turnover ratio	1,25,629.83	4,997.49	25.14	20.25	24.12%	NA	Numerator: Purchases Denominator: Average Trade Payables

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	Variance %	Reason for Variance	Remarks
Net Capital Turnover ratios	1,43,160.17	12,292.08	1165%	2095.10%	-44.41%	Annual revenue of the Company has increased	Numerator: Annual Revenue Denominator: Net working Capital
Net Profit ratio	2,670.44	1,43,160.17	1.87%	1.91%	-2.37%	NA	Numerator: Profit After Tax Denominator: Total Revenue
Return on Capital Employed	4,124.97	19,627.20	21.02%	40.80%	-48.49%	The Capital employed of the Company has increased	Numerator: EBITDA Denominator: Total Capital Employed
Return on Investments	Not Applicable						Numerator: Income from Investments Denominator: Non Current Investments

**Note 39**

Contingent liabilities (To the extend not provided for) (IND AS 37)-

Aggregate amount of Investments for which cost as on the date of has been considered as deemed cost is Rs. 10.10 lakhs. Further the Company had acquired 100% shares of U.E.L International FZE, a Company in United Arab Emirates in the year 2014 at fair value of INR 17.00 lakhs. Shares purchase agreement was executed between Company and seller on November 13, 2014. Pursuant to the same, Company has not remitted the sale consideration for the acquisition of shares till date. Liability of sale consideration may arise on settlement of arbitration in Dubai, United Arab Emirates.

**Note 40****Corporate Social Responsibility****The Company is covered under section 135 of the Companies Act.**

- amount required to be spent by the Company during the year : ₹ 39.72 lacs
- amount of expenditure incurred : 2.50 lacs
- shortfall at the end of the year : ₹ 37.22 lacs
- Total of previous year shortfall: NIL
- Reason for shortfall : The company could not identify suitable channel and NGO partner for this purpose and accordingly was deposited un Un-spent CSR account.
- nature of CSR activities : Educational & Medical
- details of related party transactions : Nil

**Note 41****Additional Regulatory Requirements**

- Loans and advances has not been granted to Related Parties during the year and there is no outstanding at the close of Financial Year
- The Company does not have any work in progress
- The Company does not have any Intangible Assets under Development
- No proceeding have been initiated or pending against the Company for holding any Benami Property under the Benami Transactions(Prohibitions) Act 1988 and the rules made thereunder
- The Company is not declared as Willful Defaulter by any bank or financial institution or other Lender.
- No Scheme of Arrangement has been proposed by the Competent Authority in terms of Section 230 to Section 237 of the Companies Act, 2013.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

- (vii) A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, 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. No funds have been received by the company from any persons or entities, including foreign entities (Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, 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.
- (viii) The Company does not have any transactions not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the Tax Assessments under the Income Tax Act 1961. There are no Previously Unrecorded Income and related assets that have been recorded in the Books of Accounts during the year.
- (ix) The company has not traded in Crypto Currency or Virtual Currency during the Financial Year.

**Note 42**

Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with current year's classification / disclosure.

**Signature to Schedule 1 to 42**FOR **MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.: 328746E

**Mamta Jain**

(Partner)

Membership No. :304549

UDIN :23304549BGYWIN3681

12, Waterloo Street, Kolkata - 700 069

Dated : 23rd day of May 2023

For and on Behalf of Board

**Rakesh Khemka**

Managing Director

(DIN : 00335016)

**Siddhi Khemka**

Director

(DIN : 10047954)

**Manmohan Saraf**

Director &amp; CFO

(DIN : 07246524)

**Sriti Singh Roy**

Company Secretary

Membership No. A42425

## INDEPENDENT AUDITOR'S REPORT

To

The Members Of

**Uma Exports Limited**

**Report on the Audit of the Consolidated Ind AS Financial Statements**

### Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Uma Exports Limited** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March, 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS 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, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2023, 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 Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated 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 Ind AS financial statements.

### Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report and Shareholder's Information but does not include the consolidated Ind AS financial statements and auditors' report thereon.

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

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

### Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS 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 the consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether

## INDEPENDENT AUDITOR'S REPORT

due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group and of its associate.

### Auditors' Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the 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 associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance the Holding Company and such other entities included in the consolidated Ind AS 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.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and financial statements and other financial information certified by the Management.

## INDEPENDENT AUDITOR'S REPORT

Our opinion is not modified in respect of this matter.

### Other Matters

- a. We did not audit the financial statements and other financial information, in respect of two subsidiary whose financial statements reflect total assets of Rs 2001.50 lacs as at 31st March, 2023, and total revenues of Rs 5392.25 lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements and other financial information, have been audited by other auditor whose financial statements and other financial information auditor's reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of the other auditor.

### Report on Other Legal and Regulatory Requirements

1. 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, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We and 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 Ind AS financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the report of other auditor.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated outside India, none of the directors of the Group companies incorporated in India, is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in the Annexure "A".
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, the company has not paid managerial remuneration to its directors during the year.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other Matter' paragraph:
    - i. The Group and its subsidiary do not have any pending litigations which would impact its financial position.
    - ii. The Group and its subsidiary did not have any long-term contracts including derivative contracts as at 31st March, 2023 for which necessary provisions, as required under the applicable law or Ind AS, has been made for material foreseeable losses, if any.
    - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company.
    - iv. (a) The respective Management of the Company, its subsidiary (incorporated outside India) have represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the

## INDEPENDENT AUDITOR'S REPORT

aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The respective Management of the Company, its subsidiary (incorporated outside India) have represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. Since the Holding Company had not declared and paid any dividend during the year, the question of commenting on whether the same is accordance with section 123 of the Companies Act 2013 does not arise.

2. With respect to the matters specified in clause (xxi) of paragraph and paragraph 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and the auditors of respective companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports of the said respective companies included in the consolidated financial statement except that on clause 3(vii)(a) of the Order as given in our CARO report of the standalone financial statements of the Holding Company .

For **Mamta Jain & Associates**

Chartered Accountants

Firm Registration No – 328746E

**(CA Mamta Jain)**

Partner

Membership No – 304549

UDIN: 23304549BGYWIM7749

Place: Kolkata

Date: 23rd day of May 2023

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

### ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

**(Referred to in paragraph 1(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on Consolidated Ind AS Financial Statements)**

#### **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 Ind AS financial statements of **Uma Exports Limited** as of and for the year ended 31<sup>st</sup> March, 2023, we have audited the internal financial controls over financial reporting of Uma Exports Limited (hereinafter referred to as "the Holding Company"), its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India & outside India as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India & outside 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS 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 system over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS 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 judgment, 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 other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Ind AS financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting with reference to these Ind AS financial statements**

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Ind AS financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS 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 Holding Company and its subsidiary companies, which are companies incorporated in India & outside India, have maintained in all material respects, adequate internal financial controls system over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at 31<sup>st</sup> March, 2023, 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 ICAI.

### Other Matters

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Ind AS financial statements in so far as it relates to one subsidiary companies incorporated outside India is based on the corresponding reports of the auditors of such subsidiary companies incorporated outside India.

Place: Kolkata  
Date: 23rd day of May 2023

For **Mamta Jain & Associates**  
Chartered Accountants  
Firm Registration No – 328746E  
**(CA Mamta Jain)**  
Partner  
Membership No – 304549  
UDIN: 23304549BGYWIM7749



## BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	2	545.82	242.61
Investment Properties	3	327.56	327.56
Financial Assets			
(a) Investments	4	422.98	319.45
(b) Other Financial Assets	5	2,974.30	1,052.32
Deferred tax assets (Net)	24	0.50	1.87
Other Non current assets	6	260.53	477.28
<b>Total Non-Current Assets</b>		<b>4,531.68</b>	<b>2,421.08</b>
<b>Current assets</b>			
Inventories	7	7,271.12	10,769.00
Financial Assets			
(a) Trade Receivables	8	12,442.66	6,350.42
(b) Cash and cash equivalents	9	4,083.82	2,448.21
(c) Bank Balance other than cash and cash equivalents	10	42.25	338.48
(d) Loans	11	50.87	-
(e) Other Financial Assets	12	61.70	64.35
Current Tax Assets(net)	13	203.79	37.14
Other Current Assets	14	4,136.35	3,280.56
<b>Total Current Assets</b>		<b>28,292.57</b>	<b>23,288.17</b>
<b>TOTAL ASSETS</b>		<b>32,824.25</b>	<b>25,709.25</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	15	3,380.98	2,498.63
(b) Other Equity	16	14,604.44	6,919.95
<b>Total Equity</b>		<b>17,985.42</b>	<b>9,418.58</b>
<b>LIABILITIES</b>			
<b>Non current liabilities</b>			
Financial Liabilities			
(a) Borrowings	17	117.28	58.45
Provisions	18	17.88	14.73
<b>Total Non-Current Liabilities</b>		<b>135.16</b>	<b>73.17</b>
<b>Current liabilities</b>			
Financial Liabilities			
(a) Borrowings	19	10,769.33	3,231.91
(b) Trade Payables	20	1,913.98	8,195.43
(c) Other Financial Liabilities	21	919.08	1,799.33
Provisions	22	1.51	0.90
Other current liabilities	23	1,099.76	2,989.93
<b>Total Current Liabilities</b>		<b>14,703.66</b>	<b>16,217.50</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>32,824.25</b>	<b>25,709.25</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

As per our report of even date  
FOR **MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**  
(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIM7749  
12, Waterloo Street, Kolkata - 700 069  
Dated : 23rd day of May 2023

## 1 to 42

For and on Behalf of Board

**Rakesh Khemka**  
Director  
(DIN : 00335016)

**Siddhi Khemka**  
Director  
(DIN : 10047954)

**Manmohan Saraf**  
Director & CFO  
(DIN : 07246524)

**Sriti Singh Roy**  
Company Secretary  
(Memb No. A42425)

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

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INCOME :</b>			
Revenue from operations	25	1,48,552.42	1,27,699.07
Other income	26	765.45	1,022.24
<b>Total Income</b>		<b>1,49,317.87</b>	<b>1,28,721.31</b>
<b>EXPENSES :</b>			
Purchases	27	1,30,982.46	1,15,382.82
Changes in inventories of Stock-in-Trade	28	3,497.88	-3,474.17
Employee benefits expense	29	254.97	160.68
Finance costs	30	507.32	1,195.71
Depreciation and amortization expense	31	34.02	16.88
Other expenses	32	10,325.82	12,184.56
<b>Total Expenses</b>		<b>1,45,602.47</b>	<b>1,25,466.49</b>
<b>Profit before tax</b>		<b>3,715.40</b>	<b>3,254.82</b>
<b>Tax expenses:</b>			
(1) Current tax		906.46	822.57
(2) Income Tax Adjustment		8.08	22.59
(3) Deferred tax Adjustment		(1.35)	(6.33)
<b>Profit for the year</b>		<b>2,802.21</b>	<b>2,415.99</b>
<b>Other Comprehensive Income:</b>			
<b>(1) Items that will not be reclassified to Statement of Profit and Loss</b>			
(a) Gain/(Loss) on fair valuation of investments		13.04	38.87
(b) Remeasurement gain/(loss) on defined benefit plan		2.19	1.28
(c) Foreign Currency Translation reserve(net)		103.72	27.87
(d) Income Tax relating to item that will not be reclassified to Statement of Profit and Loss		(2.72)	(7.98)
<b>Total Other Comprehensive Income for the Year</b>		<b>116.22</b>	<b>60.04</b>
<b>Total Comprehensive Income for the Year</b>		<b>2,918.43</b>	<b>2,476.03</b>
<b>Profit attributable to</b>			
Owners of the equity		2,802.21	2,415.99
Non-controlling interest		-	-
		<b>2,802.21</b>	<b>2,415.99</b>
<b>Other Comprehensive Income attributable to</b>			
Owners of the equity		116.22	60.04
Non-controlling interest		-	-
		<b>116.22</b>	<b>60.04</b>
<b>Total Comprehensive Income attributable to</b>			
Owners of the equity		2,918.43	2,476.03
Non-controlling interest		-	-
		<b>2,918.43</b>	<b>2,476.03</b>
Earnings per equity share:	33	<b>8.29</b>	<b>9.67</b>
(1) Basic		<b>8.29</b>	<b>9.67</b>
(2) Diluted			

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

As per our report of even date

FOR **MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.: 328746E

**Mamta Jain**

(Partner)

Membership No. :304549

UDIN :23304549BGYWIM7749

12, Waterloo Street, Kolkata - 700 069

Dated : 23rd day of May 2023

1 to 42

For and on Behalf of Board

**Rakesh Khemka**Director  
(DIN : 00335016)**Siddhi Khemka**Director  
(DIN : 10047954)**Manmohan Saraf**Director & CFO  
(DIN : 07246524)**Sriti Singh Roy**Company Secretary  
(Memb No. A42425)

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

(₹ in Lakhs)

## A. Equity share capital

## (1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Issued during the year	Balance at the end of the current reporting period
Amount	Amount	Amount	Amount	Amount
2,498.63	-	2,498.63	882.35	3,380.98
Nos	Nos	Nos	Nos	Nos
2,49,86,300		2,49,86,300	88,23,530	3,38,09,830

## (2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the year 2021-22	Balance at the end of the current reporting period
Amount	Amount	Amount	Amount	Amount
2,498.63	-	2,498.63	-	2,498.63
Nos	Nos	Nos	Nos	Nos
2,49,86,300		2,49,86,300		2,49,86,300

## B. Other Equity

	Reserve and Surplus		Fair Valuation through other comprehensive income	Foreign Currency Translation reserve	Total
	Security Premium Account	Retained Earnings			
As on 01st April 2021					
Balance at the Beginning of the year	129.25	4,287.79	(33.40)	60.27	4,443.92
Profit for the year	-	2,415.99	-		2,415.99
Other comprehensive income for the year(net of tax)	-	0.96	31.21	27.87	60.04
Transfer on derecognition of shares	-	9.77	(9.77)	-	
Balance at the end of the year (31.03.2022)	129.25	6,714.51	(11.96)	88.15	6,919.95
As on 31st March 2022					
Balance at the Beginning of the year	129.25	6,714.51	(11.96)	88.15	6,919.95
Profit for the period		2,802.21	-		2,802.21
Other comprehensive income for the year(net of tax)	-	1.64	10.87	103.72	116.22
Issue of Equity Shares during the year	5,117.65				5,117.65
Share issue expense	(351.59)	-	-	-	(351.59)
Balance at the end of the year 31.03.2023	4,895.31	9,518.35	(1.09)	191.86	14,604.44

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

As per our report of even date

FOR **MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.: 328746E

**Mamta Jain**

(Partner)

Membership No. :304549

UDIN :23304549BGYWIM7749

12, Waterloo Street, Kolkata - 700 069

Dated : 23rd day of May 2023

1 to 42

For and on Behalf of Board

**Rakesh Khemka**Director  
(DIN : 00335016)**Siddhi Khemka**Director  
(DIN : 10047954)**Manmohan Saraf**Director & CFO  
(DIN : 07246524)**Sriti Singh Roy**Company Secretary  
(Memb No. A42425)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023		As at 31st March, 2022	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax		3,715.40		3,254.82
<b>ADJUSTMENT FOR</b>				
Depreciation	34.02		16.88	
Interest Received	(162.76)		(99.90)	
Interest on IT refund	-		(4.13)	
Provision for employee benefits and others	3.15		2.25	
Profit on sale of Investments	(7.03)		(9.34)	
Profit on sale of PPE	-		(2.02)	
Interest Paid	507.32	374.69	1,195.71	1,099.46
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>				
<b>ADJUSTED FOR:</b>				
Trade And Other Receivable	(6,092.24)		(3,312.04)	
Inventories	3,497.88		(3,474.17)	
Other non current financial assets	216.75		(1,125.57)	
Financial loans	(50.87)			
Other Current/non Current Assets	(2,775.12)		3,045.32	
Trade Payables and others	(9,051.87)	(14,255.48)	4,811.12	(55.34)
CASH GENERATED FROM OPERATIONS		(10,165.39)		4,298.94
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		(10,165.39)		4,298.94
<b>Extra Ordinary Items</b>				
Expense of earlier Years.		-		-
<b>NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID</b>	-	(10,165.39)	-	4,298.94
Taxes Paid During The Year	(1,081.19)		(1,014.69)	
Income tax refund during the year	-	(1,081.19)	61.02	(953.67)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		(11,246.57)		3,345.27
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & Equipments	(337.23)		(353.02)	
Sale of Property, Plant & Equipments	-		2.51	
Sale/(Purchase) of non current investment	(80.66)		37.80	
Interest Received	162.76		99.90	
		(255.12)		(212.81)
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>		(255.12)		(212.81)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of share capital(net of share issue expense)	5,648.41		-	
Proceeds from Long Term Borrowings	58.84		(293.82)	
Proceeds From/(Repayment of) Short Term Borrowings	7,537.43		(629.90)	
Interest Paid	(507.32)		(1,195.71)	
Dividend Paid	-	12,737.36	-	(2,119.44)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		12,737.36		(2,119.44)
<b>D. NET (DECREASE) IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>	1,235.66		1,013.03	-
<b>Add:(Less) Foreign Currency Transaltion reserve</b>	103.72		27.87	

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023		As at 31st March, 2022	
	1,339.38		1,040.91	
<b>NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS</b>				
CASH AND CASH EQUIVALENTS				
AS AT 1-04-2022(01-04-2021)	2,786.69		1,745.78	
LESS: CASH AND CASH EQUIVALENTS				
AS AT 31-03-2023 (31-03-2022)	4,126.07		2,786.69	
		1,339.38		1,040.91

**Note:-**

- Figures in brackets represents cash outflow from respective activities.
- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement notified under the Companies (Accounting Standard) Rules, 2006.
- Previous year figures have been regrouped/rearranged wherever found necessary to make them comparable with those of the current year.

**The Schedules referred to above form an integral Part of the Balance Sheet referred to in our report of even date.**

FOR **MAMTA JAIN & ASSOCIATES**Chartered Accountants  
Firm Reg. No.: 328746E**Mamta Jain**

(Partner)

Membership No.: 304549

UDIN : 23304549BGYWIM7749

12, Waterloo Street, Kolkata - 700 069

Dated : 23rd day of May 2023

For and on Behalf of Board

**Rakesh Khemka**Director  
(DIN : 00335016)**Siddhi Khemka**Director  
(DIN : 10047954)**Manmohan Saraf**Director & CFO  
(DIN : 07246524)**Sriti Singh Roy**Company Secretary  
(Memb No. A42425)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### Note 1: Company Overview

Uma Exports Limited ("the Company") domiciled in India having its registered office at 28/1 Shakespeare Sarani, Kolkata-700017. The company was incorporated on 9<sup>th</sup> March, 1988 under the provision of the Companies Act, 1956. The company is engaged in the trading business of Sugar, Spices, Food grains, tea, pulses and related products. The subsidiary company is also engaged in the same business.

#### Note 1.1: Significant Accounting Policies

##### 1.1.1 Significant Accounting Policies

The principal accounting policies applied in the preparation of these Consolidated Ind AS financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### 1.1.2 Principle of Consolidation

The consolidated financial statements related to Uma Exports Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

### A. Basis of preparation of consolidated financial statements

#### (i) Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act'). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

#### (ii) Basis of measurement

The consolidated financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;

#### (iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and 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 and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities 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.

- (iv) The functional currency of the Company is the Indian Rupee. These consolidated financial statements are presented in Indian Rupees and all values are rounded to the nearest rupees, except when otherwise stated.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### B. Use of estimates

The preparation of the consolidated financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statement and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these consolidated financial statement have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statement in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statement.

### C. Critical accounting estimates

#### (i) Income taxes

The Company's major tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

#### (ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### (iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight-line method ("SLM"). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

Description of Asset	Estimated useful lives
Buildings	30 years
Computers and Printers, including Computer Peripherals (including server and networking)	3 -6 years
Office Equipments	5 years
Furniture and Fixtures	10 years
Motor Vehicles (including busses and trucks)	8-20 years
Plant and Machinery	15-20 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions. Assets individually costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

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 disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

On transition to Ind AS, the Company has considered carrying amount as per Previous GAAP as deemed cost.

### E. Investment properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

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

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

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

### F. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

#### Part I - Financial Assets

##### a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

##### Financial Assets at amortised cost and cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Investment in subsidiary and associate company are measured at cost

### Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

### Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### c) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these consolidated financial statement)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### Part II - Financial Liabilities

#### a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

#### b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

### Financial guarantee contracts

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

#### c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### d) Offsetting of financial instruments

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

### G. Derivative financial instruments and hedge accounting

#### Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

- H. The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss

#### I. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### J. Investment in Gold

Investment in Gold has been carried at cost since it does not meet the criteria to be classified as financial instrument.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

### K. Recognition of Revenue

Revenue from services is recognised on accrual basis and when the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of Service Tax, Goods and Service Tax and Value Added Taxes (VAT), and is net of discounts.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### L. Other Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

### M. Provisions and Contingent Liabilities

#### General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the consolidated financial statement. Payments in respect of such liabilities, if any are shown as advances.

### N. Accounting for Taxation of Income

#### (i) Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

#### (ii) Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statement and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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.

### O. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle 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

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 use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

### P. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

### Q. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of more than three months but remaining maturity less than 12 months from the date of acquisition, which are subject to an insignificant risk of changes in value.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### NOTE - 2

Sr. No	Particulars	Gross Block			Depreciation/Amortisation/Depletion			Net Block	
		As at 01.04.2021	Addition	Deletion	As at 01.04.2022	Addition during the year	Deletion	As at 31.03.2023	WDV as on 31.03.2022
	<b>Property, Plant &amp; Equipment</b>								
	<b>I Tangible Assets:</b>								
1	Land & building	40.46	-	-	40.46	-	-	2.79	37.68
2	Office Building	159.02	-	-	159.02	307.49	-	13.92	452.60
3	Motor Car	18.12	6.98	6.03	19.07	-	-	11.22	7.85
4	Computer	0.57	2.05	-	2.63	17.12	-	6.25	13.50
5	Plant & Machinery	34.29	-	-	34.29	-	-	19.24	15.05
6	Furniture & Fixture	2.16	4.35	-	6.50	-	-	2.27	4.24
7	Office Equipments	0.06	7.15	-	7.21	0.95	-	4.37	3.79
8	Air Conditioner	0.36	2.74	-	3.10	10.43	-	4.72	8.82
9	Moisture Machine	0.13	-	-	0.13	-	-	0.07	0.06
10	Mobile Phone	1.40	1.14	-	2.54	1.23	-	2.15	1.62
11	Weighing Machine	0.12	-	-	0.12	-	-	0.07	0.05
12	Xerox Machine	0.07	1.05	-	1.12	-	-	0.64	0.48
13	Motor Cycle	0.33	-	-	0.33	-	-	0.23	0.10
	<b>Total (I)</b>	257.10	25.46	-	276.53	337.23	-	67.94	545.82

2.1 Pursuant to the enactment of the Companies Act 2013, the company has applied the estimated useful life as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/ amortised over the revised/ remaining useful lives.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE - 3

## Investment Properties

Sr. No	Particulars	Gross Block			Depreciation/Ammortisation/Depletion			Net Block	
		As at 01.04.2021	Addition	Deletion	As at 01.04.2021	Addition/ deduction	As at 01.04.2022	As at 31.03.2023	WDV as on 31.03.2022
	<b>Investment Properties</b>								
	<b>I Tangible Assets:</b>								
1	Building	-	327.56	-	-	-	-	-	327.56
	<b>Total (I)</b>	-	327.56	-	-	-	-	327.56	327.56

## (ii) Fair value

Investment properties	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	327.56	327.56	-

## Estimation of fair value

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

1. current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
2. discounted cash flow projections based on reliable estimates of future cash flows
3. capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### NOTE 4

Investments	As at 31st March, 2023	As at 31st March, 2022
<b>Investment in equity shares, fully paid up (Quoted, at fair value through Other Comprehensive Income)</b>		
Bank of Baroda 2200 (31st March 2022 2,200 Equity Shares of ₹ 2 each)	3.71	2.46
Reliance Power Ltd. 1,35,301 (31 March 2022 301 ) Equity Shares of ₹ 10 each	3.51	4.77
Uniworth Ltd. 30000 (31 March 2022 30000 ) Equity Shares of ₹ 10 each	0.29	0.26
Lanco Infratech Ltd. 50000 (31 March 2022 50000 ) Equity Shares of ₹ 1 each	0.21	0.21
Visu Intl 5000 (31 March 2022 5000) Equity Shares of ₹ 10 each	0.00	0.00
Easun Capital market Ltd 1,78,639 (31 March 2022 NIL ) Equity Shares of ₹ 1 each	96.47	-
<b>Investment in mutual funds fully paid up (Unquoted, at fair value through profit or loss)</b>		
Union KBC dynamic bond fund 15,18,406.887 ( 31st March 2022 15,18,406.887) units of ₹ 10	299.75	291.97
-PFC Tax free bond	18.96	19.71
<b>Investment in bonds and others fully paid up (Unquoted, amortised cost)</b>		
-National Savings Certificate	0.08	0.08
<b>Total</b>	<b>422.98</b>	<b>319.45</b>
<b>Aggregate amount of Unquoted Investments</b>	318.79	311.76
<b>Aggregate amount of Quoted Investment</b>	104.19	7.69
<b>Market Value of Quoted Investment</b>	104.19	7.69
<b>Investments held in India</b>	422.98	319.45
<b>Investments outside India</b>	-	-

#### Note:

Further the Company had acquired 100% shares of U.E.I International FZE, a Company in United Arab Emirates in the year 2014 at fair value of INR 17,00,000. Shares purchase agreement was executed between Company and seller on November 13, 2014. Pursuant to the same, Company has not remitted the sale consideration for the acquisition of shares till date. Liability of sale consideration may arise on settlement of arbitration in Dubai, United Arab Emirates.

### NOTE 5

Other Financial Assets	As at 31st March, 2023	As at 31st March, 2022
<b>(Unsecured, Considered good)</b>		
Security Deposits	3.16	4.16
In Deposit Account (Original maturity more than 12 months)	2,971.13	1,048.16
<b>Total</b>	<b>2,974.30</b>	<b>1,052.32</b>

### NOTE 6

Other Non Current Assets	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured and considered good</b>		
Advance to suppliers outstanding more than 12 months	241.63	458.38
Capital Advances	17.60	17.60
Investment in Gold	1.15	1.15
Security Deposits	0.15	0.15
<b>Total</b>	<b>260.53</b>	<b>477.28</b>

### NOTE 7

Inventories	As at 31st March, 2023	As at 31st March, 2022
(at cost or net realisable value whichever is lower)		

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

a. Finished goods	7,271.12	10,769.00
<b>Total</b>	<b>7,271.12</b>	<b>10,769.00</b>

## NOTE 8

Trade Receivables	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured and considered good</b>		
Trade Receivables	12,442.66	6,350.42
<b>Total</b>	<b>12,442.66</b>	<b>6,350.42</b>

## Trade receivable ageing schedule

Particulars	Outstanding for following periods from the due date					Total as on 31-3-2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	11,411.40	939.64	18.54	-	73.08	12,442.66

Particulars	Outstanding for following periods from the due date					Total as on 31-3-2022
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	4,640.58	1,629.61	6.04	74.19	-	6,350.42

## NOTE 9

Cash and cash equivalents	As at 31st March, 2023	As at 31st March, 2022
Cash on Hand (As Certified by Management)		
- Indian Currency	4.93	1.64
- Foreign Currency	32.86	14.92
Balances with Banks		
- In Current Accounts	3,065.23	1,821.61
- In Foreign Currency Account	980.79	610.04
<b>Total</b>	<b>4,083.82</b>	<b>2,448.21</b>

## Note 10

Bank Balance other than cash and cash equivalents	As at 31st March, 2023	As at 31st March, 2022
Balances with Banks		
- In Deposit Account (Original maturity more than 3 months but remaining maturity less than 12 months)	42.25	338.48
<b>Total</b>	<b>42.25</b>	<b>338.48</b>

## NOTE 11

Loan	As at 31st March, 2023	As at 31st March, 2022
Current		
Unsecured, considered good		
Loans to other	50.87	-
<b>Total</b>	<b>50.87</b>	<b>-</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**NOTE 12**

<b>Other Financial Assets-Current</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Interest accrued on Fixed deposits	61.70	64.35
<b>Total</b>	<b>61.70</b>	<b>64.35</b>

**NOTE 13**

<b>Current Tax Assets(net)</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Taxes paid (net of provision for income tax)	203.79	37.14
<b>Total</b>	<b>203.79</b>	<b>37.14</b>

**NOTE 14**

<b>Other Current Assets</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Advance to Suppliers and Others	3,002.02	2,861.11
Advance to Staff	10.94	7.24
Prepaid Capital Expenditure	-	149.54
<b>Balance with Revenue Authorities</b>		
Duty Drawback Receivables	36.23	37.31
IGST Refundable	350.01	7.01
GST Input Credit	737.16	218.35
<b>Total</b>	<b>4,136.35</b>	<b>3,280.56</b>

**NOTE 15**

<b>Share Capital</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Authorised</b>		
40,000,000 Equity shares of ₹ 10 each (March 31, 2022 : 25,000,000 equity shares of ₹ 10 each)	4,000.00	2,500.00
<b>Issued, Subscribed &amp; Paid up</b>		
33,809,830 equity shares of ₹ 10 each (March 31, 2022 : 24,986,300 equity shares of ₹ 10 each)	3,380.98	2,498.63
<b>Total</b>	<b>3,380.98</b>	<b>2,498.63</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 15.1

The reconciliation of the Number of Shares Outstanding and the amount of Share Capital.:

Particulars	Equity Shares(31.03.2023)		Equity Shares(31.03.2022)	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,49,86,300	2,498.63	2,49,86,300	2,498.63
Shares Issued during the year	88,23,530	882.35	-	-
Shares outstanding at the end of the year	3,38,09,830	3,380.98	2,49,86,300	2,498.63

## NOTE 15.2

All the equity shares carry equal rights and obligations including for dividend and with respect to voting.

## NOTE 15.3

The details of Shareholders holding more than 5% shares:

Name of Shareholder	As at 31st March,2023		As at 31st March,2022	
	Numbers	Percentage	Numbers	Percentage
Rakesh Khemka	79,87,500	23.62%	79,87,500	31.97%
Sumitra Devi Khemuka	25,76,800	7.62%	25,76,800	10.31%
M.M.Khemuka & Sons(HUF)	28,20,000	8.34%	28,20,000	11.29%
Rakesh Kumar Khemka HUF	18,91,250	5.59%	18,91,250	7.57%
Sweta Khemka	34,37,250	10.17%	34,37,250	13.76%
Primerose Dealers (p) Ltd	34,30,000	10.14%	34,30,000	13.73%

## NOTE 15.4

The Company has not issued any securities convertible into equity / preference shares.

## NOTE 15.5

During any of the last five years from the period ended 31st March 2023.

- No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash.
- No shares were allotted as fully paid up by way of bonus shares.
- No shares were bought back.

## NOTE 15.6

Each holder of equity shares is entitled to one vote per share.

## NOTE 15.7

Details of shareholding of promoters

Share held by promoters at the end of the year	As at 31st March,2023		As at 31st March,2022		% change during the year
	Numbers	Percentage	Numbers	Percentage	
Rakesh Khemka	79,87,500	23.62%	79,87,500	31.97%	-8.34%
Seema Agarwal	70,000	0.21%	60,000	0.24%	-0.03%
Sumitra Devi Khemuka	25,76,800	7.62%	25,76,800	10.31%	-2.69%
Madan Mohan Khemuka	14,13,500	4.18%	14,13,500	5.66%	-1.48%
M.M.Khemuka & Sons(HUF)	28,20,000	8.34%	28,20,000	11.29%	-2.95%
Rakesh Kumar Khemka HUF	18,91,250	5.59%	18,91,250	7.57%	-1.98%
Sweta Khemka	34,37,250	10.17%	34,37,250	13.76%	-3.59%

Note : Change in holding percentage is due to increase in share capital during the year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### NOTE 15.8

The Company's median IPO opened for subscription on March 28, 2022 and closed on March 30, 2022 for 88,23,530 Equity Shares of Face Value INR 10/- each at a Issue Price of ₹68/- per share. The allotment of shares to the successful applicants were made on April 5, 2022. The equity shares of the Company have been listed on the BSE Limited and National Stock Exchange of India Limited w.e.f. April 7, 2022.

### NOTE 16

Other Equity	As at 31st March, 2023	As at 31st March, 2022
<b>a. Security Premium Account</b>		
At the beginning of the year	129.25	129.25
Add: Addition during the year	5,117.65	-
Less: Share issue expense	(351.59)	-
<b>At the end of the year</b>	<b>4,895.31</b>	<b>129.25</b>
<b>b. Retained earnings</b>		
At the beginning of the year	6,714.51	4,287.79
Add: Profit for the year	2,802.21	2,415.99
Add/(Less) Other Comprehensive income for the year	1.64	0.96
Add: Transferred from OCI	-	9.77
<b>At the end of the year</b>	<b>9,518.35</b>	<b>6,714.51</b>
<b>c. Other Comprehensive Income(net of taxes)</b>		
At the beginning of the year	-11.96	-33.40
Add: Other Comprehensive Income for the year	10.87	31.21
Less: Transfer to retained earnings	-	-9.77
<b>At the end of the year</b>	<b>-1.09</b>	<b>-11.96</b>
<b>d. Foreign currency translation reserve</b>		
At the beginning of the year	88.15	60.27
Add: Other Comprehensive income for the year	103.72	27.87
At the end of the year	191.86	88.15
<b>Total(A+B+C)</b>	<b>14,604.44</b>	<b>6,919.95</b>

Brief on nature of reserves

#### Securities premium:

Securities premium reserve represents premium received on issue of shares.

#### Retained earnings:

Represents transfer from the statement of profit and loss

#### Other Comprehensive Income:

Represents Gain/(Loss) on fair valuation of equity instruments

#### Foreign Currency Translation Reserve

Exchange differences related to the translation of the results and net assets of the Group's foreign operations from their functional currency to the Group's presentation currency (that is, INR) are recognised directly in the Other Comprehensive Income and accumulated in Foreign Currency Translation Reserve. Exchange difference accumulated in the Foreign Currency Translation Reserve are to be reclassified to Profit and Loss on the disposal of the foreign operation.

### NOTE 17

Borrowings- Non Current	As at 31st March, 2023	As at 31st March, 2022
Unsecured, Considered good		

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

From directors/shareholders	117.28	58.45
<b>Total</b>	<b>117.28</b>	<b>58.45</b>

Note - There is no default in repayment of either principle or interest amount of unsecured loans as on Balance sheet date

## NOTE 18

Provisions	As at 31st March, 2023	As at 31st March, 2022
Provision for Employee Benefits	17.88	14.73
<b>Total</b>	<b>17.88</b>	<b>14.73</b>

## NOTE 19

Borrowings-Current	As at 31st March, 2023	As at 31st March, 2022
<b>Secured - At Amortised Cost</b>		
<b>(a) Working Capital Loans, repayable on demand</b>		
Union Bank of India(In Packing Credit)	1,675.13	254.23
ICICI Bank (Cash Credit)	628.52	972.37
Union Bank (Cash Credit)	2,907.46	1,800.21
Axis Bank (Cash credit)	2,424.30	205.10
ICICI Bank (Packing Credit)	2,406.14	-
Union Bank (Bills purchase)	727.79	-
<b>Total</b>	<b>10,769.33</b>	<b>3,231.91</b>

## NOTE 19.1

Details of security for each type of borrowing :

Name of Lender	Nature of Facility	Purpose	Sanctioned Amount (₹ in lakhs.)	Securities offered	Re-Payment Schedule	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2023	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2022
Axis Bank Limited	Cash Credit/ WCDL/FCDL	Working Capital	4,000.00	Stock, Book Debts, HDFC MF Investments, FDs, LIC, NSC, FMP etc. Against documents of title to goods viz Bills of Lading/AWBs, Bills of Exchange, invoices, packing lists, certificates of origin or any other documents as specified under the terms of LCs	On Demand	2,424.30	205.10
	EPC/PCFC				180 days or expiry of contracts/ export LCs whichever is earlier		
	(FBP/FBD)/ EBRD/PSCFC				Maximum 180 days from the date of Shipment		
	LER		100.00	Unsecured			
ICICI Bank Limited	Cash Credit/ WCDL/FCDL/ EPC/FBP	Working Capital	4000.00	Stock, Book Debts, HDFC MF Investments, FDs, LIC, NSC, FMP etc. Against documents of title to goods viz Bills of Lading/AWBs, Bills of Exchange, invoices, packing lists, certificates of origin or any other documents as specified under the terms of LCs.	180 days or expiry of contracts/ export LCs whichever is earlier	628.52	972.37
	EPC/PCFC				In case of DA bills usance not exceeding 180 days	2,406.14	-
	FUBD/FBP						
	Derivates		320.00	Personal Guarantee		-	-

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Name of Lender	Nature of Facility	Purpose	Sanctioned Amount (₹ in lakhs.)	Securities offered	Re-Payment Schedule	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2023	Outstanding amount (₹ In lakhs) as on (as per Books) 31.03.2022
Union Bank of India	EPC/PCFC	Working Capital	5500.00 (including Adhoc limits of Rs. 5 Crores)	Primary Security: Hypothecation of stock and book debts, Counter indemnity and lien on FDR, Cash margin & stock procured under LC Collateral Security : Flat, Godown, DRIC, Union KBC Mutual funds, DRIC (cutback of 1 lacs p.m.) & existing deposit	On Demand	1,675.13	254.23
	Cash Credit	Working Capital			As per the terms of EPC	2,907.46	1,800.21
	Bill Purchase	Working Capital			As per contract	727.79	-
						10,769.33	3,231.91

### NOTE 19.2

The quarterly returns and statements of currents filed by the Company with the banks are in agreement with the books of accounts.

### NOTE 20

Trade payables	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of Micro and Small enterprises	-	-
Total outstanding dues of creditors other than of Micro and Small enterprises	1,913.98	8,195.43
<b>Total</b>	<b>1,913.98</b>	<b>8,195.43</b>

Particulars	Outstanding for following periods from the due date of payment				Total as on 31-3-2023
	Less than 1 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,642.07	266.65	-	5.26	1,913.98

Particulars	Outstanding for following periods from the due date of payment				Total as on 31-3-2023
	Less than 1 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	8,090.38	-	105.04	-	8,195.43

### NOTE 21

Other Financial Liabilities	As at 31st March, 2023	As at 31st March, 2022
Liabilities for Expenses	667.24	1,555.09
Employee Benefit Obligation	14.84	7.24
Liability against purchase of property	237.00	237.00
<b>Total</b>	<b>919.08</b>	<b>1,799.33</b>

### NOTE 22

Provisions	As at 31st March, 2023	As at 31st March, 2022
Provision for Employee Benefits	1.51	0.90
<b>Total</b>	<b>1.51</b>	<b>0.90</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 23

Other Current Liabilities	As at 31st March, 2023	As at 31st March, 2022
Statutory dues	41.67	73.20
Advances from Customers	1,047.51	2,907.40
Other liability	10.58	9.33
<b>Total</b>	<b>1,099.76</b>	<b>2,989.93</b>

## Note 24

	As at 31st March, 2023	As at 31st March, 2022
(a) <b>Deferred Tax Liabilities/Assets (net)</b>		
(i) <b>Deferred Tax Liabilities</b>		
Fair valuation of Investments through profit or loss	11.52	10.72
Fair valuation of Investments through other comprehensive income	0.62	-
	<b>12.15</b>	<b>10.72</b>
(ii) <b>Deferred Tax Assets</b>		
Property, plant and equipment through profit or loss	7.77	7.11
Provision for employee benefits	4.88	3.93
Fair valuation of Investments through other comprehensive income	-	1.54
	<b>12.65</b>	<b>12.59</b>
<b>Net Deferred Tax Assets(net)</b>	0.50	1.87
<b>Net Deferred Tax Liabilities(net)</b>	-	-
Charged to Equity	-	-
Charged Profit or loss	(1.35)	(6.33)
Charged to Other Comprehensive Income	<b>(2.72)</b>	<b>(7.98)</b>
	As at 31st March, 2023	As at 31st March, 2022
(b) <b>Tax expense</b>		
Income tax recognised in profit and loss		
Current tax expense	906.46	822.57
Income adjustment for earlier year	8.08	22.59
Deferred tax expense	(1.35)	(6.33)
Total Income tax expense	913.19	838.83
<b>Income tax recognised in OCI</b>		
Current tax expense	-	4.89
Deferred tax expense	2.72	2.59
	<b>2.72</b>	<b>7.48</b>
(c) Reconciliation of statutory rate of tax and effective rate of tax:		
Profit before income tax	3,715.40	3,254.82
Enacted Income tax rate	25.17%	25.17%
Current tax provision on Profit before income tax at enacted income tax rate in India	935.09	819.17
Adjustment for:		
Interest income-exempted	(0.32)	(0.32)
Adjustment for earlier year	8.08	22.59
Others*	3.50	(1.74)
Net Tax Liability	946.35	839.70
Effective Tax rate	25.47%	25.80%

\*Others is related to different tax rate for capital gains etc.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

**NOTE 25**

<b>Revenue from operation</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Sale of products		
-Exports	86,409.93	40,035.23
-Domestic	61,506.02	80,557.23
High seas sale	636.48	7,106.60
<b>Total</b>	<b>1,48,552.42</b>	<b>1,27,699.07</b>

**NOTE 26**

<b>Other Income</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Dividend	0.06	0.05
Duty Drawback	102.81	44.10
Exchange Rate Differences	273.34	246.06
Insurance Claim Received	60.32	20.35
ECGC Claim received	-	114.54
Interest on IT refund	-	4.13
Interest Received from PFC Tax Free Bond	1.27	1.28
Interest Received on Loan & Advances/fixed deposits	162.76	99.90
Misc. Income	1.93	42.35
Profit on sale of motor car	-	2.02
Rate Weight & Quality Discount	0.15	4.14
Washout Charges	155.77	433.98
Gain on Fair Value of Current Investment carried at FVTPL	7.03	9.34
<b>Total</b>	<b>765.45</b>	<b>1,022.24</b>

**NOTE 27**

<b>Purchases</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Purchases		
-Imports	31,155.70	50,052.26
-Domestic	99,826.76	65,266.82
-High seas	-	63.73
<b>Total</b>	<b>1,30,982.46</b>	<b>1,15,382.82</b>

**NOTE 28**

<b>CHANGES IN INVENTORIES</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
STOCK IN TRADE		
At the beginning of the Period	10,769.00	7,294.84
At the end of the Period	7,271.12	10,769.00
<b>Total</b>	<b>3,497.88</b>	<b>-3,474.17</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## NOTE 29

Employee Benefits Expense	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salary Bonus & Exgratia & Leave Charges	160.26	72.52
Directors Remuneration	84.00	79.64
Fooding Expenses	0.32	0.51
Staff Welfare	8.40	7.46
Employers Contribution to PF	1.37	0.22
Employers Contribution to ESI	0.61	0.34
<b>Total</b>	<b>254.97</b>	<b>160.68</b>

## NOTE 30

Finance costs	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest on Loan	371.71	366.51
Other borrowing costs	135.61	111.09
Interest on procurment	-	718.11
<b>Total</b>	<b>507.32</b>	<b>1,195.71</b>

## NOTE 31

Depreciation & Amortization	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Depreciation on Property, Plant and Equipment	34.02	16.88
<b>Total</b>	<b>34.02</b>	<b>16.88</b>

## Note 32

Other Expenses	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Direct Expense</b>		
Carriage Inward & Freight	5,990.79	3,569.24
Clearing & Forwarding charges	1,345.69	736.79
Import Duty & Permit Charges	441.73	4,676.61
Inspection Charges (Import/Export)	78.82	30.76
Material Handling Charges	454.42	560.69
Other Expenses (Import/Export)	123.32	40.78
Phytosanitary Charges	59.64	297.42
Rent/Ware House Charges	459.50	547.94
Weighment Charges	5.41	5.33
<b>Total (A)</b>	<b>8,959.33</b>	<b>10,465.56</b>
<b>Administrative expenses</b>		
Computer Maintainance	0.35	3.27
Conveyance Charges	0.95	1.50
Courier Charges	2.18	0.92
CSR expenditure(Note 40)	2.50	14.94
Demat Charges	0.37	-
Directors sitting fees	4.20	2.10
Documentation Charges/Bank charges	75.38	21.46
Electric Charges	7.38	3.94
Filling Fees	13.12	15.79
Fumigation Charges	24.76	24.71

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(₹ in Lakhs)

<b>Other Expenses</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
General Expenses	1.86	6.01
Godown Maintainance	2.07	2.00
Insurance Charges	81.87	130.85
Legal Expenses	0.25	0.12
Loss on Commodity Hedging/trading	21.73	0.01
Membership , Registration charges	1.14	12.58
Miscellaneous Charges	5.68	13.47
Motor Car Expenses	2.72	2.79
Office Expenses	56.20	35.03
Packing Charges	0.83	2.77
Printing & Stationery	5.46	2.46
Professional/Consultation Charges	79.32	152.51
Rates & Taxes	108.43	101.81
Repairs & Maintainance	0.14	0.22
Investment write off	-	0.00
Rounded off	0.01	0.00
Subcription	2.56	1.10
Telephone Charges	1.36	2.45
Trade Licence Fees	0.16	0.21
Travelling Expenses	43.85	19.06
	-	-
<b>Selling &amp; Distribution Expenses</b>	-	-
Advertisement	41.34	18.84
Commission	737.32	685.08
Discount	-	403.50
Royalty charges	10.30	6.24
Sales Promotion	12.15	1.95
Sampling Charges	-	2.20
Warfage Charges	16.07	22.68
	-	-
<b>Remuneration to Auditors</b>	-	-
Audit Fee	2.50	4.42
<b>Total (B)</b>	<b>1,366.49</b>	<b>1,719.00</b>
<b>Total(A+B)</b>	<b>10,325.82</b>	<b>12,184.56</b>

**Note 33**

<b>Earning per share (EPS) (IND AS 33)</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Numerator used for Calculating basic and diluted Earning Per Share - Profit After Taxation	2,802.21	2,415.99
Weighted average no. of Shares used as denominator for Calcluating EPS.	3,38,09,830	2,49,86,300
Nominal Value Per Share	10.00	10.00
<b>Basic and Diluted Earning Per Share</b>	<b>8.29</b>	<b>9.67</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## Note 34

Payment to Auditor as	For the year ended 31st March, 2023	For the year ended 31st March, 2022
a. Statutory audit fee	2.50	4.42
<b>Total</b>	<b>2.50</b>	<b>4.42</b>

## Note: 35

## Employee benefits

## Defined benefit plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Details of actuarial valuation as on 31st March 2023:

Particulars	31st March, 2023 Gratuity	31st March, 2022 Gratuity
A. Change in defined benefit obligation		
1. Defined benefit obligation at the beginning of the year	15.63	13.38
2. Service cost		
(a) Current service cost	4.82	2.56
(b) Past service cost	-	-
(c) (Gain)/Loss on settlement		
3. Interest expenses	1.13	0.97
4. Cash flows		
(a) Benefit payments from employer		
(b) Settlement payments from employer		
5. Re-measurement (or Actuarial (gain)/losses) arising from:		
- change in demographic assumptions		
- change in financial assumption		
- experience variance (i.e. actual experience vs assumptions)	(2.19)	(1.28)
- others		
6. Adjustment for Gratuity liability for earlier years	-	-
7. Defined benefit obligation at the end of period	19.40	15.63
B. Amounts recognised in the Balance Sheet		
Defined benefit obligation	19.40	15.63
C. Other Comprehensive Income		
Re-measurement		
- change in demographic assumptions		-
- change in financial assumption		-
- experience variance (i.e. actual experience vs assumptions)	(2.19)	(1.28)
- others		
<b>Component of defined benefit costs recognised in Other Comprehensive Income (OCI)/retained earning</b>	<b>(2.19)</b>	<b>(1.28)</b>
D. Expense recognised in the Income Statement		
a. Current service cost	4.82	2.56
b. Past service cost		
c. Interest cost	1.13	0.97
d. Actuarial (gain)/losses		-
<b>Total P&amp;L expenses</b>	<b>5.95</b>	<b>3.53</b>
E. Net defined benefit liability/(asset) reconciliation		
Net defined benefit liability/(asset) at the beginning of the period	15.63	13.38

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Particulars	31st March, 2023	31st March, 2022
	Gratuity	Gratuity
- Expense recognised in the Income Statement	5.95	3.53
- Expense recognised in the Other Comprehensive Income	(2.19)	(1.28)
- Employer Contributions		-
- Benefits paid		-
- Net acquisition/Business Combinations/Others		-
<b>Net Liability/(asset) recognised in the balance sheet at the end of period</b>	<b>19.40</b>	<b>15.63</b>

### Note: 35.1

#### Employee benefits

	31st March 2023		31st March 2022	
	Gratuity		Gratuity	
F. Sensitivity analysis	Decrease	Increase	Decrease	Increase
Discount rate (-/+ 1%)	1.93	(1.68)	1.33	(1.16)
% change compared to base due to sensitivity	10.00%	-9.00%	10.00%	-9.00%
Salary Growth rate (-/+ 1%)	(1.73)	1.96	(1.19)	1.35
% change compared to base due to sensitivity	-9.00%	10.00%	-9.00%	10.00%
Attrition rate (-/+ 1%)	(0.17)	0.13	(0.19)	0.17
% change compared to base due to sensitivity	-1.00%	1.00%	-1.00%	1.00%

#### Maturity profile of Defined Benefit Obligation

Weighted average duration(based on discounted cashflow)

16 years

Expected cash flows over next(valued on undiscounted basis)	31st March 2023	31st March 2022
	Gratuity	Gratuity
1 year	1.5	1.4
2 to 5 years	1.6	1.3
More than 5 year	16.3	10.9

#### Summary of assets and liability (Balance Sheet Position)

#### Division of Defined benefit obligation (Current/Non Current) at the of the period

Particulars	31st March 2023	31st March 2022
	Gratuity	Gratuity
Current defined benefit obligation	1.51	0.90
Non Current defined benefit obligation	17.88	14.73
Total defined benefit obligation	19.40	15.63

#### The key assumptions used in the calculations are as follows

Financial assumptions	31st March 2023	31st March 2022
Discount rate	7.5% p.a	7.25% p.a
Rate of increase in salaries	5% p.a	5% p.a
Demographic assumptions		
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Normal retirement age	60 years	60 years
Attrition rates, based on age(% p.a) for all ages	5.00	5.00

### NOTE : 36

#### AS Per IND AS- 24 Related Party Disclosures:

#### RELATED PARTY DISCLOSURE :

#### (i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exist and also related parties with whom transactions have taken place and relationships:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

## List of related parties with whom transactions have taken place during the year

STATUS	NAME OF THE RELATED PARTY
Key Managerial Personnel	Rakhesh Khemka Manmohan Saraf Sriti Singh Roy
Relative of Key Managerial Personnel	Madan Mohan Khemuka Sumitra Devi Khemuka Sweta Khemka Siddhi Khemka
Entities under common control	Uma Agro Exports Pvt Ltd Agrocomm Trading Co Pvt Ltd Agrocomm International M M Khemuka & Sons HUF Rakesh Kumar Khemka HUF
Foreign Subsidiary	UEL International FZE(100% Subsidiary,Dubai) Graincomm Australia PTY Ltd (100% Subsidiary, Australia)

## ii) Transactions during the year with related parties :

S. No	Nature of Transaction	Key Managerial Personnel	Relatives	Associates Companies	100% Subsidiary	Others	Total
1.	Purchase of Goods	-	-	216.40	202.31	-	418.71
		-	-	185.43	586.31	-	771.74
2.	Sale of goods	-	-	42.39	1,376.61	-	1,419.00
		-	-	1,637.37	1,280.02	-	2,917.39
3.	Remuneration/Salary	89.70	0.60	-	-	-	90.30
		83.98	8.50	-	-	0.12	92.60
4.	Interest on Loans and Advances Taken	-	3.00	7.26	-	-	10.26
		27.45	9.89	6.46	-	-	43.80
5.	Commission Paid	-	-	-	-	-	-
		-	6.30	-	-	-	6.30
6.	Loan and advances taken.	-	225.00	-	-	-	225.00
		-	-	18.00	-	-	18.00
7.	Loan and advances taken Returned.	-	175.00	0.40	-	-	175.40
		324.89	312.00	17.15	-	-	654.04
Balance as at 31st March							
8.	Unsecured Borrowings	-	52.70	64.58	-	-	117.28
		-	-	58.45	-	-	58.45
9.	Trade Receivables	-	-	16.48	-	-	16.48
		-	-	123.90	-	-	123.90
10.	Trade Payables	-	-	-	202.31	-	202.31
		-	-	70.20	586.31	-	656.50

Note : Figures in Italic represents Previous Year's amount.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

### Disclosure in Respect of Material Related Party Transaction during the year :

Particulars	Relationship	2022-2023	2021-2022
<b>1 Purchase of Goods</b>			
Uma Agro Exports Pvt Ltd	Associates	216.40	140.33
Agrocomm International	Associates	-	45.10
UEL International FZE	100% Subsidiary	202.31	586.31
<b>2 Sale of goods</b>			
Agrocomm International	Associates	42.39	432.20
Uma Agro Exports Pvt Ltd	Associates	-	1,205.17
UEL International FZE	100% Subsidiary	1,376.61	1,280.02
<b>3 Remuneration/Salary</b>			
Rakesh Khemka	Key Managerial Personnel	72.00	72.00
Manmohan Saraf	Key Managerial Personnel	12.00	8.00
Sibani Dutta	Director	-	0.12
Madan Mohan Khemuka	Relative of KMP	0.60	4.50
Sriti Singh Roy	Key Managerial Personnel	5.70	3.98
Siddhi Khemka	Relative of KMP	-	4.00
<b>4 Interest Paid</b>			
Sumitra Devi Khemuka	Relative of KMP	-	0.20
MM Khemuka & Sons HUF	Associates	3.53	2.94
Rakesh Kumar Khemka HUF	Associates	3.73	3.52
Sweta Khemka	Relative of KMP	3.00	9.69
Rakesh Khemka	Key Managerial Personal	-	27.45
<b>5 Commission Paid</b>			
Madan Mohan Khemuka	Relative of KMP	-	6.30
<b>6 Loan and advances taken.</b>			
Sweta Khemka	Relative of KMP	225.00	-
MM Khemuka & Sons HUF	Associates	-	18.00
<b>7 Loan and advances taken Returned.</b>			
Rakesh Khemka	Key Managerial Personal	-	324.89
M M Khemuka & Sons HUF	Associates	0.20	-
Rakesh Kumar Khemka HUF	Associates	0.20	17.15
Sweta Khemka	Relative of KMP	175.00	309.69
Sumitra Devi Khemka	Relative of KMP	-	2.30
<b>Balance as at 31st March</b>		<b>31.03.2023</b>	<b>31.03.2022</b>
<b>1 Unsecured Borrowings</b>			
M M Khemuka & Sons HUF	Associates	31.39	28.41
Rakesh Kumar Khemka & Sons HUF	Associates	33.19	30.03
Sweta Khemka	Relative of KMP	52.70	-
<b>2 Trade receivables</b>			
UMA Agro Exports Pvt Ltd	Associates	-	123.90
Agrocomm International	Associates	16.48	-
<b>3 Trade Payables</b>			
UEL International FZE	100% Subsidiary	<b>202.31</b>	<b>586.31</b>
Uma Agro Exports Pvt Ltd	Associates	-	<b>70.20</b>

### Terms and conditions of transactions with related parties :

The transactions with related parties are made on terms equivalent to those prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash.

### 37 Financial Instrument and Related Disclosures.

#### A. The carrying value and fair value of financial instruments by categories are as follows:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

	As at 31st March 2023	As at 31 March 2022
<b>Financial assets at measured at fair value through Other Comprehensive income</b>		
Investments	104.19	7.69
<b>Financial assets at measured at fair value through profit and loss</b>		
Investments	318.71	311.68
<b>Financial assets at measured at amortised cost</b>		
Investments	0.08	0.08
Trade receivable	12,442.66	6,350.42
Cash and cash equivalents	4,083.82	2,448.21
Bank Balance other than cash and cash equivalents	42.25	338.48
Loans	50.87	-
Other financial asstes	3,036.00	1,116.67
	<b>20,078.58</b>	<b>10,573.23</b>
<b>Financial liabilities measured at amortised cost</b>		
Borrowings	10,886.62	3,290.35
Trade payable	1,913.98	8,195.43
Other financial liabilities	919.08	1,799.33
	<b>13,719.67</b>	<b>13,285.11</b>

**B. Fair value hierarchy**

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

Particulars	Level 1	Level 2	Level 3
Assets at fair value as at 31st March, 2023			
Equity shares	104.19	-	-
Mutual Funds	-	-	318.71
	<b>104.19</b>	<b>-</b>	<b>318.71</b>
Assets at fair value as at 31st March, 2022			
Equity shares	7.69	-	-
Mutual Funds	-	-	311.68
	<b>7.69</b>	<b>-</b>	<b>311.68</b>

**C. Financial risk management objectives and policies**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews / audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

**(i) Market risk**

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for commodities). The above risks may affect the Company's income and expenses and / or value of its investments. The Company's exposure to and management of these risks are explained below-

**(a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rates primarily to the Company's short-term borrowing. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. since all the borrowings are on floating rate, no significant risk of change in interest rate.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

(₹ in Lakhs)

Company's floating rate borrowing as on 31-3-2023 and 31-3-2022 ₹ 10,769.33 lacs and ₹ 32,31.90 lacs. A 1% change in interest will have impact of increase/(decrease) in interest by ₹ 107.70 lacs and Rs. 32.32 lacs respectively.

### (b) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to risk of changes in foreign exchange rates relates primarily to import of raw materials, spare parts, capital expenditure & Exports of finished goods.

When a derivative is entered for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedge exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency forwards to hedge exposure to foreign currency risk."

### (c) Commodity risk

Commodity price risk for the Company is mainly related to fluctuations of raw materials prices linked to various external factors, which can affect the production cost of the Company actively manages inventory and in many cases sale prices are linked to major raw material prices. Energy costs is also one of the primary costs drivers, any fluctuation in fuel prices can lead to drop in operating margin. To manage this risk, the Company enters into long-term supply agreement for power, identifying new sources of supply etc. Additionally, processes and policies related to such risks are reviewed and managed by senior management on continuous basis.

### (ii) Credit risk

Credit risk arises when a customer or counter party does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with banks, mutual fund investments, and investments in debt securities, foreign exchange transactions and financial guarantees.

#### Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined. Wherever the company assesses the credit risk as high the exposure is backed by either letter of credit or security deposits. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

#### Investments, Derivative Instruments, Cash and Cash Equivalent and Bank Deposit

Credit Risk on cash and cash equivalent, deposits with the banks/ financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed banks and Financial Institutions.

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of mutual funds. These Mutual Funds and Counterparties have low credit risk.

### (iii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of fund through an adequate amount of credit facilities to meet obligations when due. The company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023

The table below summarizes the maturity profile of the Company's financial liabilities:

(₹ in Lakhs)

	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>As at 31st March 2023</b>				
Borrowings	10,769.33	117.28	-	10,886.62
Trade Payables	1,642.07	271.91	-	1,913.98
Other financial liability	682.08	237.00	-	919.08
	13,093.48	626.19	-	13,719.67
<b>As at 31st March 2022</b>				
Borrowings	3,231.91	58.45	-	3,290.35
Trade Payables	8,090.38	105.04	-	8,195.43
Other financial liability	1,799.33	-	-	1,799.33
	13,121.62	163.49	-	13,285.11

**(iv) Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, and short term borrowings, and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The following table summarises the capital of the Company:

	As at 31st March 2023	As at 31 March 2022
Borrowings	10,886.62	3,290.35
Less: Cash and cash equivalents	4,083.82	2,448.21
Net debt	6,802.80	842.14
Equity	3,380.98	2,498.63
Total Capital (Equity+ Net Debt)	10,183.78	3,340.77

The Company's management reviews the capital structure of the Company on a need basis when planning any expansions and growth strategies.

**38 Analytical Ratio**

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	Variance %	Reason for Variance	Remarks
Current ratio	28,292.57	14,703.66	1.92	1.50	28.28%	The Company's current assets has increased and Current liability has decreased	Numerator: Current Assets Denominator: Current Liabilities
Debt Equity Ratio	10,886.62	17,985.42	0.61	0.35	72.94%	The Company's debt has increased	Numerator: Debt Denominator: Total Equity
Debt Service Coverage ratio	4,121.12	371.71	11.09	4.02	175.80%	Due to decrease in interest cost of the Company in comparison to last year	Numerator: EBITDA Denominator: Interest Expenses
Return on Equity Ratio	2,802.21	17,985.42	15.58%	25.65%	-39.26%	The shareholders equity has increased	Numerator: Profit After Tax Denominator: Total Equity
Inventory Turnover ratio	1,48,552.42	9,020.06	16.47	14.14	16.47%	Not Applicable	Numerator: Sales Denominator: Average Inventory
Trade receivable turnover ratio	1,48,552.42	9,396.54	15.81	27.20	-41.88%	The Trade receivables of the Company has increased	Numerator: Sales Denominator: Average Accounts Receivables

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	Variance %	Reason for Variance	Remarks
Trade payables turnover ratio	1,30,982.46	5,054.70	25.91	17.65	46.82%	Purchases of the Company has increased	Numerator: Purchases Denominator: Average Trade Payables
Net Capital Turnover ratios	1,48,552.42	13,588.91	1093%	1573.00%	-30.50%	Annual revenue of the Company has increased	Numerator: Annual Revenue Denominator: Net working Capital
Net Profit ratio	2,802.21	1,48,552.42	1.89%	1.89%	-0.19%	Not Applicable	Numerator: Profit After Tax Denominator: Total Revenue
Return on Capital Employed	4,087.11	20,806.79	19.64%	36.32%	-45.92%	The Capital employed of the Company has increased	Numerator: EBIT Denominator: Average Capital Employed

**Note 39**

Contingent liabilities (To the extent not provided for) (IND AS 37)-

Aggregate amount of Investments for which cost as on the date of has been considered as deemed cost is Rs. 10.09 lacs. Further the Company had acquired 100% shares of U.E.I International FZE, a Company in United Arab Emirates in the year 2014 at fair value of INR 17.00 lacs. Shares purchase agreement was executed between Company and seller on November 13, 2014. Pursuant to the same, Company has not remitted the sale consideration for the acquisition of shares till date. Liability of sale consideration may arise on settlement of arbitration in Dubai, United Arab Emirates.

**Note 40****Corporate Social Responsibility****The Company is covered under section 135 of the Companies Act.**

- amount required to be spent by the Company during the year : ₹ 39.72 lacs
- amount of expenditure incurred : 2.50 lacs
- shortfall at the end of the year : ₹ 37.22 lacs
- Total of previous year shortfall: NIL
- Reason for shortfall : The company could not identify suitable channel and NGO partner for this purpose and accordingly was deposited un Un-spent CSR account.
- nature of CSR activities : Educational & Medical
- details of related party transactions : Nil

**Note 41****Additional Regulatory Requirements**

- Loans and advances has not been granted to Related Parties during the year and there is no outstanding at the close of Financial Year
- The Company does not have any work in progress
- The Company does not have any Intangible Assets under Development
- No proceeding have been initiated or pending against the Company for holding any Benami Property under the Benami Transactions(Prohibitions) Act 1988 and the rules made thereunder
- The Company is not declared as Willful Defaulter by any bank or financial institution or other Lender.
- No Scheme of Arrangement has been proposed by the Competent Authority in terms of Section 230 to Section 237 of the Companies Act, 2013.
- A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in Lakhs)

("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. No funds have been received by the company from any persons or entities, including foreign entities (Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, 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.

(viii) The Company does not have any transactions not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the Tax Assessments under the Income Tax Act 1961. There are no Previously Unrecorded Income and related assets that have been recorded in the Books of Accounts during the year.

(ix) The company has not traded in Crypto Currency or Virtual Currency during the Financial Year.

**Note 42**

Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with current year's classification / disclosure.

The figures have been rounded off to nearest rupee.

**Signature to Schedule 1 to 42**FOR **MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**

(Partner)  
Membership No. :304549  
UDIN :23304549BGYWIM7749  
12, Waterloo Street, Kolkata - 700 069  
Dated : 23rd day of May 2023

For and on Behalf of Board

**Rakhesh Khemka**

Director  
(DIN : 00335016)

**Siddhi Khemka**

Director  
(DIN : 10047954)

**Manmohan Saraf**

Director & CFO  
(DIN : 07246524)

**Sriti Singh Roy**

Company Secretary  
(Memb No. A42425)





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