



ANNUAL REPORT

Financial Year 2023-24

Gayatri Rubbers And Chemicals Limited



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CORPORATE INFORMATION

BOARD OF DIRECTORS

MANOJ KUMAR AGGARWAL

Whole-time director

SHILP CHOTAI

Managing Director

UTSAV CHOTAI

Whole-time director

SAMEER PRAVINBHAI RANINGA

Director

FAHAD ABDULAZIZ PATEL

Director

JASPREET KAUR

Director

REGISTERED OFFICE

Industrial Shed Plot No. 675, Sector-69 IMT,
Faridabad, Ballabgarh, Haryana- 121004

CORPORATE IDENTIFICATION NUMBER

(CIN): L25209HR2022PLC102495

WEBSITE

<https://gayatrirubberchemicals.com>

KEY MANAGERIAL PERSONNEL

UTSAV CHOTAI

Chief Financial Officer

ROLI JAIN

Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s VAPS & Co., Chartered Accountants

SECRETARIAL AUDITORS

M/s Akash & Co., Practicing Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New
Delhi - 110 020

Tel: 011-40450193-97

Email: admin@skylinerta.com

Website: <https://www.skylinerta.com/>

SEBI Registration Number: INR000004058

BANKERS

HDFC Bank Limited

SHARES LISTED AT

National Stock Exchange of India Limited

(SME EMERGE)



MANAGING DIRECTOR MESSAGE TO SHAREHOLDERS

Dear Stakeholders,

On behalf of the Board of Directors, it is my privilege to present the 2nd Annual Report for the Financial Year ending on March 31, 2024 ("F.Y. 2023-24") of Gayatri Rubbers and Chemicals Limited.

It is with the utmost pleasure that I address you. I trust this correspondence finds you in excellent health.

Our steadfast dedication to value creation is evident in our continuous endeavors to enhance our organizational capabilities and fortify our competitive edge through the practice of transparent business principles. Our ambition is centered on furthering the resilience of our corporate entity beyond its previous standing.

I extend my sincere appreciation to our employees for their unwavering commitment during challenging periods. Our focus has been on safeguarding the well-being of our workforce in tandem with ensuring the financial health of the Company.

Utmost gratitude is owed to our Shareholders, Bankers, and esteemed Stakeholders for their unwavering trust and confidence. Your endorsement has been pivotal in propelling us toward strategies that are aligned with the enduring interests of the Company. We anticipate the continuation of this mutual relationship in the foreseeable future.

With Warm Regards,

Shilp Chotai
Managing Director
Gayatri Rubbers and Chemicals Limited



WHOLE TIME DIRECTOR MESSAGE TO SHAREHOLDERS

Dear Shareholders,

I am pleased to address you as the Director of Gayatri Rubbers and Chemicals Limited. It is with a sense of pride and gratitude that I share our recent achievements and outline our path forward.

Our company has made significant strides over the past year, a testament to the dedication and expertise of our team. From our production staff to our factory employees, every member has contributed to our ongoing success with unparalleled commitment and hard work.

The rubber manufacturing industry continues to evolve, driven by advancements in technology and growing demand across various sectors. As industries such as automotive, aerospace, and construction expand, so too does the need for high-quality rubber products. Innovations in materials science and engineering are reshaping the market, presenting both opportunities and challenges. Staying ahead in this dynamic environment requires continuous investment in research, development, and quality assurance.

Our focus remains on driving innovation within our product lines, particularly in developing advanced rubber gaskets for various sectors. To support this, we are investing in Research and Development, enhancing our quality control processes, and sourcing the highest quality raw materials at competitive prices. These initiatives are critical to ensuring that we deliver superior products while maintaining our competitive edge in the market.

We deeply value the trust and support of our shareholders, who have been integral to our journey from the outset. Our mission is to consistently meet and exceed the expectations of our clients by providing exceptional products and comprehensive service from order placement through to after-sales support. We believe that a satisfied customer is the cornerstone of our business success.

Thank you for your continued faith in Gayatri Rubbers and Chemicals Limited. We are dedicated to sustaining our growth and achieving new milestones together.

Warm regards,

Manoj Aggarwal
Whole time Director,
Gayatri Rubbers and Chemicals Limited



CHIEF FINANCIAL OFFICER MESSAGE TO SHAREHOLDERS

Dear Shareholders,

As the Chief Financial Officer of Gayatri Rubbers and Chemicals Limited, I am pleased to share with you an update on our financial performance, the state of the rubber industry in India, and our growth prospects.

This financial year, we have made notable strides in enhancing our financial performance. Our strategic initiatives have led to improved operational efficiencies and cost management. We have successfully streamlined our production processes, optimized our supply chain, and made significant investments in advanced technologies. These measures have not only improved our bottom line but have also positioned us for sustained profitability and growth.

Our commitment to value addition and strategic investments has strengthened our balance sheet. We have achieved a notable increase in revenue and profitability, reflecting our ongoing efforts to deliver value to our shareholders. These improvements are a testament to our team's dedication and our strategic focus on driving efficiency and innovation.

The rubber industry in India is experiencing a period of robust growth and transformation. India is one of the largest producers and consumers of rubber in the world, driven by a thriving automotive sector, expanding infrastructure projects, and increasing demand in industrial applications.

We are committed to leveraging our strengths to drive growth. Our investments in R&D and technology will continue to play a critical role in enhancing our product offerings and meeting the evolving needs of our customers. Additionally, our emphasis on operational excellence and cost management will support our efforts to deliver sustainable long-term growth.

We are excited about the future and confident in our ability to navigate the dynamic market environment. Our strategic initiatives position us for continued success and value creation for our shareholders.

Thank you for your ongoing support and confidence in Gayatri Rubbers and Chemicals Limited. We look forward to sharing more updates as we continue to achieve new milestones.

Sincerely,

**Utsav Chotai
Chief Financial Officer
Gayatri Rubbers and Chemicals Limited**



NOTICE OF THE 2ND ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting of the Members of Gayatri Rubbers and Chemicals Limited (“Company”) will be held on Saturday, August 31, 2024 at 11.00 A.M. at Park Plaza, Plot 1, Sector 21C, Faridabad, Haryana-121003 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31st, 2024 together with the reports of the Board of Directors (‘the board’) and Auditor thereon.
2. To appoint director in place of Mr. Manoj Kumar Aggarwal (DIN: 09557129), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Utsav Chotai (DIN: 09557131), who retires by rotation and being eligible, offers himself for re-appointment.

**By order of the Board
Gayatri Rubbers and Chemicals Limited**

**Sd/-
Roli Jain
(Company Secretary)**

Registered Office:
Industrial Shed Plot No 675, Sector-69 IMT,
Faridabad, Ballabgarh, Faridabad, Haryana- 121004

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.
3. The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.
6. 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.
7. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
8. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
9. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2023-24 and Notice of the 2nd Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office of the Company at Industrial Shed Plot No 675, Sector-69 Imt, Faridabad, Haryana- 121004 between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
10. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
11. Details of Directors retiring by rotation at the ensuing Meeting are provided in the explanatory statement annexed to the



Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, forms integral part of the notice.

12. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
13. The Register of Members and the Transfer Books of the Company will remain closed from 24th August, 2024 to 30th August 2024, both days inclusive.
14. The Board of Director has appointed M/s Akash & Co., Practicing Company Secretaries as scrutinizer for the Annual General Meeting of the Company.
15. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this notice.
16. The Annual Report for the financial year 2023-24 and Notice of the 2nd Annual General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. <https://gayatrirubberchemicals.com> and on the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
18. Only bonafide members of the Company whose names appear on the Register of Members/Register of Beneficial Owners/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.



Voting Through Electronic Means

Pursuant to provisions of Section 108 of the Companies Act , 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to exercise members right to vote at the ensuing Annual General Meeting by electronic means and the business may be transacted through -voting services provided by Central Depository Services (India) Limited (CDSL). The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Authorized Agency to provide E-voting Facilities.

The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period begins on Wednesday, 28th August, 2024 at 9:00 A.M. (IST) and ends on Friday, 30th August, 2024 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by CSDL 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. Monday, 26th August, 2024, 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 cutoff date, being 26th August, 2024.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level.

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



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

How do I vote electronically using e-Voting system?

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) ALTERNATIVELY, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in



	<p>progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode)	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you</p>



login through their Depository Participants (DP)	can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:
 - (i) **PAN:** Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



(ii) Dividend Bank Details: Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login.

(iii) Date of Birth (DOB): Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

(If Dividend Bank Details and Date of Birth are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.)

7) After entering these details appropriately, click on “SUBMIT” tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.\

11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gayatrirubberchemicals.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 4) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 5533.



Annexure-1

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Manoj Kumar Aggarwal	Mr. Utsav Chotai
DIN	09557129	09557131
Date of Appointment on the Board	31st March 2022	31st March 2022
Nature of Expertise in specific functional areas	Management & Administration	Finance, Management & Administration
Qualifications	Business Graduate	Business Graduate
Directorship of other Listed Entity	NIL	NIL
Memberships of Committees of other Listed Entity (mandatory for committees)	NIL	NIL
Details of Listed Entity from which person has resigned in past three years	NIL	NIL
Disclosure of relationship between director inter-se	NIL	Mr. Utsav Chotai is brother of Mr. Shilp Chotai
No. of Shares held in the Company	21,50,000 Equity Shares	10,10,000 Equity Shares

**By order of the Board
For Gayatri Rubbers and Chemicals Limited**

Sd/-

Roli Jain

Company Secretary

Registered Office: Industrial Shed Plot No 675, Sector-69

IMT, Ballabgarh, Faridabad, Haryana- 121004

CIN: L25209HR2022PLC102495

Emai: cs@gayatrirubberchemicals.com



Route map:



Venue: Park Plaza, Plot 1, Sector 21C, Faridabad, Haryana-121003



Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L25209HR2022PLC102495
Name of the Company	:	Gayatri Rubbers and Chemicals Limited
Registered Office	:	Industrial Shed Plot No 675, Sector-69 IMT, Faridabad, Haryana- 121004
Email Id	:	
Folio No./Client Id:	:	
DP. Id:	:	

I/We, being the Member(s) of..... Shares of the above-named Company, hereby appoint

1	Name		Email	
	Address		Signature	

or failing him

2	Name		Email	
	Address		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Saturday, August 31, 2024 at Park Plaza, Plot 1, Sector 21C, Faridabad, Haryana-121003 at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31 st , 2024 together with the reports of the Board of Directors ('the board') and Auditor thereon.		
2.	To appoint director in place of Mr. Manoj Kumar Aggarwal (DIN: 09557129), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a director in place of Mr. Utsav Chotai (DIN: 09557131), who retires by rotation and being eligible, offers himself for re-appointment		

Signed this day of 2024

Signature of shareholder Signature of Proxy holders(s)

Affix Revenue Stamp



NOTES:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 4) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- 6) An instrument of Proxy duly filled, stamped and signed, shall be accepted and shall be valid only for the Meeting to which it relates including any adjournment thereof.
- 7) The Proxy-holder should prove his identity at the time of attending the meeting.
- 8) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- 9) If a Company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- 10) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- 11) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- 12) Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
- 13) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



ATTENDANCE SLIP

(To be surrendered at the time of entry)

Folio No. / Client ID :

No. of Shares :

Name of Member/Proxy :

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I hereby record my presence at the 2nd Annual General Meeting of the Gayatri Rubbers and Chemicals Limited (“Company”) on **Saturday, 31st day of August 2024**, at Park Plaza, Plot 1, Sector 21C, Faridabad, Haryana-121003 at 11:00 A.M.

Member’s/Proxy’s Signature

Joint Holder’s Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 16th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.



BOARDS' REPORT

To,
The Members,
Gayatri Rubbers and Chemicals Limited

The Board of Directors of the Company have great pleasure in presenting the 2nd Boards' Report of the Company together with Audited Financial Results for the year ended March 31, 2024. This report states compliance as per the requirements of the Companies Act, 2013 ("the Act"), the Secretarial Standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

❖ **FINANCIAL HIGHLIGHTS:**

The highlight of the financial performance of the Company for the year ended March 31, 2024 is summarized as follows:

(Amt in INR Lakhs)

S. No.	PARTICULARS	Period ended 31 st March 2024	Period ended 31 st March 2023
I	INCOMES		
a)	Revenue from Operations	2,441.11	2,220.69
b)	Other Income	2.55	-
	Total Income	2,443.66	2,220.69
II	EXPENSES		
a)	Cost of Revenue operations	2,277.65	2,179.64
b)	Changes in Inventories of finished goods, Work in Progress and Stock in Trade	(213.02)	(252.94)
c)	Employee Benefit Expenses	61.58	49.68
d)	Finance Cost	31.84	19.49
e)	Depreciation and Amortization Expense	34.64	21.45
f)	Other Expenses	41.51	80.11
	Total Expenses	2,234.20	2,097.43
III	PROFIT BEFORE TAX	209.46	123.26
IV	TAX EXPENSES		
a)	Current Tax	55.21	32.71
b)	Deferred Tax Expense/ Income	(0.98)	(0.74)
c)	Previous Period's Tax Adjustment	(0.75)	-
	Total Taxes	53.48	31.97
V	PROFIT AFTER TAXES	155.98	91.29



EARNINGS PER EQUITY SHARE OF INR 10.00 EACH				(IN RUPEES)	
a)	Basic	2.72	1.78		
b)	Diluted	2.72	1.78		

❖ **OPERATIONAL RESULTS AND STATE OF COMPANY AFFAIRS:**

During the year under review, the Company has earned a total revenue from operations of Rs. 2,441.11 Lakhs for the year ended March 31, 2024 as against Rs. 2,220.69 Lakhs in the previous financial year.

The Company has recorded a profit (PBT) of Rs. 209.46 Lakhs for the year ended March 31, 2024 as compared to Rs. 123.26 Lakhs in the previous financial year.

The Profit/ (Loss) after Tax (PAT) for the year ended March 31, 2024 stood at Rs. 155.98 Lakhs as compared to Rs. 91.29 Lakhs in the previous financial year.

Earnings per share (EPS) for the financial year 2023-24 is Rs. 2.72, showing an increase from the previous year's Rs. 1.78.

The increase in profits can be attributed to the enhanced performance of the company. The Board assures stakeholders that the management is fully committed to implementing comprehensive strategies aiming at maximizing the company's profitability.

❖ **DECLARATION OF DIVIDEND**

The dividend policy for the year under review has been formulated taking into consideration the company's growth and the need to conserve resources. As a result, the directors do not recommend any dividend for the year ended March 31, 2024.

❖ **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the year under review, there was no unpaid or unclaimed dividend in the "Unpaid Dividend Account" lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.



❖ **TRANSFER OF AMOUNT TO RESERVES:**

Pursuant to the provision of section 134(3)(j) of the Companies Act, 2013, Rs. 155.98 Lakhs were transferred, being the Profit of the period to the general reserves account of the Company during the year under review. The company has a closing balance of Rs. 552.88 Lakhs as Reserves and Surplus as on March 31, 2024.

❖ **CHANGE IN NATURE OF BUSINESS:**

The Company is engaged in the business of manufacturing, producing and distributing all types of reclaimed rubber and all kinds of rubber products, bye products, rubber chemicals, rubber processing, latex and all types of rubber scrap products and goods for commercial and industrial purposes etc. During the year, Your Company has not changed its business or object and continues to be in the same line of business as per main object of the company.

❖ **MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF THIS REPORT:**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the date of the Balance Sheet and the date of this Report.

However, the board likes to draw your attention towards the Shifting of Registered office and Production Unit of the Company from Plot No. 11, Gali No. 3, Opp. Beri Ka Bagh, Malerna Road Ballabgarh Haryana-121004 to Industrial Shed, Plot No. 675, Sector- 69 Faridabad, Tehsil Ballabgarh, Distt. Faridabad, Haryana- 121004 with effect from 22nd January 2024 which is expecting to increase the production capacity of the production unit upto 300%.

❖ **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No significant material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

❖ **DEPOSITS:**

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5)(v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.



❖ **CAPITAL STRUCTURE:**

AUTHORIZED SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2024 was Rs 6,00,00,000/- (Rupees Six Crore) divided into 6,000,000 shares of Rs 10/- each.

ISSUED AND PAID-UP CAPITAL

The Paid-up Equity Share Capital as on March 31, 2024 was Rs. 5,73,80,000/- (Rupees Five Crore Seventy-Three Lakh Eighty Thousand Only) divided into 57,38,000 Shares of Rs. 10/- each.

The equity shares of the company are listed on the SME Platform of National Stock Exchange of India (NSE EMERGE)

❖ **DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY AND JOINT VENTURES:**

The company does not have any Holding, Subsidiaries, Associate Company, or Joint Venture as on March 31, 2024. Nor any company ceased to be a Holding, Subsidiary, Associate Company or Joint Venture during the period under review.

❖ **LISTING OF SHARES:**

The Company's equity shares are listed on NSE Emerge SME platform of National Stock Exchange of India Limited (EMERGE Platform) with Symbol GRCL. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing Fees up to the year 2024-25.

❖ **DIRECTORS & KEY MANAGERIAL PERSONNEL:**

The following is the composition of the Board as on 31st March 2024.

Sr. No.	Name	DIN	Designation
1.	Mr. Shilp Chotai	09557130	Managing Director
2.	Mr. Utsav Chotai	09557131	Whole Time Director
3.	Mr. Manoj Kumar Aggarwal	09557129	Whole Time Director
4.	Mr. Sameer Pravinbhai Raninga	09633029	Independent Director
5.	Mr. Fahad Abdulaziz Patel	09651635	Independent Director
6.	Ms. Jaspreet Kaur	09666523	Independent Director
7.	Mr. Utsav Chotai	NA	CFO
8.	Ms. Roli Jain	NA	Company Secretary

During the Financial Year 2023-24 there were no changes in the composition of the board except for the regularization of Mr. Sameer Pravinbhai Raninga, Mr. Fahad Abdulaziz Patel, and Ms.



Jaspreet Kaur as Independent Directors of the company in the 1st Annual General Meeting of the Company held on 12th September 2023.

INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have been registered under the Independent Directors Databank maintained by Indian Institute of Corporate Affairs.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfil the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013.

The Independent Director have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Act. In view of the available time limit, those Independent Director who are required to undertake the online proficiency self-assessment test as contemplated under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, had committed to perform the test within time limit stipulated under the act.

DIRECTORS LIABLE TO RETIRE BY ROTATION AND BE ELIGIBLE TO GET RE-APPOINTED

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Manoj Kumar Aggarwal (DIN: 09557129) and Mr. Utsav Chotai (DIN: 09557131), Whole time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself to be re-appointed as Whole time Director of the Company.

The Board recommends the re-appointment of Mr. Manoj Kumar Aggarwal (DIN: 09557129), and Mr. Utsav Chotai (DIN: 09557131) as Whole time Director of the Company liable to retire by rotation. Brief profile of the directors seeking appointment/re-appointment and other details has been given in Annexure-1 of the notice of the ensuing AGM.

❖ **BOARD AND COMMITTEE MEETING:**

BOARD MEETINGS DURING THE FINANCIAL YEAR 2023-24

The Board meets at regular intervals to discuss and take a view of the Company's policies and strategy apart from other Board matters. The Board of Directors met 08 times during the financial year ended March 31, 2024 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The intervening gap between two Board Meeting was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated



in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Eight Board Meetings were held as under:

S. No.	Date of Meeting	S. No.	Date of Meeting
1	10/04/2023	5	10/11/2023
2	27/05/2023	6	28/12/2023
3	04/08/2023	7	20/01/2024
4	17/08/2023	8	22/03/2024

Attendance of Directors in the Board Meeting:

Name of Directors	No. of Board Meetings	
	Entitled to attend	Attended
Mr. Manoj Kumar Aggarwal	8	7
Mr. Shilp Chotai	8	8
Mr. Utsav Chotai	8	8
Mr. Sameer Pravinbhai Raninga	8	8
Mr. Fahad Abdulaziz Patel	8	8
Mrs. Jaspreet Kaur	8	2

COMMITTEES OF THE BOARD

The Board of Directors has constituted the following Committees to effectively deliberate its duties:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders Relationship Committee*

**Stakeholders Relationship Committee has been established as a part of the Good Corporate Governance practices*



NUMBER OF COMMITTEE MEETING:

During the financial year 2023-24, the Audit Committee convened 4 (four) times to deliberate on crucial financial matters and ensure compliance with regulatory standards. The Stakeholders Relationship Committee meeting was held 1 (once) during the year to address stakeholder concerns and enhance stakeholder engagement. Furthermore, the Nomination and Remuneration Committee convened 2 (two) times to assess the performance of the board and carry out remuneration-related discussions. The active collaboration of committee members led to impactful discussions and valuable insights during these meetings.

Furthermore, to uphold regulatory requirements, the Independent Directors convened a separate meeting on February 8, 2024, complying with the provisions outlined in Schedule IV of the Companies Act, 2013, and Regulations 25(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. This proactive approach underlines our commitment to governance and transparency.

I. Audit Committee:

The composition of the Audit Committee has been precisely structured to align with the requirements outlined in Section 177 of the Companies Act, 2013, Clause 49 of the Listing Agreement, and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee collectively possess substantial financial and accounting expertise, ensuring a high level of proficiency within the committee. The committee is comprised of 3 members, and the Company Secretary is the Secretary of the committee.

The detail of the composition of the Audit Committee along with their meetings held/ attended is as follows:

Sr. No.	Name	Designation	Meetings Held	Meetings attended
1	Sameer Pravinbhai Raninga	Chairman	5	5
2	Fahad Abdulaziz Patel	Member	5	5
3	Utsav Chotai	Member	5	5

During the year under review, meetings of Audit Committee were held on the following dates:

28/05/2023	04/08/2023	10/11/2023	23/12/2023	21/03/2024
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All the recommendation made by the Audit Committee in the financial year 2023-24 was approved by the Board.



II. Nomination & Remuneration Committee:

The Nomination & Remuneration Committees composition meets with the requirement of section 178 of the companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Members of the Nomination & Remuneration Policy possess sound knowledge/expertise/exposure.

The Committee comprised of 3 members as per Table here in below. The Company Secretary is the Secretary and Compliance Officer of the Committee.

The detail of a composition of the Nomination & Remuneration Committee along with their meetings held/ attended is as follows: -

Sr. No.	Name	Designation	Meetings Held	Meetings attended
1	Mr. Fahad Abdulaziz Patel	Chairman	2	2
2	Mr. Sameer Praveenbhai Raninga	Member	2	2
3	Ms. Jaspreet Kaur	Member	2	1

During the year under review, meetings of Nomination& Remuneration Committee were held on:

17/08/2023	20/01/2024
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Nomination & Remuneration Policy: The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. In terms of SEBI Listing Regulations and Act, the Company has in place Nomination & Remuneration Policy which is also available at the Company's website:

https://www.gayatrirubberchemicals.com/nomination_and_remuneration_policy

III. Stakeholder Relationship Committee:

The Stakeholders Relationship Committee meets with the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee is mainly responsible to review all grievances connected with the Company's transfer of securities and Redressal of shareholders / Investors / Security Holders Complaints. The Committee comprised of 3 members as per Table here in below. The Company Secretary is the Secretary and Compliance Officer of the Committee. The detail of a composition of the said Committee along with their meetings held/ attended is as follows: -



Sr. No.	Name	Designation	Meetings Held	Meetings attended
1	Mr. Fahad Abdulaziz Patel	Chairman	1	1
2	Mr. Sameer Praveenbhai Raininga	Member	1	1
3	Ms. Jaspreet Kaur	Member	1	1

During the year under review, meetings of Stakeholder Relationship Committee were held on 2nd February 2024.

❖ **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices, the website link is <https://www.gayatrirubberchemicals.com>

❖ **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, experience and expertise, performance of specific duties and obligations etc. were carried out. The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors including Independent Directors on the basis of the criteria and framework adopted by the Board. Further, the performance of Board as a whole and committees were evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria. The Board of Directors expressed their satisfaction with the evaluation process. In a separate meeting of Independent Directors, the performance of Non- Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors.

❖ **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on 31st March, 2024 the applicable accounting standards have been followed and there is no material departure from the same;



- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit of the company for the financial year ended on 31st March, 2024;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the Annual Accounts on a going concern basis
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

❖ CORPORATE GOVERNANCE REPORT:

Since the company has been listed on SME EMERGE Platform of National Stock Exchange Limited (NSE), by virtue of regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulation 17 to 27 and clause B to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V relating to Corporate Governance Report, shall not apply to company listed on SME Exchange. Hence, Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

❖ CORPORATE SOCIAL RESPONSIBILITY:

In terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company with net worth of Rs. 500 Crores or more OR an annual turnover of Rs. 1000 Crores or more OR with a net profit of Rs. 5 Crores or more, during previous year is required to constitute a CSR Committee.

Gayatri Rubbers and Chemicals Limited does not fall in any of the above criteria during the year 2023-24. Therefore, it is not mandatorily required to carry out any CSR activities or constitute any Committees under provisions of Section 135 of the Act.

❖ PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Company has not provided any loans, guarantees or invested any securities as per the provisions of Section 186 of the Companies Act, 2013.



❖ **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:**

During the year under review, contracts or arrangements entered into with the related party, as defined under section 2(76) of the Companies Act, 2013 were in the ordinary course of business on arm's length basis. During the year the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Further, all related party transactions entered into by the Company are placed before the Audit Committee for its approval. Suitable disclosures as required are provided in AS-18 which forms the part of the notes to the Financial Statement. In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulation 2015, the Company has formulated a Policy on Related Party Transactions which is also available on Company's Website at [Gayatri Rubbers and Chemicals Ltd \(gayatrirubberchemicals.com\)](http://GayatriRubbersandChemicalsLtd(gayatrirubberchemicals.com))

The particulars of the contracts or arrangements entered into by the Company with related parties as referred to in Section 134 (3) (h) read with section 188(1) of the Act and rules framed thereunder, in the **Form No. AOC-2 are annexed and marked as Annexure-I.**

❖ **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

The Company has in place adequate Internal Financial Controls with reference to financial statements. The Company has a continuous monitoring mechanism which enables the organization to maintain the same standards of the control systems and help them in managing defaults, if any, on timely basis because of strong reporting mechanisms followed by the Company.

❖ **RISK MANAGEMENT:**

The Board of the Company has evaluated a risk management to monitor the risk management plan for the Company. The Audit Committee has additional oversight in the area of financial risk and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis. The company has been following the principle of risk minimization as it is the norm in every industry. The Board has adopted steps for framing, implementing and monitoring the risk management plan for the company. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

In today's Challenging and competitive environment, strategies for mitigating inherent risk in accomplishing the growth plans of the company are imperative. The Common risks inherent are: Regulations, Competition, business risk, technology obsolescence, long term investments and expansion of facilities. Business risk, inter alia, includes financial risk, political risk, legal risk etc.



As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, access and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

❖ **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION:**

A. Conservation of Energy:

The Company applies a strict control system to monitor day by day power consumption in an effort to save energy. The Company ensures optimal use of energy with minimum extent of wastage as far as possible. The Company is aware of its responsibilities and has at every available opportunity, used and implemented such measures so as to enable energy conservation.

B. Technology Absorption:

The Company has not made any special effort towards technology absorption. However, the company always prepared for update its factory for new technology. The Company’s operation does not require any significant import of technology so far.

❖ **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

PARTICULARS	FY 2023-24	FY 2022-23
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

❖ **AUDITORS:**

STATUTORY AUDITORS

M/s VAPS & Co., Chartered Accountants, having their office at C-42, South Extension Part II, New Delhi-110049 (ICAI Firm Registration Number: 003612N) is the Statutory Auditor of the Company



to hold office for period of 5 (Five) years from the conclusion of the Annual General Meeting of the Company held in the year 2023 till the conclusion of the Annual General Meeting of the Company to be held in the year 2028.

Further, the notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. They do not contain any qualification, reservation, disclaimer or adverse remarks. The report of auditors have been attached to this report as "Annexure-VI".

SECRETARIAL AUDITORS

As required under provisions of section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has appointed the Secretarial Auditors of the Company, CS Akash Goel, Proprietor, Akash & Co. Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2023-24. Secretarial Audit Report in Form MR-3 issued by the Secretarial Auditor of the Company for the Financial Year ended on March 31, 2024 is attached to the Director's Report as "Annexure-II".

INTERNAL AUDITORS

In accordance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed thereunder, your Company has appointed M/s. Garg Kakkar & Co., Chartered Accountants (FRN: 25712C) as the Internal Auditors of the Company for the Financial Year 2023-24 and takes their suggestions and recommendations to improve and strengthen the internal control systems.

AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

Statutory Auditor's Report: There are no qualifications, reservations or adverse remarks made by Statutory Auditors in the Auditor's report. The notes on accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

Secretarial Auditor's Report: There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their report.

❖ REPORTING OF FRAUDS BY THE AUDITORS:

During the year under review, neither the Statutory nor the Secretarial Auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

❖ WEB ADDRESS OF ANNUAL RETURN:

In accordance with Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Annual Return as on March 31,



2024 is available on the Company's website
<https://www.gayatrirubberchemicals.com/annualreturn>

❖ **MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure - IV**.

❖ **NON-APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS:**

As per provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16th February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1st April, 2017.

❖ **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

At Gayatri Rubbers and Chemicals Limited, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age.

The Company is committed to provide a safe and conducive work environment to its employees. There exist at the group level an Internal Complaints Committee ('ICC') constituted under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The group is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC. During the year under review, no complaints were filed with the Committee under the provisions of the said Act in relation to the workplace/s of the Company.

The Company also has in place "Prevention of Sexual Harassment Policy". This Anti- Sexual Harassment Policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

❖ **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.



The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

❖ **MAINTENANCE OF COST RECORD:**

The provisions relating to maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, were not applicable to the Company up to March 31, 2024 and accordingly such accounts and records were not required to be maintained.

❖ **GREEN INITIATIVES:**

In compliance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 and Annual Report 2023-24 will also be available on the Company's website <https://www.gayatrirubberchemicals.com/annualreturn>

❖ **INSOLVENCY AND BANKRUPTCY CODE 2016:**

No application or proceeding was initiated in respect of the Company in terms of Insolvency and Bankruptcy Code 2016.

❖ **VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES:**

Pursuant to Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established, in order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty and integrity and ethical behaviour. The Company has established a vigil mechanism through which Directors, employees and business associates may report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees, business associates have direct access to the Chairman of the Audit committee, and also to a three-member direct touch team established for this purpose. The direct touch team comprises one senior woman member so that women employees of the Company feel free and secure while lodging their complaints under the policy. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization. The vigil mechanism policy has also been uploaded in the website of the company at https://www.gayatrirubberchemicals.com/whistle_blower_policy.php



❖ **PARTICULARS OF EMPLOYEES AND REMUNERATION:**

The Company has no employee in the Company drawing remuneration of more than Rs. 8,50,000/- per month or 1,20,00,000/- per annum, and hence the Company is not required to give information under Sub rule 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016. The ratio of remuneration of each whole-time director and key managerial personnel (KMP) to the median of employee's remuneration of the employee of the Company as per section 197(12) read with Rule 5 (1) (i) of the Companies (Appointment and Remuneration) Rules 2014 for the financial year 2022-23 forms part of this Board report as "Annexure-III". Additionally, the following details form part of **Annexure-III** to the Boards Report:

- Remuneration to Whole Time Directors.
- Remuneration to Non-executive/ Independent Directors
- Percentage increase in the median remuneration of employees in the financial year.
- Number of permanent employees on roll of the Company.
- The company did not allow any sweat equity shares & does not have an employee stock option scheme.

❖ **BOARD POLICIES AND CODE OF CONDUCTS:**

A. Policy on Directors Appointment and Remuneration:

The policy of the Company on director's appointment and remuneration, including the criteria for determining the qualifications, positive attributes, independence of a director and other matters, as required under sub section (3) of section 178 of the Companies Act, 2013 have been regulated by the nomination and remuneration committee and the policy framed by the company is available on our website, at

https://www.gayatrirubberchemicals.com/nomination_and_remuneration_policy_grcl.php

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company with the Nomination and Remuneration Committee of the Company.

B. Prevention of Insider Trading:

The Board of Directors has adopted the Insider Trading Policy in accordance with the Requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's Shares.

C. Other Board Policies and Conducts:

Following Board Policies have been approved and adopted by the Board, the details of which are available on the website of the company at www.gayatrirubberchemicals.com and for the convenience given herein below:



Name of policy	Web link
Materiality of Events	https://www.gayatrirubberchemicals.com/policy_on_determination_of_materiality_events_information.php
Whistle Blower Policy	https://www.gayatrirubberchemicals.com/whistle_blower_policy.php
Prevention of Sexual Harassment at Workplace	https://www.gayatrirubberchemicals.com/policy_on_prevention_of_sexual_harassment_of_women
Code of Conduct for prevention of Insider Trading	https://www.gayatrirubberchemicals.com/prevention_of_insider_trading_policy.php
Nomination & Remuneration Policy	https://www.gayatrirubberchemicals.com/nomination_and_remuneration_policy_grcl.php

❖ **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**

Your Company has not one-time settlement from Banks or Financial Institutions, therefore this is not applicable.

❖ **CREDIT RATINGS:**

Your Company being an SME Listed Company does not require obtaining credit rating for its securities.



❖ **REGISTRAR AND SHARE TRANSFER AGENT INFORMATION:**

M/s. Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110020
Tel: 011-40450193-97
Email: admin@skylinerta.com
Website: <https://www.skylinerta.com/>
SEBI Registration Number: INR000004058

❖ **INDUSTRIAL RELATIONS:**

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organizations.

❖ **ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

The Directors look forward to their continued support in future.

**By order of the Board of directors
Gayatri Rubbers and Chemicals Limited**

**Sd/-
Shilp Chotai
(Managing Director)
DIN: 09557130**

**Sd/-
Utsav Chotai
(Wholetime Director)
DIN: 09557131**

**Date: 01.08.2024
Place: Porbandar**



Form AOC-2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of material contracts or arrangements or transactions not at Arm's length basis:
Not Applicable
2. Details of material contracts or arrangements or transactions at Arm's length basis.

(amount in INR Lakhs)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement /transactions	Duration of the contracts /arrangement /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
M/s Anand Polytech	Sale	Annual	298.53	28/05/2023	NA
	Purchase	Annual	59.00	28/05/2023	NA
M/s Goyal Rubber	Sale	Annual	10.40	28/05/2023	NA
	Purchase	Annual	204.76	28/05/2023	NA
M/s Shiv Hardwell Company	Sale	Annual	2.91	28/05/2023	NA
	Purchase	Annual	260.79	28/05/2023	NA
M/s TCS Sales India	Sale	Annual	7.15	28/05/2023	NA
M/s Gayatri Minerals	Purchase	Annual	16.65	28/05/2023	NA



Gayatri Rubbers and Chemicals Limited

Note: The contracts were entered into in the ordinary course of business and on arm's length basis. All transactions are reviewed at regular interval, and it is generally renewed on year to year basis.

**By order of the Board of directors
Gayatri Rubbers and Chemicals Limited**

**Sd/-
Shilp Chotai
(Managing Director)
DIN: 09557130**

**Sd/-
Utsav Chotai
(Wholetime Director)
DIN: 09557131**

**Date: 01.08.2024
Place: Porbandar**



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

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

To,
The Members,
Gayatri Rubbers and Chemicals Limited
Industrial Shed Plot No 675, Sector-69 IMT,
Faridabad, Haryana, India, 121004

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gayatri Rubbers and Chemicals Limited (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Gayatri Rubbers and Chemicals Limited 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 31st March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made 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; **Not Applicable during the period under review.**
- (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, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under review.**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable during the period under review.**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable during the period under review.**

(vi) Following Laws applicable specially to the Company:

- a. The Factories Act, 1948 and allied State Laws.
- b. The Environment (Protection) Act, 1986.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange Limited (NSE);

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

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The 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.

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



I further report that there are adequate 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/we further report that during the audit period the company has:

1. Shifted its registered office and factory unit of the company within the local limits of city, town or village ie. From Plot No. 11, Gali No. 3, Opp. Beri Ka Bagh, Malerna Road, Ballabgarh, Faridabad, Haryana-121004 to Industrial Shed Plot No 675, Sector-69 IMT, Faridabad- 121004.
2. The company has not made any Public/Right/Preferential issue of shares / debentures/sweat equity, etc. during the period under review.
3. The company has not done any Redemption / buy-back of securities during the period under review.
4. There were no instances of Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
5. The company has not entered into any Merger / amalgamation / reconstruction, etc. during the period under review.
6. The company has not entered into any Foreign technical collaborations during the period under review.

For Akash & Co.

Company Secretaries

Sd/-

Akash Goel

Company Secretary in Practice

M. No. 13219

C. P No. 22165

PR No. 3283/2023

UDIN: F013219F000847371

Date: 29.07.2024

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



Annexure-A

To,

The Members,

Gayatri Rubbers and Chemicals Limited

Industrial Shed Plot No 675, Sector-69 IMT,

Faridabad, Haryana, India, 121004

My Secretarial Audit Report for Financial Year ended on 31st March 2024 of even date is to be read along with this letter.

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

For Akash & Co.

Company Secretaries

Sd/-

Akash Goel

Company Secretary in Practice

M. No. 13219

C. P No. 22165

PR No. 3283/2023

UDIN: F013219F000847371



“Disclosures as per Section 197(12) of the Companies Act, 2013 & Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014”

1. The Ratio of Remuneration of Each Director to the Median Remuneration of the employees of the Company for the Financial Year ending March 31, 2024;
2. The Percentage Increase in Remuneration of Each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in any, in the Financial Year ending March 31, 2024;

Name	Designation	% Increase in Remuneration in the Financial Year ended on March 31, 2024	Ratio to Median Employee
Mr. Manoj Kumar Aggarwal	Whole time Director	NIL	9.09
Mr. Shilp Chotai	Managing Director	NIL	9.09
Mr. Utsav Chotai	Whole Time Director	NIL	9.09
Mr. Fahad Abdulaziz Patel	Independent Director	Being Non-Executive Directors, only sitting fees was paid and thus ratio is not given	
Mrs. Jaspreet Kaur	Independent Director		
Mr. Sameer Pravinbhai Raininga	Independent Director		
Ms. Roli Jain	Company Secretary	NIL	1.54

3. The Percentage Increase in Median Remuneration of Employees in the Financial Year ending on March 31, 2024: as per point 2
4. Total Number of Employees on roll of the Company as at March 31, 2024: 19
5. The average percentile increases already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration. Average increase in remuneration of the employees: As point (iii) above;
6. The key parameters for any variable component of remuneration availed by the directors:
None
7. We affirm that the Remuneration is as per the Remuneration Policy of the Company. Particulars of the employees who are covered who are covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;



Gayatri Rubbers and Chemicals Limited

There was no employee of the Company employed throughout the financial year with a salary above Rs. 1 Crore and 20 Lakhs per annum or employed in part of the financial year with an average salary above Rs. 8 Lakhs and 50 thousand per month.

Further, there is no employee of the Company employed throughout the financial year or part thereof, was in receipt of remuneration in aggregate, in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent (2%) of the equity shares of the Company.

**By order of the Board of directors
Gayatri Rubbers and Chemicals Limited**

**Sd/-
Shilp Chotai
(Managing Director)
DIN: 09557130**

**Sd/-
Utsav Chotai
(Wholetime Director)
DIN: 09557131**

Date: 01.08.2024
Place: Porbandar



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

Our Company “**Gayatri Rubbers and Chemicals Limited**” was founded on March 31, 2022 and has swiftly established itself as a key player in the rubber manufacturing and trading industry. The company on its second year since incorporation has demonstrated remarkable growth and resilience, carving out a niche in the competitive marketplace.

Leadership and Expertise:

The company is spearheaded by a trio of promoters: **Mr. Manoj Kumar Aggarwal**, **Mr. Shilp Chotai**, and **Mr. Utsav Chotai**. Collectively, they bring over TWO DECADES of specialized experience in the rubber industry. Their deep understanding of market dynamics and technical expertise in rubber production is a cornerstone of Gayatri Rubbers and Chemicals Limited's success.

Recently Company have set solid footing in Smart Meter Theme which includes Smart meter manufacturer, RMC Switchgears and SMC Enclosures manufacturer. They also won State Roadways contract of M.S.R.T.C. and completed supplying Rubber Profiles to all Railway zones of Indian Railway.

Company's growth is aligned with governments continues push of MAKE IN INDIA and Atmanirbhar Bharat. The Company ensures not only meeting industry standards but also fostering innovation and maintaining quality.

The Company's independent directors **Mr. Sameer Pravinbhai Raninga**, **Mr. Fahad Abdulaziz Patel**, **Mrs. Jaspreet Kaur** provide additions to the Board with their expertise and maintain transparency.

Product Range and Market Presence:

Gayatri Rubbers and Chemicals Limited specializes in a diverse range of rubber products. The company's offerings include:

- **Rubber Profiles:** Tailored solutions for various applications, ensuring durability and flexibility.
- **Aluminum Rubber Profiles:** Designed to enhance performance in aluminum frameworks.
- **Automobile Rubber Profiles:** High-quality components essential for automotive assembly and maintenance.
- **Rubber Compounds:** Essential materials for other manufacturers and original equipment manufacturers (OEMs).



- **Clear PVC Profiles:** Versatile and transparent profiles used in various industrial and commercial applications.

These products are distributed nationwide, primarily catering to the aluminum and automotive sectors. The company's rubber compounds are supplied to other rubber product manufacturers and OEMs, highlighting its integral role in the supply chain.

Shifting of Registered Office and Production Unit:

During the year, the company has shifted its registered office and production unit from Plot No. 11, Gali No. 3, Opp. Beri Ka Bagh, Malerna Road, Ballabgarh, Faridabad, Haryana- 121004 to Industrial Shed, Plot No. 675, Sector- 69 Faridabad, Tehsil Ballabgarh, Distt. Faridabad, Haryana- 121004 with effect from 22nd January 2024 to a more expansive and modern facility, which is anticipated to increase the production capacity by up to 300%. This expansion is poised to not only enhance operational efficiency but also meet the growing demands of the market, positioning Gayatri Rubbers and Chemicals Limited for significant growth and success in the coming years.

OPPORTUNITIES AND THREATS

Opportunities and Strengths:

1. **Experienced Promoters and Dedicated Management Team:** Our leadership team, with their extensive industry experience, provides strategic direction and operational excellence.
2. **Strong Relationships with Reputed Institutional Customers:** We have established and nurtured strong ties with well-known institutional clients, which enhances our market credibility and business opportunities.
3. **Fully Integrated Plant:** Our manufacturing facility is fully integrated, allowing for efficient production processes and quality control.
4. **Experienced Marketing Team:** Our skilled marketing team employs effective strategies to reach and engage with our target market.
5. **Operational Excellence:** We are committed to achieving operational excellence through continuous improvement and optimization of our processes.
6. **Quality Control:** Rigorous quality control measures are in place to ensure that our products consistently meet the highest standards.

Threats and Risks:

1. **Significant Economic Changes:** Economic fluctuations can impact market demand and operational costs.
2. **Seasonal Factors:** Seasonal variations may affect production schedules and sales volumes.
3. **Technological Advancements and Changes:** Rapid technological advancements may necessitate continuous updates to our processes and equipment.
4. **Real or Perceived Product Contamination:** Any issues related to product contamination, whether real or perceived, can impact our reputation and customer trust.



5. Significant Changes in Government Regulations or Regulatory Policies: Changes in regulations may require adjustments to our operations and compliance measures.
6. Competitive Prices and Desired Quality: Competitive pricing pressures and the need to maintain high-quality standards can pose challenges in the market.
7. Warranty Claims Issues: Managing warranty claims effectively is crucial to maintaining customer satisfaction and brand reputation.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Gayatri Rubbers and Chemicals Limited does not have multiple segments. Hence, comments on segments are not required.

OUTLOOK

At Gayatri Rubbers and Chemicals Limited, our core mission is to meet and exceed customer expectations. We strive to deliver products that align with customer needs, adhere to regulatory standards, and satisfy accreditation requirements. Our goal is to maintain superior standards at every stage of the process, from procurement to dispatch, ensuring complete customer satisfaction.

INTERNAL CONTROL

The Company has an independent Internal Audit function with a well-established risk management framework. There is an adequate internal control procedure commensurate with the size of the company and nature of the business for inventory, fixed assets and for the sale of goods or services. The Company has implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The system ensures appropriate information flow to facilitate effective monitoring. The Company has engaged a reputable external firm to support the Internal Audit function for carrying out the Internal Audit reviews.

Further, the Company has constituted Audit committee to overlook the internal control systems and their adequacy. Audit committee regularly reviews and gives recommendations on proper and adequate internal control systems.

OPERATIONAL PERFORMANCE

At Gayatri Rubbers and Chemicals Limited, our commitment to operational excellence drives our success and growth. Our manufacturing facility is equipped with advanced machinery and handling equipment, which supports a seamless and efficient production process. Recent upgrades, including a significant expansion of our production capacity by up to 300%, have positioned us to meet increasing market demands with greater efficiency. Quality control is a



cornerstone of our operations; we conduct thorough inspections and testing of raw materials and finished products to ensure they meet the highest standards of safety and performance. Our supply chain management is meticulously designed to ensure timely delivery of products, efficient logistics, and robust relationships with reliable suppliers. We also invest in the continuous development of our workforce through regular training programs, which enhance their skills and adapt to technological advancements. Embracing a culture of continuous improvement, we track key performance indicators, seek feedback, and explore innovative solutions to enhance our processes and product offerings. This comprehensive approach ensures that we consistently deliver high-quality products and services, ultimately leading to high levels of customer satisfaction and supporting our long-term success in a competitive market.

DEVELOPMENT IN HUMAN RESOURCE

At Gayatri Rubbers and Chemicals Limited, we firmly believe that our employees are pivotal to our success and growth. Our human resources strategy is designed to attract, retain, and nurture the best talent, ensuring that each individual contributes effectively to our business objectives. Currently, our company employs around 19 individuals, forming a robust and versatile team. Our workforce includes:

- **Experienced Professionals:** These individuals bring valuable industry knowledge and expertise, contributing to strategic decision-making and high-level operational oversight.
- **Skilled Workers:** Employees with specific technical skills and specialized knowledge play a crucial role in maintaining operational efficiency and product quality.
- **Semi-Skilled and Unskilled Workers:** These team members are integral to day-to-day operations, supporting various tasks that are essential for the smooth functioning of our manufacturing processes.

SIGNIFICANT CHANGES

- (i) Debtors Turnover:** ratio for the FY 2023-24 is 5.12 as compared to FY 2022-23 which was 9.85. The change is due to less proportionate increase in credit sales compared to trade receivable i.e increase in average trade receivable
- (ii) Inventory Turnover:** ratio for the FY 2023-24 is 3.40 as compared to FY 2022-23 which was 41.57. The Change is due to less proportionate increase in sales compare to average inventory i.e increase in holding of inventory is more.
- (iii) Interest Coverage Ratio**
- (iv) Debt Equity Ratio:** ratio for the FY 2023-24 is 0.01 as compared to FY 2022-23 which was 0. The Change is due to company raised funds from borrowing.
- (v) Operating Profit Margin (%)**
- (vi) Net Profit Margin (%)**

FUTURE PROSPECTS:

As Gayatri Rubbers and Chemicals Limited continues to evolve, the company remains committed to innovation, quality, and customer satisfaction. The strategic expansion and robust



leadership underscore its dedication to becoming a leading force in the rubber manufacturing industry. The company is well-positioned to leverage its enhanced production capabilities and industry expertise to further solidify its market presence and drive future growth.

CAUTIONARY STATEMENTS

All statements made in Management and Discussion Analysis have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which may be different from what the management envisages in terms of performance and outlook. Factors such as economic conditions affecting demand/supply and priced conditions in domestic & international markets in which the Company operates, and changes in Government regulations, tax laws, other statues and other incidental factors, may affect the final results and performance of the Company.

By order of the Board of directors
Gayatri Rubbers and Chemicals Limited

Sd/-
Shilp Chotai
(Managing Director)
DIN: 09557130
Date: 01.08.2024
Place: Porbandar



**“CERTIFICATION FROM MD & CFO”
(Regulation 17(8) of SEBI Listing Obligations and Disclosures Requirements) Regulations,
2015)**

To,
The Board of Directors,
Gayatri Rubbers and Chemicals Limited,
Industrial Shed Plot No 675, Sector-69 IMT,
Faridabad, Haryana- 121004

Dear Sir,

We, Mr. Shilp Chotai, Managing Director, (DIN: 09557130) and Mr. Utsav Chotai, Chief Financial Officer, (DIN: 09557131) of the Company jointly declare and certify as under, in relation to the financial year 2023-24:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal, or violative of the listed entity's code of conduct.

i. 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 listed entity 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 rectify these deficiencies.

ii. We have indicated to the Auditors and the Audit committee:

- there is no significant changes in internal control over financial reporting during the year;
- there is no significant changes in accounting policies during the year; and



Gayatri Rubbers and Chemicals Limited

- there is no instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**By order of the Board of directors
Gayatri Rubbers and Chemicals Limited**

**Sd/-
Shilp Chotai
(Managing Director)
DIN: 09557130**

**Sd/-
Utsav Chotai
(Wholetime Director)
DIN: 09557131**

**Date: 01.08.2024
Place: Haryana**



INDEPENDENT AUDITOR'S REPORT

To the Members of

GAYATRI RUBBERS AND CHEMICALS LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **GAYATRI RUBBERS AND CHEMICALS LIMITED** (“the Company”), which comprise the balance sheet as at March 31, 2024, the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the 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 financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards (AS) prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, its profits and its cash flows 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

We have not determined any matters to be the key audit matters to be communicated in our report.



Information other than the Financial Statements and Auditor's Report thereon

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

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

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 Company has adequate 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable users of the financial statements may be influenced. We consider quantitative materiality and



qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial positions in its financial statements. (Refer note 31)
 - ii. The Company is not required to make any provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (d) (A) No Final Dividend has been proposed by the Board of Directors of the Company in the previous year.



(B) No interim dividend has been declared and paid by the Company during the year.

(C) No Final Dividend has been proposed by the Board of Directors of the Company for the year.

v. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

2. 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 "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For VAPS & Company

Chartered Accountants

ICAI Firm Registration Number: 003612N

Praveen Kumar Jain

Partner

Membership Number: 082515

Place : Faridabad

Date : May 28, 2024

UDIN : 24082515BKBYJV7367



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Gayatri Rubbers and Chemicals Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **GAYATRI RUBBERS AND CHEMICALS LIMITED** (“the Company”) as at March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement,



including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us are 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 statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in



Gayatri Rubbers and Chemicals Limited

the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VAPS & COMPANY**

Chartered Accountants

ICAI Firm Registration Number : 003612N

Praveen Kumar Jain

Partner

Membership Number: 082515

Place : Faridabad

Date : May 28, 2024

UDIN : 24082515BKBYJV7367



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of *GAYATRI RUBBERS AND CHEMICALS LIMITED* of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state 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 has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The company does have any immovable properties, hence reporting under clause 3(i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) As explained to us, the inventories were physically verified during the year at reasonable intervals and no material discrepancies have been noticed on physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5.00 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. In respect of investments made in, companies, firms, Limited Liability Partnerships, and unsecured loans granted to other parties:



- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - (b) The company has not made any investments during the year, and hence reporting under clause 3(iii)(b) of the Order is not applicable.
 - (c) The Company has not provided any loans or advances in the nature of loans, during the year, and hence reporting under clause 3(iii)(c) of the Order is not applicable.
 - (d) The Company has not provided any loans or advances in the nature of loans, during the year, and hence reporting under clause 3(iii)(d) of the Order is not applicable.
 - (e) The Company has not provided any loans or advances in the nature of loans, during the year, and hence reporting under clause 3(iii)(e) of the Order is not applicable.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
 - 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 under sub- section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company during the year. Hence, reporting under clause (vi) of the Order is not applicable to the company.
 - vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There are no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:



Nature of the Statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (₹ in lakhs)	Remarks
Central Goods and Services Act, 2017	Wrongly availed Input Tax Credit (ITC)	Office of Excise and Taxation Officer	July 2017 to March,2018	16.40	Amount of ineligible ITC pertains to erstwhile proprietorship firm M/s Goyal Rubbers (taken over by the company)
Central Goods and Services Act, 2017	Wrongly availed Input Tax Credit (ITC)	Central Goods and Services Tax Commissioner,F aridababd	2018 and prior	127.27	Amount of ineligible ITC pertains to erstwhile proprietorship firm M/s Goyal Rubbers (taken over by the company)

- viii. There are 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 .
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any bank. Further, there were no dues payable to financial institution or Government or debenture holders as at Balance Sheet date.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanation given to us, the term loans obtained by the Company have been 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) The Company does not have any subsidiary, associate or joint venture. Hence, reporting under clause 3(ix) (e) of the order is not applicable.
- (f) The Company does not have any subsidiary company, associate or joint ventures during the year and has not raised loans during the year on the pledge of securities held in its subsidiaries, associates and joint ventures.



- x. (a) In our opinion and according to the information and explanations provided by the management, the Company has utilized the monies raised by way of Initial Public Offer (IPO) of equity shares for the purposes 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) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) No whistle-blower complaints have been received by the company during the year (and up to the date of this report). Hence, reporting under clause 3(xi)(c) of the Order is not applicable.

- 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) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.



- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 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. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit (Previous Year : INR 'Nil' being its first year of operations).
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- 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. The provisions of Section 135 of the Act relating to Corporate Social Responsibility are not applicable to the company during the year. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable.



Gayatri Rubbers and Chemicals Limited

- xxi. The provisions relating to preparation of Consolidated Financial Statements are not applicable to the Company during the year. Therefore, reporting under clause 3(xxi) of the order is not applicable to the Company.

For VAPS & COMPANY

Chartered Accountants

ICAI Firm Registration Number : 003612N

Praveen Kumar Jain

Partner

Membership Number : 082515

Place : Faridabad

Date : May 28, 2024

UDIN : 24082515BKBYJV7367

GAYATRI RUBBERS AND CHEMICALS LIMITED

CIN: U25209HR2022PLC102495

BALANCE SHEET AS AT MARCH 31,2024

Amount in INR Lakhs

Particulars	Note	As at March 31,2024	As at March 31,2023
<u>I. EQUITY AND LIABILITIES</u>			
1. SHAREHOLDERS FUND			
(a) Share Capital	3	573.80	573.80
(b) Reserves & Surplus	4	552.87	396.89
Total Shareholders funds		1,126.67	970.69
2. NON-CURRENT LIABILITIES			
(a) Borrowings	5	42.25	-
Total Non-Current liabilities		42.25	-
3. CURRENT LIABILITIES			
(a) Borrowings	6	9.64	-
(b) Trade Payables	7		
(i) Dues of micro and small enterprises		43.56	-
(ii) Dues of creditors other than micro and small enterprises		11.68	47.43
(c) Short-term Provisions	8	3.66	1.99
(d) Other Current Liabilities	9	47.98	41.86
Total Current liabilities		116.52	91.28
Total Equity and Liabilities		1,285.44	1,061.97
<u>II. ASSETS</u>			
1. NON-CURRENT ASSETS			
(a) Property, Plant & Equipment	10	215.76	103.07
(b) Intangible assets	11	15.35	15.35
(c) Deferred Tax Assets	12	1.72	0.74
(d) Other non current assets	13	8.30	12.45
Total Non current assets		241.13	131.61
2. CURRENT ASSETS			
(a) Trade Receivables	14	501.83	450.92
(b) Inventories	15	465.96	252.94
(c) Cash and Cash Equivalents	16	41.28	199.06
(d) Bank balances other than cash and cash equivalents	17	2.50	-
(e) Loans & Advances	18	12.61	8.28
(f) Other Current Assets	19	20.13	19.16
Total Current Assets		1,044.31	930.36
Total Assets		1,285.44	1,061.97

See accompanying notes to the financial statements
In terms of our report attached

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For VAPS & Company

Chartered Accountants
ICAI Firm Registration Number : 003612N

For and on behalf of

GAYATRI RUBBERS AND CHEMICALS LIMITED

Praveen Kumar Jain
Partner
Membership Number : 082515
UDIN: 24082515BKBYJV7367

Shilp Chotai
Managing Director
DIN: 09557130

Manoj Kumar Aggarwal
Director
DIN: 09557129

Place: Faridabad
Date : May 28, 2024

Utsav Chotai
Director & Chief Financial Officer (CFO)
DIN: 09557131

Roli Jain
Company Secretary
Membership Number : A57209

GAYATRI RUBBERS AND CHEMICALS LIMITED
CIN: U25209HR2022PLC102495

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED MARCH 31, 2024

Amount in INR Lakhs

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
I) Incomes			
(a) Revenue From Operations	20	2,441.11	2,220.69
(b) Other Income	21	2.55	-
II) Total Incomes		2,443.66	2,220.69
III) Expenses			
(a) Cost of Revenue Operations	22	2,277.65	2,179.64
(b) Changes in inventories of finished goods, work-in-progress and Traded Goods	23	(213.02)	(252.94)
(c) Employee benefits expense	24	61.58	49.68
(d) Finance Cost	25	31.84	19.49
(e) Depreciation and amortization expense	26	34.64	21.45
(f) Other expenses	27	41.51	80.11
IV) Total Expenses		2,234.20	2,097.43
V) Profit Before Taxes (II-IV)		209.46	123.26
VI) Tax Expenses			
(a) Current taxes		55.21	32.71
(b) Tax relating to earlier years		(0.75)	-
(c) Deferred tax expense / (credit)		(0.98)	(0.74)
VII) Total Taxes		53.48	31.97
VIII) Profit after Taxes		155.98	91.29
IX) Earnings per Equity Share of INR 10.00 each			
(a) Basic (in rupees)		2.72	1.78
(a) Diluted (in rupees)		2.72	1.78

See accompanying notes to the financial statements
In terms of our report attached

1-40

For VAPS & Company

Chartered Accountants
ICAI Firm Registration Number : 003612N

Praveen Kumar Jain
Partner
Membership Number : 082515
UDIN: 24082515BKBYJV7367

Place: Faridabad
Date : May 28, 2024

For and on behalf of

GAYATRI RUBBERS AND CHEMICALS LIMITED

Shilp Chotai
Managing Director
DIN: 09557130

Utsav Chotai
Director & Chief Financial Officer(CFO)
DIN: 09557131

Manoj Kumar Aggarwal
Director
DIN: 09557129

Roli Jain
Company Secretary
Membership Number : A57209

GAYATRI RUBBERS AND CHEMICALS LIMITED

CIN: U25209HR2022PLC102495

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED MARCH 31, 2024

Amount in INR lakhs

Particulars	Year ended March 31,2024	Period ended March 31,2023
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	209.46	123.26
Adjustments for :		
Depreciation and Amortization Expense	34.64	21.45
Finance Cost	31.84	19.49
Operating profit before working capital changes	275.94	164.20
Adjustments for (increase)/decrease in Operating Assets:		
(Increase) / Decrease in Trade Receivables	(50.91)	(450.92)
(Increase) / Decrease in Other bank balances	(2.50)	-
(Increase) / Decrease in Inventories	(213.02)	(252.94)
(Increase) / Decrease in Short Term Loans and advances	(4.34)	(8.28)
(Increase) / Decrease in Non Current Assets	4.15	(12.45)
(Increase) / Decrease in Other Current Assets	(0.97)	(19.16)
Adjustments for increase/(decrease) in Operating Liabilities:		
Increase / (Decrease) in Trade Payables	7.81	47.43
Increase / (Decrease) Other Current Liabilities	6.13	41.86
Cash generated from operations	22.30	(490.25)
Income Tax Paid	(52.80)	(30.72)
Net Cash Flow from Operating Activities	(30.50)	(520.98)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(147.33)	(124.52)
Goodwill arising on acquisition	-	(15.35)
Net Cash used in investing activities	(147.33)	(139.87)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares Capital	-	879.40
Proceeds/Repayment of Long Term Borrowing	42.25	-
Proceeds of Short Term Borrowing	9.64	-
Finance Costs	(31.84)	(19.49)
Net cash generated from Financing activities	20.05	859.91
Net Change in Cash and Cash Equivalents (A+B+C)	(157.78)	199.06
CASH & CASH EQUIVALENT		
Opening Balance	199.06	-
Net Change in Cash & Cash Equivalents	(157.78)	199.06
Closing Balance	41.28	199.06

See accompanying notes to the financial statements
In terms of our report attached

1-40

For VAPS & Company

Chartered Accountants
ICAI Firm Registration Number : 003612N

Praveen Kumar Jain

Partner
Membership Number : 082515
UDIN: 24082515BKBYJV7367

Place: Faridabad
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For and on behalf of

GAYATRI RUBBERS AND CHEMICALS LIMITED

Shilp Chotai

Managing Director
DIN: 09557130

Utsav Chotai
Director & Chief Financial Officer (CFO)
DIN: 09557131

Manoj Kumar Aggarwal

Director
DIN: 09557129

Roli Jain
Company Secretary
Membership Number : A57209

GAYATRI RUBBERS AND CHEMICALS LIMITED

Notes to the Financial Statements

1. General Information

Gayatri Rubbers and Chemicals Limited, incorporated on March 31, 2022 is engaged in Manufacturing and Trading of Rubber products. The Company is a public limited company listed on National Stock Exchange (SME Platform) with its registered office in Faridabad, Haryana.

2. Summary of Significant Accounting Policies

2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 (“the 2013 Act”). The financial statements have been prepared on accrual basis under the historical cost convention.

2.2 Operating Cycle

Based on the nature of products / activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.3 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenses during the year. The Management believes that the estimates used in preparation of standalone financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed at each balance sheet date.

Future results could differ due to these estimates and the differences between the actual results and estimates are recognized in the periods in which the results are known/materialise.

2.4 Revenue Recognition

(i) Sale of Goods

Sales of goods are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

The company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis.

Revenues are shown net of allowances/ returns, goods and services tax and applicable discounts and allowances.

(ii) Interest Income

Interest income is accrued on a time proportion basis, by reference to the principle outstanding and the effective interest rate applicable.

2.5 Inventories

Finished goods are valued at the lower of cost (First in First Out -FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

Raw Material is valued at cost (First in First Out -FIFO basis).

GAYATRI RUBBERS AND CHEMICALS LIMITED

Notes to the Financial Statements

2.6 Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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

2.7 Intangible Assets

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized.

Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination, is from the acquisition date, allocated to each of the Company's cash generating units (CGUs) that are expected to benefit from the combination.

A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Company.

A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Company recognizes an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU.

2.8 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Acquisition Cost comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are arrived at cost are recognised in the Statement of Profit and Loss.

Depreciation has been provided in accordance with useful lives prescribed in the Companies Act, 2013 on Written Down Value method.

Depreciation on fixed assets has been provided on written down value method in accordance with the manner specified in Schedule II of the Companies Act, 2013.

GAYATRI RUBBERS AND CHEMICALS LIMITED

Notes to the Financial Statements

2.9 Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.10 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before extraordinary items and tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.11 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

2.12 Earnings per Share

Basic earnings per share is computed by dividing the net profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented in case of share splits.

3 Share Capital

Particulars	As at	As at
	March 31,2024	March 31,2023
Authorized		
60,00,000 Equity shares of Rupees 10.00 each (As at March 31,2023: 60,00,000 Equity shares of Rupees 10.00 each)	600.00	600.00
	600.00	600.00
Issued, Subscribed and Paid-Up		
57,38,000 Equity shares of Rupees 10.00 each fully paid in cash (As at March 31,2023: 57,38,000 Equity shares of Rupees 10.00 each fully paid in cash)	573.80	573.80
Total	573.80	573.80

a) Reconciliation of the number of shares and amount outstanding as at March 31,2024

Particulars	As at March 31,2024		As at March 31,2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares with voting rights (Ordinary Shares)				
Outstanding at the beginning of the year	57,38,000	573.80	-	-
Add: Shares issued during the year	-	-	57,38,000	573.80
Outstanding at the end of the year	57,38,000	573.80	57,38,000	573.80

b) Details of shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31,2024		As at March 31,2023	
	Number of shares	% of holding	Number of shares	% of holding
Manoj Kumar Aggarwal	21,50,000	37.47%	21,50,000	37.47%
Shilp Chotai	10,10,000	17.60%	10,10,000	17.60%
Utsav Chotai	10,10,000	17.60%	10,10,000	17.60%

c) Shares held by promoters at the end of the period

Name of promoter	As at March 31,2024		As at March 31,2023	
	Number of shares	% of holding	Number of shares	% of holding
Manoj Kumar Aggarwal	21,50,000	37.47%	21,50,000	37.47%
Shilp Chotai	10,10,000	17.60%	10,10,000	17.60%
Utsav Chotai	10,10,000	17.60%	10,10,000	17.60%

d) Rights, Preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rupees 10.00 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

4 Reserves and Surplus

Particulars	As at March 31,2024	As at March 31,2023
<u>Security Premium</u>		
Opening Balance	305.60	-
Add: Addition on Issue of equity share capital	-	305.60
Closing Balance	305.60	305.60
<u>Surplus in the Profit and Loss Statement</u>		
Opening balance	91.29	-
Add: Profit for the period	155.98	91.29
Closing Balance	247.27	91.29
Total	552.87	396.89

5 Borrowings(Long Term)

Particulars	As at March 31,2024	As at March 31,2023
<u>Secured</u>		
Loan from Banks and Financial institutions^	42.25	-
Total	42.25	-

^ Secured against charge on Plant & Machinery, Guarantees, Inventory, Trade Receivables and Vehicles

6 Borrowings(Short Term)

Particulars	As at March 31,2024	As at March 31,2023
Current Maturities of Long Term Borrowing	9.64	-
Total	9.64	-

7 Trade Payables

Particulars	As at March 31,2024	As at March 31,2023
Total outstanding dues of micro and small enterprises	43.56	-
Total outstanding of creditors dues other than micro and small enterprises	11.68	47.43
Total	55.24	47.43

Ageing Schedule as at March 31,2023

Particulars	0-3 months	3-6 months	6-12 months	More than 1 year	Total
Total outstanding dues of micro and small enterprises	-	-	-	-	-
Total outstanding dues other than micro and small enterprises	45.19	2.24	-	-	47.43
Total	45.19	2.24	-	-	47.43

Ageing Schedule as at March 31,2024

Particulars	0-3 months	3-6 months	6-12 months	More than 1 year	Total
Total outstanding dues of micro and small enterprises	43.56	-	-	-	43.56
Total outstanding dues other than micro and small enterprises	11.68	-	-	-	11.68
Total	55.24	-	-	-	55.24

8 Short Term Provisions

Particulars	As at March 31,2024	As at March 31,2023
Provision for Taxation (net of advance taxes)	3.66	1.99
Total	3.66	1.99

GAYATRI RUBBERS AND CHEMICALS LIMIT
Notes to the Financial Statements

Amount in INR Lakhs

9 Other Current Liabilities

Particulars	As at March 31,2024	As at March 31,2023
Advance from Customers	29.05	-
Expenses Payable	11.25	32.45
Statutory Dues Payable	7.68	9.41
Total	47.98	41.86

10 Property, Plant and Equipment

Particulars	Plant & Machinery	Furniture & Fixtures	Vehicles	Computers	Office Equipments	Total
Gross Block						
Balance as at March 31, 2022	-	-	-	-	-	-
Additions	107.70	0.50	5.53	0.40	10.39	124.51
Disposals	-	-	-	-	-	-
Balance as at March 31, 2023	107.70	0.50	5.53	0.40	10.39	124.51
Additions	118.88	-	23.52	0.96	3.97	147.33
Disposals	-	-	-	-	-	-
Balance as at March 31, 2024	226.58	0.50	29.05	1.36	14.36	271.85
Accumulated Depreciation						
Balance as at March 31, 2022	-	-	-	-	-	-
Depreciation	14.34	0.27	3.76	0.28	2.80	21.45
Deductions/adjustments	-	-	-	-	-	-
Balance as at March 31, 2023	14.34	0.27	3.76	0.28	2.80	21.45
Depreciation	24.56	0.06	7.02	0.37	2.63	34.64
Deductions/adjustments	-	-	-	-	-	-
Balance as at March 31, 2024	38.90	0.33	10.78	0.65	5.43	56.09
Net Block						
As at March 31,2023	93.36	0.23	1.77	0.12	7.59	103.07
As at March 31,2024	187.68	0.17	18.27	0.71	8.93	215.76

11 Intangible assets

Particulars	As at March 31,2024	As at March 31,2023
Goodwill (refer note 35)	15.35	15.35
Total	15.35	15.35

12 Deferred Tax Assets

Particulars	As at March 31,2024	As at March 31,2023
Deferred Tax Assets :		
Opening Balance	0.74	-
Increase / (decrease) on	0.98	0.74
Closing Balance	1.72	0.74
Total	1.72	0.74

13 Other Non Current Assets

Particulars	As at March 31,2024	As at March 31,2023
Unamortised Expenses (refer note 36)	8.30	12.45
Total	8.30	12.45

14 Trade Receivables

Particulars	As at March 31,2024	As at March 31,2023
Undisputed Trade receivables-considered good	501.83	450.92
Undisputed Trade receivables-considered doubtful	-	-
Disputed Trade receivables-considered good	-	-
Disputed Trade receivables-considered doubtful	-	-
Total	501.83	450.92

Ageing Schedule as March 31,2023

Particulars	Less than 6 months	6 months-1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables-considered good	408.90	38.24	3.78	-	-	450.92
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Total	408.90	38.24	3.78	-	-	450.92

Ageing Schedule as March 31,2024

Particulars	Less than 6 months	6 months-1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables-considered good	367.38	125.77	8.68	-	-	501.83
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Total	367.38	125.77	8.68	-	-	501.83

15 Inventories

Particulars	As at March 31,2024	As at March 31,2023
Raw Materials	-	252.94
Finished Goods/Semi Finished Goods/ Work in Progress	465.96	-
Scrap	-	-
Total	465.96	252.94

16 Cash and cash Equivalents

Particulars	As at March 31,2024	As at March 31,2023
Cash in Hand	4.47	3.61
Balances with Banks	36.81	195.45
Total	41.28	199.06

17 Bank balances other than cash and cash equivalents

Particulars	As at March 31,2024	As at March 31,2023
<i>Earmarked Accounts</i>		
Deposits against guarantees with maturity of more than 3 months and less than 12 months	2.50	-
Total	2.50	-

18 Loans and Advances

Particulars	As at March 31,2024	As at March 31,2023
<i>Unsecured, considered good:</i>		
Advances to		
- Related Parties	-	-
- Suppliers	12.61	8.28
Total	12.61	8.28

GAYATRI RUBBERS AND CHEMICALS LIMITED

Notes to the Financial Statements

Amount in INR Lakhs

19 Other Current Assets

Particulars	As at March 31,2024	As at March 31,2023
<u>Unsecured, considered good:</u>		
Prepaid Expenses	0.76	0.25
Balance with government authorities	10.74	10.00
Unamortised expenses	4.15	4.15
Security Deposit	4.48	4.76
Total	20.13	19.16

20 Revenue From Operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of Products		
Finished Goods	2,441.11	2,220.69
Total	2,441.11	2,220.69

21 Other Income

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Miscellaneous Income	2.55	-
Total	2.55	-

22 Cost of Revenue Operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<u>Raw Material</u>		
Opening Stock	-	-
Add: Purchases	2,224.79	2,139.04
Add: Direct expenses		
-Freight expense	11.63	12.33
-Power & Fuel Expenses	41.23	28.27
	2,277.65	2,179.64
Total	2,277.65	2,179.64

23 Changes in inventories of Finished Goods, Works in progress & Trade Goods

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Stock		
Finished/Semi Finished Goods/Traded goods	252.94	-
	(A) 252.94	-
Closing Stock		
Finished/Semi Finished Goods/Traded goods	465.96	(252.94)
	(B) 465.96	(252.94)
Total (A-B)	(213.02)	(252.94)

GAYATRI RUBBERS AND CHEMICALS LIMITED**Notes to the Financial Statements**

Amount in INR Lakhs

24 Employee Benefit Expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Wages and salaries	61.12	49.32
Contribution to Provident and other fund	0.46	0.36
Total	61.58	49.68

25 Finance Cost

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense:		
(i) Bank Overdraft	21.29	12.24
(ii) Term Loan	2.69	7.25
Other borrowing costs	7.86	-
Total	31.84	19.49

26 Depreciation and Amortisation expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on property, plant and equipment	34.64	21.45
Total	34.64	21.45

27 Other Expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Rates, Fees and Taxes	3.22	24.60
Commission	1.49	24.83
Freight Outward	-	3.34
Legal & Professional Expenses (refer note below)	6.99	5.33
Material Packing expenses	8.02	-
Rent	11.98	6.00
Insurance	0.92	1.01
Festival Expenses	0.69	-
IT Expenses	0.42	0.55
Miscellaneous Expenses	0.10	1.03
Repairs and Maintenance	2.42	-
Director Sitting Fees	0.72	0.72
Share Issue Expenses	4.15	4.15
Bank Charges	0.37	8.55
Total	41.51	80.11

Legal and Professional Expense includes Fees to Statutory Auditors as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Statutory Audit	2.00	2.00
Tax Audit	-	-
Reimbursement of Expenses	-	-
Total	2.00	2.00

GAYATRI RUBBERS AND CHEMICALS LIMITED
Notes Forming Part of the Financial Statements

Amount in INR Lakhs except EPS

28 Earnings per Share (EPS)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net profit after tax attributable to shareholders	1,55,98,109	91,29,077
Weighted average number of equity shares outstanding during the period	57,38,000	51,29,833
Nominal value per share	10.00	10.00
Basic earning per share	2.72	1.78
Diluted earning per share	2.72	1.78

29 Related Party Disclosure

Information on Related Party Transactions as required by AS 18 - 'Related Party Disclosures' for the period ended March 31,2024

1. Description of related parties

a) Directors & Key Managerial Personnel(KMP)

Name	Designation
Manoj Kumar Aggarwal	Director
Shilp Chotai	Director
Utsav Chotai	Director & Chief Financial Officer
Megha Vashistha	Company Secretary [^]
Roli Jain	Company Secretary ^{^^}

[^] Appointed on Aug 1,2022 and relinquished office on Dec 31,2022

^{^^} Appointed on Jan 1,2023

b) Relatives of KMP

Sandeep Goyal	Brother of Director (Manoj Kumar Aggarwal)
Kanchan Goyal	Sister in Law of Director (Manoj Kumar Aggarwal)

b) Enterprises significantly influenced by KMP and their relatives

M/s Goyal Rubber
M/s Goyal Aluminium Limited
M/s Anand Polytech
M/s Shiv Hardwell Company
M/s TCS Sales India
M/s Gayatri Minerals
M/s Elements (India)

2. Details of Related Party Transactions during the period:-

Name of related party & Nature of relationship	Nature of Transactions	Year ended March 31, 2024	Year ended March 31, 2023
(A)Directors & Key Management Personnel (KMP):			
Manoj Kumar Aggarwal	Allotment of Shares in discharge of Purchase Consideration	-	214.00
	Advance given	-	85.00
	Refund of advance given	-	85.00
	Rent	6.00	6.00
	Director Fees	12.00	12.00
Shilp Chotai	Loan Taken	-	100.00
	Conversion of Loan into Share Capital	-	100.00
	Director Fees	12.00	12.00
Utsav Chotai	Loan Taken	-	100.00
	Conversion of Loan into Share Capital	-	100.00
	Director Fees	12.00	12.00

GAYATRI RUBBERS AND CHEMICALS LIMITED
Notes Forming Part of the Financial Statements

Amount in INR Lakhs

Name of related party & Nature of relationship	Nature of Transactions	Year ended March 31, 2024	Year ended March 31, 2023
(B) Relatives of Directors and KMP:			
Sandeep Goyal	Advance given	-	11.00
	Refund of advance given	-	11.00
Kanchan Goyal	Advance given	-	29.00
	Refund of advance given	-	29.00

(C) Enterprises significantly influenced by KMP and their relatives:

M/s Anand Polytech	Goods Sold	298.53	488.32
	Goods Purchased	59.00	-
M/s Goyal Rubber	Goods Purchased	10.40	10.40
	Goods Sold	204.76	204.76
M/s Goyal Aluminium Limited	Goods Sold	-	325.01
M/s Shiv Hardwell Company	Goods Purchased	260.79	58.99
	Goods Sold	2.91	5.92
M/s TCS Sales India	Goods Purchased	-	38.15
	Goods Sold	7.15	81.71
M/s Gayatri Minerals	Goods Purchased	16.65	14.04

3. Closing balance at the end of the period

Name of related party & Nature of relationship	Nature of Transactions	As at March 31, 2024	As at March 31, 2023
M/s Goyal Rubber (Delhi)	Trade Payable/(Receivable)	(31.75)	(9.19)
M/s TCS Sales India	Trade Payable/(Receivable)	-	(14.78)
M/s Gayatri Minerals	Trade Payable/(Receivable)	2.21	4.25

GAYATRI RUBBERS AND CHEMICALS LIMITED
Notes to the Financial Statements

Amount in INR Lakhs

30 Reconciliation of liabilities arising from financing activities

Particulars	As at March 31, 2022	Net Cash flows	As at March 31,2023
As at March 31, 2023			
Non-current borrowings	-	-	-
Current borrowings	-	-	-
Total liabilities from financing activities	-	-	-

Particulars	As at March 31, 2023	Net Cash flows	As at March 31,2024
As at March 31, 2024			
Non-current borrowings	-	9.64	9.64
Current borrowings	-	42.25	42.25
Total liabilities from financing activities	-	51.90	51.90

31 Corporate Social responsibility (CSR)

Provisions of Section 135 of Companies Act, 2013 are not applicable on the company. Hence, no provision for CSR expense has been made during the period (As at March 31,2023: NIL).

32 Payable to Micro, Small and medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31,2024	As at March 31,2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	43.56	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

33 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Contingent liabilities		
Claims against the company not acknowledged as debt		
Disputed claims/levies in respect of Goods and Services Tax/Income Tax		
-Statutory forms	-	-
-Reversal of input tax credit	143.67	143.67
-Classification of goods	-	-
-Provisional Assessment	-	-
Guarantees	2.50	-
(ii) Commitments		
-Letters of Credit	-	-

34 Expenses in Foreign Currency

Particulars	As at March 31, 2024	As at March 31, 2023
Travelling	-	-
Interest	-	-
Business promotion	-	-

GAYATRI RUBBERS AND CHEMICALS LIMITED**Notes to the Financial Statements**

Amount in INR Lakhs

35 Earnings in Foreign Currency

Particulars	As at March 31, 2024	As at March 31, 2023
Export of goods calculated on FOB basis	-	-

36 Segment Reporting

The Company is in business of Manufacturing and Trading of Rubber Products and hence there is only one reportable segment as per 'AS 17 : Segmenting Reporting'.

37 Acquisition of M/s Goyal Rubber

During the financial year 2022-23, the company acquired M/s Goyal Rubber effective April 15,2022 for a consideration of INR 2,14,00,000.As a result of this transaction, intangible assets consisting of Goodwill of INR 15,35,384 has been recognized in the financial statements of the company during the period.

38 Additional Regulatory Information

(a) The Company has not been declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

(b) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(c) There is no charge or satisfaction of charge which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(d) The Company do not have any transaction not recorded in the books of accounts that has been surrendered or not disclosed as income during the period in the tax assessments under the Income Tax Act, 1961.

(e) The company does not have any working capital facilities in excess of INR 5.00 crores from Bank or Financial Institutions during the period ended March 31,2024 (Year ended March 31, 2023: Nil).

(f) The Company did not enter transactions in Cryptocurrency or Virtual currency during the period ended March 31,2024 (As at March 31,2023: NIL)

(g) The company does not have any relationship with companies struck off (as defined by Companies Act, 2013) and did not enter into transactions with any such company for the year ended March 31,2024 (Year ended March 31,2023: NIL) .

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

(i) No funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

GAYATRI RUBBERS AND CHEMICALS LIMITED
Notes to the Financial Statements

39 Financial Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance (For a variance of 25% or more)
Current Ratio	Current Assets	Current Liabilities	8.96	10.19	-12.07%	Not Applicable
Debt Equity Ratios	Net Debt	Shareholder's Equity	0.01	-	100.00%	Change is due to company raised funds from borrowing
Debt Service Coverage Ratio	Earning Available For Debt Service	Debt Service	3.30	-	100.00%	Change is due to company raised funds from borrowing
Return On Equity	Net Profit After Tax (Excluding Pref div.)	Average Shareholder's Equity	14.87%	31.82%	-53.26%	Not Applicable
Inventory Turnover Ratio	Sales	Average Inventory	3.40	41.57	-91.83%	Change is due to less proportionate increase in sales compare to average inventory i.e increase in holding of inventory is more
Trade Receivable Turnover Ratio	Credit Sales	Average Trade Receivable	5.12	9.85	-47.97%	Change is due to less proportionate increase in credit sales compare to trade receivable i.e increase in average trade receivable
Trade Payable Turnover Ratio	Credit Purchase	Average Trade Payables	43.34	45.95	-5.69%	Not Applicable
Net Capital Turnover Ratio	Sales	Working Capital	2.63	2.29	15.01%	Not Applicable
Net Profit Ratio	Profit After Tax	Net Sales	6.39%	4.11%	55.43%	Change is due to more proportionate increase in profit compare to sales
Return On Capital Employed	EBIT	Capital Employed	23.61%	16.92%	39.55%	Change is due to more proportionate increase in profit compare to capital employed
Return On Investment	Income From Investment	Average Investment				Not Applicable

Explanation of formulas used in calculating ratios :

- (1) Net debt includes borrowings (long term and short term) net of cash & cash equivalents and bank balances.
- (2) Earnings available for debt service includes profit after tax, finance costs, depreciation and other non cash expense.
- (3) Debt service includes finance costs paid and principal repayment of borrowings (long term and short term).
- (4) Earning before interest and taxes includes Profit before tax plus depreciation.
- (5) Capital employed includes Tangible net worth (Total assets - total liability - intangible assets), net debt and deferred tax liability.

40 Previous Year figures have been regrouped/ reclassified as necessary

In terms of our report attached
For VAPS & Co.
ICAI Firm Registration Number : 003612N
Chartered Accountants

For and On Behalf of
Gayatri Rubbers and Chemicals Limited

Praveen Kumar Jain
Partner
Membership Number : 082515
UDIN: 24082515BKBYJV7367

Shilp Chotai
Director
DIN: 09557130

Manoj Kumar Aggarwal
Director
DIN: 09557129

Place: Faridabad
Date : May 28, 2024

Utsav Chotai
Director & Chief Financial Officer (CFO)
DIN: 09557131

Roli Jain
Company Secretary
Membership Number : A57209