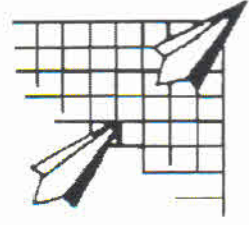


HARDOLI PAPER MILLS LTD.

Regd. Off. : "Krishna Kunj", 1st Floor, Bhavsar Chowk, C.A. Road, NAGPUR-440032.
Ph. (O) (0712) 2770168, 2770968, 2733846 E-mail : hardolipaper@gmail.com
CIN : L21010MH1995PLC085883



July 30 , 2024

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India.

Scrip Code : HARDOLI

Dear Sir / Madam,

Sub : Annual Report for the Financial Year 2023-24

Dear Sir / Madam

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report for the Financial Year 2023-24.

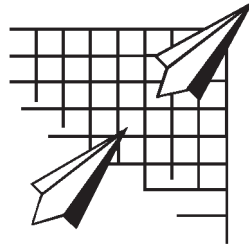
Kindly take the same on record and oblige.

Thanking you.

Yours faithfully,
For Hardoli Paper Mills Limited


Anilkumar M. Lakhotiya
Managing Director
(DIN – 00367361)





HARDOLI PAPER MILLS LIMITED

**30th ANNUAL REPORT
2023 - 2024**



BOARD OF DIRECTORS

ANILKUMAR LAKHOTIYA (DIN 00367361)	-	MANAGING DIRECTOR
KAILASHCHANDRA P. AGRAWAL (DIN 00367292)	-	WHOLE TIME DIRECTOR
JARNAILSINGH SAINI (DIN 00367656)	-	WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER (CFO)
OMPRAKASH RATHI (DIN 00895316)	-	WHOLE TIME DIRECTOR
NARASIMHAN VARADARAJAN (DIN 08177714)	-	INDEPENDENT NON EXECUTIVE DIRECTOR
PREM KEWALRAMANI (DIN 08177725)	-	INDEPENDENT NON EXECUTIVE DIRECTOR
PRIYANKA DESHMUKH (DIN 08177708)	-	INDEPENDENT NON EXECUTIVE WOMAN DIRECTOR
MAYANK LUNIYA	-	COMPANY SECRETARY

REGISTERED OFFICE
Krishna Kunj, First Floor, Bhavsar Chowk,
Central Avenue, Nagpur - 440032

BANKERS
State Bank of India,
Nagpur

WORKS
Survey No. 67,
Village Hardoli,
Taluka Katol,
Dist. Nagpur - 441103
Maharashtra State

AUDITORS
Darak And Associates
Chartered Accountants,
304, Mahalaxmi Complex,
23, Central Avenue,
Nagpur - 440002

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **Hardoli Paper Mills Limited** will be held at the Registered Office of the Company situated at Krishna Kunj, First Floor, Bhavsar Chowk, Central Avenue, Nagpur-440032., on Wednesday, the 21st August, 2024 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anilkumar M. Lakhotiya (DIN: 00367361) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. KAILASHCHANDRA P. AGRAWAL (DIN: 00367292) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with Section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of Mr. Kailashchandra P. Agrawal (DIN: 00367292) as Whole-time Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Kailashchandra P. Agrawal subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

4. **RE-APPOINTMENT OF MR. ANILKUMAR M. LAKHOTIYA (DIN: 00367361) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of Mr. Anilkumar M. Lakhotiya (DIN: 00367361) as Managing Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of ₹ 1,10,000/- (Rupees one Lakh Ten Thousand Only) per month and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Anilkumar M. Lakhotiya subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto



NOTICE (CONTD.)

expressly by authority of this resolution.”

5. RE-APPOINTMENT OF MR. JARNAILSINGH G. SAINI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Jarnailsingh G. Saini (DIN: 00367656)** as Whole-time Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Jarnailsingh G. Saini subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

6. RE-APPOINTMENT OF MR. OMPRAKASH D. RATHI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Omprakash D. Rathi (DIN:00895316)** as Whole-time Director of the Company for a period of 3 years with effect from 26th July 2024, on a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Omprakash D. Rathi subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

7. To approve the Related Party Transaction with M/s. Radhika Sales Corporation u/s 188 of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read the Company’s policy on Related Party transaction(s) and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Radhika Sales Corporation, a related party within the meaning of Section 2(76) of the Act for sale of finished goods during the financial year 2024-25, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 1400.00 Lakhs (Rupees One Thousand Four Hundred Lakhs), provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried

NOTICE (CONTD.)

out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board
For **Hardoli Paper Mills Limited**

Anilkumar M. Lakhotiya
Managing Director
(DIN: 00367361)

Date : 12th July, 2024

Regd. Off: Krishna Kunj, 1st Floor,
Bhavsar Chowk, Nagpur 440032



NOTICE (CONTD.)

ANNEXURE A

The Statement of disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, is as under:

Name of Director	Mr. Kailashchandra Purushottam Agrawal (DIN: 00367292)	Mr. Anilkumar M. Lakhotiya (DIN: 00367361)	Mr. Jarnailsingh G. Saini (DIN: 00367656)	Mr. Omprakash D. Rathi (DIN: 00895316)
Age	78	72	76	72
Date of Birth	03/03/1946	23/01/1952	05/06/1948	11/05/1952
Date of Appointment	24/05/2007	24/02/1995	24/02/1995	26/07/2018
Qualification	Graduate	Master of Commerce	Graduate	Graduate
Expertise in specific functional areas	Marketing and Cash Flow Management	Manufacturing and marketing of paper products	Manufacturing and marketing of paper products and Finance	Manufacturing and marketing of paper products
Directorship in other Indian Public Limited Companies as on 31.03.2024	NIL	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of other Indian Public Limited Companies as on 31.03.2024	NIL	NIL	NIL	NIL
No. of Shares held in the Company	241995	186295	112805	267360
Number of Board Meeting attended during 2023-24	6	6	6	3
Disclosure in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	None of the Directors and KMP are related to Mr. Kailashchandra P. Agrawal	None of the Directors and KMP are related to Mr. Anilkumar M. Lakhotiya	None of the Directors and KMP are related to Mr. Jarnailsingh G. Saini	None of the Directors and KMP are related to Mr. Omprakash D. Rathi
Details of Remuneration last drawn during F. Y 2023-24	₹ 3.60 Lakhs	₹ 13.20 lakhs	₹ 3.60 Lakhs	₹ 3.60 Lakhs
Details of Remuneration sought to be paid	As per proposed resolution	As per proposed resolution	As per proposed resolution	As per proposed resolution

NOTICE (CONTD.)

DISCLOSURE AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 IS GIVEN HEREUNDER:

I. **General Information:**

Nature of industry	Manufacturing of Kraft Papers
Date or expected date of commercial production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A

Financial performance: -

(₹ in lacs)

PARTICULARS	2023-24	2022-23	2021-22
Revenue from Operations	5,891.82	10,523.18	11,240.22
Other Income	9.02	10.91	13.91
Profit Before Depreciation, Interest and Tax	(334.91)	(231.06)	286.47
Financial Expenses	156.45	85.88	76.03
Profit (loss) Before Depreciation	(491.36)	(316.93)	210.44
Depreciation	195.84	180.82	179.58
Profit/(loss) before Extra-Ordinary items and tax	(687.20)	(497.75)	30.86
Extra Ordinary Items	--	--	--
Profit/(Loss) Before Tax	(687.20)	(497.75)	30.86
Provision for Tax (including Deferred Tax)	(176.09)	(120.45)	(7.40)
Net Profit/(Loss) After Tax	(511.11)	(377.30)	38.25
Other Comprehensive Income	14.51	4.53	11.04
Total Comprehensive Income/(loss) for the year	(496.60)	(372.76)	49.29
Earnings per share (₹)	(18.98)	(14.01)	1.42

Foreign Investments or collaborations, if any:-

There is no direct foreign investment in the Company .

Information about the Appointees :-

	Mr. Kailashchandra P. Agrawal	Mr. Anilkumar M. Lakhotiya	Mr. Jarnailsingh G. Saini	Mr. Omprakash D. Rathi
Background details	Given in the body of this statement	Given in the body of this statement	Given in the body of this statement	Given in the body of this statement
Past Remuneration (Previous year Annual ₹ in lakhs)	₹3.60 Lakhs	₹13.20 lakhs	₹3.60 Lakhs	₹3.60 Lakhs
Recognition and Awards	---	---	---	---
Job profile and his suitability	He has over 43 years of experience in managing and running Paper Mills. He looks after the Marketing aspects of the Company	He is M.COM & He is managing & looks after the production area of the Company and overlooks the Accounting and finance for the Company.	He is a Professional Director of the Company and looks after the operation part of the Company.	He is a Professional Director of the Company and looks after the Marketing of product.



NOTICE (CONTD.)

	Mr. Kailashchandra P. Agrawal	Mr. Anilkumar M. Lakhotiya	Mr. Jarnailsingh G. Saini	Mr. Omprakash D. Rathi
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and holding 241995 Equity Shares, he does not have any pecuniary relationship with the Company	Apart from receiving managerial remuneration and holding 186295 Equity Shares, he does not have any pecuniary relationship with the Company	Apart from receiving managerial remuneration and holding 112805 Equity Shares, he does not have any pecuniary relationship with the Company	Apart from receiving managerial remuneration and holding 267360 Equity Shares, he does not have any pecuniary relationship with the Company

Comparative remuneration profile with respect to industry, size of company, profile and position of person:

During last decade, the Indian paper industry have seen many ups and downs. **Even though turnover of the company has declined and company has suffered higher loss as compared to loss incurred during the previous financial year but considering the expertise of Mr. Kailashchandra P. Agrawal, Mr. Anilkumar M. Lakhotiya, Mr. Jarnailsingh G. Saini and Mr. Omprakash D. Rathi for appropriate fund allocation, optimum utilization of various resources in the business and also considering the fact directors are drawing minimum remuneration** as compared to remuneration of directors of other organisations of the similar type, size and nature in the retail industry, Board of Directors considers that the remuneration proposed to them are justified.

II. Other information:

Reasons of loss or inadequate profits:

The Kraft paper industry throughout India has faced demand supply gap and your company is no exception. Consequently, HPML has faced margin issues so as to be able to sell its products in competitive environment. The company faced certain unforeseen problems during turbine commissioning thus further putting pressure on its performance. However, now Company has successfully commissioned power plant project and hope to improve its performance. With hopes of market easing out in near future, management hopes to be able to function at full operational level and come back to profitability.

Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core competency in manufacturing, by optimizing inventory, improving Productivity and reduction in cost of manufacturing. In addition to the above, certain strategic changes made during the previous financial year would result in further cost reduction and thereby contributing to the profitability in the years to come.

Expected increase in productivity and profits in measurable terms:

Company has installed turbine power plant project in order to reduce power cost and successfully commissioned it in January 2024. However, in order to complete the above project, other machines on which kraft papers were produced was halted for few months leading to reduced productivity and low volume of turnover during the financial year 2023-24. However, now as turbine power plant project is successfully commissioned, no halt in production is expected in this financial year. Further, reduction in power cost will help Company to sell Kraft Paper at higher profit margin. Increase in productivity coupled with higher profit margin is expected to improve the financial results of the company.

III Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. The explanatory statement given below (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

NOTICE (CONTD.)

NOTES FOR MEMBERS' ATTENTION

Notes:

- 1) The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. Instrument appointing proxies should be deposited at the Registered Office of the company not less than 48 hours before the time fixed for the meeting.
- 3) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
- 4) Institutional Shareholders / Corporate Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to attend the AGM on its behalf and to vote through remote e voting or during the AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to girishmurarka@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
- 5) Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice as "Annexure A".
- 6) The members/proxies are requested to bring duly filled in attendance slips for attending the meeting and members/proxies are also requested to bring a copy of the Annual Report to the meeting.
- 7) 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.
- 8) The Register of Members of the Company will be closed from Friday, 16th August, 2024 to Wednesday, 21st August, 2024 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents of the Company.
- 10) Members who are holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 11) Members who have not registered their email address so far are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically.
- 12) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 10th August, 2024 through email on hardolipaper@gmail.com The same will be replied by the Company suitably.
- 13) Members are requested to write/intimate to Company's Registrar and Share Transfer Agent, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claim of the unclaimed and unpaid dividends, etc.) in respect of equity shares held in physical form and to Depository Participant(DPs) in respect of equity shares held in demat form.
- 14) Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2023-24 will also be available on the Company's website www.hardolipaper.com, website of the Stock Exchange i.e. Metropolitan Stock Exchange at www.msei.in and on the website of Central Depository Securities Limited (CDSL) at <https://www.evotingindia.com>.



NOTICE (CONTD.)

- 15) Documents referred to in the Notice shall be available for inspection by the Members through e-mail and also at the registered office of the company. The Members are requested to send an e-mail to hardolipaper@gmail.com for the same.
- 16) Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will be available for inspection by the Members through e-mail and also at the registered office of the company.
- 17) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted only in dematerialised form with effect from 01st April, 2019. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
- 18) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 19) Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Share Transfer Agent to the members. If you are holding the shares of the Company in dematerialized form and already registered your email address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address may request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Share Transfer Agents.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form).

E-VOTING :

The Company is pleased to provide E-voting facility through Central Depository Services India Limited (CDSL) at evotingindia.com as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 30th Annual General Meeting of the Company dated 12th July, 2024 (the AGM Notice). E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 14th August, 2024 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

INSTRUCTIONS FOR REMOTE E-VOTING

- Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration), rules, 2014, as substituted by the Companies (Management and Administration), Amendment, Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 the Members are provided with the facility to cast their vote electronically on the resolution proposed to be passed at the AGM through the e-voting services provided by (CDSL). The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 14th August, 2024, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting through electronic voting system shall made be available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting period will commence at 9.00 a.m. on Sunday, 18th August, 2024 and will close at 5.00 pm on Tuesday, 20th August, 2024. In addition, the facility for voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by e-voting shall be eligible to vote at the AGM.

NOTICE (CONTD.)





PROCEDURE FOR REMOTE E-VOTING:

Step 1: Access to NSDL e-Voting system.

- I. Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 e-mail address in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility:</p> <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. 2. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 3. 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/IdEasDirect Reg.jsp <p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. 2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



NOTICE (CONTD.)

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

II. Login method for remote e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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, your Password/OTP and a Verification Code as shown on the screen.

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

NOTICE (CONTD.)

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - ii. If your email ID is not registered, please follow steps mentioned in the Notice in case of those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

(B) The voting period begins on **9.00 a.m. on on Sunday, 18th August, 2024 and will close at 5.00 pm on Tuesday, 20th August, 2024**. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e **14th August, 2024** may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

(C) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.



NOTICE (CONTD.)

- (D) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.
- (E) The Board of Directors has appointed M/s. Girish Murarka & Co., Practicing Company Secretary (Membership No.4576) as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (F) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (G) The Chairman or authorized representative shall declare the results of the electronic voting after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
- (H) The investors may contact the Compliance Officer for redressal of their grievances /queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances /queries to the Compliance officer at the following e-mail address: grievance@tpiindia.com.

By Order of the Board
For **Hardoli Paper Mills Limited**

Anilkumar M. Lakhotiya
Managing Director
(DIN: 00367361)

Date : 12th July, 2024

Regd. Off: Krishna Kunj, 1st Floor,
Bhavsar Chowk, Nagpur 440032

NOTICE (CONTD.)

Explanatory Statement under Section 102 of the Companies Act, 2013**Item No. 3**

Mr. Kailashchandra P. Agrawal (DIN: 00367292) was appointed as Whole-time Director of the Company at 27th Annual General Meeting held on 27th August, 2021 for a period of three years commencing from 1st April 2021. In appreciation of his efforts and his contribution in the progress of the Company and on recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 27th March, 2024 has re-appointed him as Whole-time Director, subject to the approval of the members in the ensuing Annual General Meeting, for a period of three years commencing from 1st April 2024.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 01/04/2024 till 31/03/2027
- (ii) Remuneration: As provided in the resolution.

Further, As per the proviso to Section 196(3)(a) of the Companies Act, 2013, appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

However, Mr. Kailashchandra P. Agrawal, Whole-Time Director, is above age of 70 years, still the board recommend his re-appointment as whole-time director of the company due to following reason/justification.

Mr. Kailashchandra P. Agrawal possesses huge knowledge and very rich experience in the business of the company. Because of his contribution and dedication, Company has achieved lot of success in the past few years. Even though he is aged above 70 years, but still considering his outstanding efforts towards the performance of the company, it will be beneficial to appoint him as whole-time director of the company.

The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Mr. Kailashchandra P. Agrawal as the Whole-time Director from 01/04/2024 till 31/03/2027 and the fixation of remuneration in case of no profit or inadequacy of profit and also for his appointment under the proviso to Section 196(3)(a) of the Companies Act, 2013.

None of the directors, key managerial personnel, manager or their relatives are interested or concerned in the above resolution except Mr. Kailashchandra P. Agrawal by virtue of his re-appointment.

Your Directors recommend the resolution set out at Item no. 3 to be passed as a special resolution by the members.

Item No. 4

Mr. Anilkumar M. Lakhotiya (DIN: 00367361) was appointed as Managing Director of the Company at 27th Annual General Meeting held on 27th August, 2021 for a period of three years commencing from 1st April 2021. In appreciation of his efforts and his contribution in the progress of the Company and on recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 27th March, 2024 has re-appointed him as Managing Director, subject to the approval of the members in the ensuing Annual General Meeting, for a period of Three years commencing from 1st April 2024.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 01/04/2024 till 31/03/2027
- (ii) Remuneration: As provided in the resolution.

Further, as per the proviso to Section 196(3)(a) of the Companies Act, 2013, appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

However, Mr. Anilkumar M. Lakhotiya, Managing Director, is above age of 70 years, still the board recommend his re-appointment as Managing director of the company due to following reason/justification.

Mr. Anilkumar M. Lakhotiya possesses huge knowledge and very rich experience in the business management of the company. Because of his contribution and dedication towards smooth management of the organisation, Company has achieved lot of success in the past and hopes to achieve even lot more in future if his appointment is approved by the shareholders. Even though he is aged above 70 years, but still considering his outstanding efforts towards the performance of the company, it will be beneficial to re-appoint him as Managing Director of the Company.

The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Mr. Anilkumar M.



NOTICE (CONTD.)

Lakhotiya as the Managing Director from 01/04/2024 till 31/03/2027 and the fixation of remuneration in case of no profit or inadequacy of profit and also for his appointment under the proviso to Section 196(3)(a) of the Companies Act, 2013.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Anilkumar Lakhotiya by virtue of his re-appointment.

Your Directors recommend the resolution set out at Item no. 4 to be passed as a special resolution by the members.

Item No. 5

Mr. Jarnailsingh G. Saini (DIN: 00367656) was appointed as Whole Time Director of the Company at 27th Annual General Meeting held on 27th August, 2021 for a period of three years commencing from 1st April 2021. In appreciation of his efforts and his contribution in the progress of the Company and on recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 27th March, 2024 has re-appointed him as Whole Time Director, subject to the approval of the members in the ensuing Annual General Meeting, for a period of Three years commence from 1st April 2024.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 01/04/2021 till 31/03/2024
- (ii) Remuneration: As provided in the resolution.

Further, as per the proviso to Section 196(3)(a) of the Companies Act, 2013, appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

However, Mr. Jarnailsingh G. Saini, Whole-Time Director is above age of 70 years, still the board recommend his re-appointment as Whole Time director of the company due to following reason/justification.

Mr. Jarnailsingh G. Saini possesses huge financial knowledge and very rich experience in the finance department of the company. Because of his contribution and dedication and ability of smoothly managing and resolving the financial issues of the company. Even though he is above 70 years, but considering his outstanding efforts towards the performance of the company, it will be beneficial to reappoint him as whole-time director of the company.

The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the reappointment of Mr. Jarnailsingh G. Saini as the Whole-time Director from 01/04/2021 till 31/03/2024 and the fixation of remuneration in case of no profit or inadequacy of profit and also for his appointment under the proviso to Section 196(3)(a) of the Companies Act, 2013.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Jarnailsingh G. Saini by virtue of his reappointment.

Your Directors recommend the resolution set out at Item no. 5 to be passed as a special resolution by the members.

Item No. 6

Mr. Omprakash D. Rathi (DIN: 00895316) was appointed as Whole Time Director of the Company at 27th Annual General Meeting held on 27th August, 2021 for a period of three years commence from 26th July,2021. In appreciation of his efforts and his contribution in the progress of the Company and on recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 27th March, 2024 has re-appointed him as Whole Time Director , subject to the approval of the members in the ensuing Annual General Meeting, for a period of Three years commence from 26th July,2024.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 26/07/2024 till 25/07/2027
- (ii) Remuneration: As provided in the resolution.

Further, as per the proviso to Section 196(3)(a) of the Companies Act, 2013, appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

However Mr. Omprakash D. Rathi, Whole-Time Director is above age of 70 years, still the board recommend his re-appointment as Whole Time director of the company due to following reason/justification.

Mr. Omprakash D. Rathi possesses huge knowledge and very rich experience in paper industry. Because of his contribution and dedication and ability of smoothly managing and resolving the issues faced by the Company, even though he is above 70 years, but still considering his outstanding efforts towards the performance of the company, it will be beneficial to reappoint him as whole-time director of the company.

NOTICE (CONTD.)

The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the reappointment of Mr. Omprakash D. Rathi as the Whole-time Director from 26/07/2024 till 25/07/2027 and the fixation of remuneration in case of no profit or inadequacy of profit and also for his appointment under the proviso to Section 196(3)(a) of the Companies Act, 2013.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Omprakash D. Rathi by virtue of his reappointment.

Your Directors recommend the resolution set out at Item no. 6 to be passed as a special resolution by the members.

Item No. 7

The provisions of the Companies Act, 2013 provide that, all related party transactions exceeding the limits specified under Rule 15 of Companies Companies (Meetings of Board and its Powers) Rules, 2014 shall require approval of the Shareholders of the Company.

In compliance with the above provisions, the proposed agreement/arrangement/contract to be entered into with the party as specified in the proposed Ordinary resolution placed for your approval. It may be noted that, interested/related party shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The relevant information pertaining to Related Party Transaction (RPT) with Radhika Sales Corporation ("CSC") as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date is given below:

Sr No	Particulars	Details / Information pertaining to Transaction
1	Name of the Related Party	Radhika Sales Corporation
2	Nature of relationship	Enterprise in which there is significant influence of Members/Directors
3	Nature, material terms, Monetary value and particulars of contracts or arrangement	Transaction involves Sale of finished goods for business purpose upto an aggregate amount not exceeding ₹ 1400 lakhs only.
4	Value of the proposed transaction	As stated in the resolution
5	Interested Director /KMP	Mr. Kailashchandra Agarwal
6	Tenure of the proposed transaction	1 st April 2024 to 31 st March 2025
7	advance paid or received for the contract or arrangement	NIL
8	Justification for why the proposed transaction is in the interest of the listed entity	The RPT with M/s. Radhika Sales Corporation will help the Company achieve synergies and economies of scale and will be in the best interest of the members. Further, the above RPT would help bring efficiency in operational and logistics costs, strengthen sustainability and leverage knowledge pool across functions.

The Board of Directors of the Company, upon the approval and recommendation of the Audit Committee but subject to approval of the members, have approved the foregoing RPT with above stated party.

Director of the Company Mr. Kailashchandra Agrawal is interested in the proposed transaction on account of having significant influence over the above entity and to the extent of his shareholding in the Company.

The Board of Directors recommends the Ordinary resolution as set out at Item No. 7 of the Notice for approval of the members.

By Order of the Board
For **Hardoli Paper Mills Limited**

Anilkumar M. Lakhotiya
Managing Director
(DIN: 00367361)

Date : 12th July, 2024

Regd. Off: Krishna Kunj, 1st Floor,
Bhavsar Chowk, Nagpur 440032



DIRECTORS' REPORT

To,
The Members,
HARDOLI PAPERS MILLS LIMITED

Your directors have pleasures in submitting the **Thirtieth** Annual Report together with Audited Financial Statement of the Company for the year ended on 31st March, 2024.

FINANCIAL RESULTS:

The Company's financial performance, in the year ended March 31, 2024 as shown below:

(Amount ₹ in Lacs)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Income from operations (including other income)	5900.84	10534.09
Profit before interest, Depreciation, Tax and extra-ordinary items	(334.91)	(231.05)
Less: Interest	156.45	85.88
Profit before Depreciation, Tax and extra-ordinary items	(491.36)	(316.93)
Less: Depreciation	195.84	180.82
Profit before Tax and extra-ordinary items	(687.20)	(497.75)
Add / (Less) Extra-ordinary item	--	--
Profit / (Loss) before Tax	(687.20)	(497.75)
Less: Provisions for Tax including deferred tax	(176.09)	(120.45)
Profit / (Loss) After Tax	(511.11)	(377.30)
Earning per share-Basic & Diluted	(18.98)	(14.01)

OPERATION AND STATE OF COMPANIES AFFAIRS:

During the year under review, the Company has recorded total revenue from operation of ₹ 5891.82 lacs as against revenue of ₹ 10523.18 lacs during previous year. Net loss after tax is ₹ 511.11 lacs as compared to Net loss after tax of ₹ 377.30 lacs during previous year.

During the year under review, revenue from operation of the company declined from ₹ 10253.18 to ₹ 5891.82 lacs and such decrease in revenue has resulted in a loss of ₹ 511.11 lacs suffered by the company.

Company has faced margin issues so as to be able to sell its products in competitive environment. The company faced certain unforeseen problems during turbine commissioning thus further putting pressure on its performance. However, now Company has successfully commissioned power plant project and hope to improve its performance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under relevant Listing Regulation, Management Discussion and Analysis Report is enclosed as part of this Annual Report.

RESERVES:

Your Board of Directors does not recommend carrying any amount to reserves, the entire loss amount was carried forward to next year.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year under review.

MATERIAL CHANGES BETWEEN THE PERIOD FROM END OF FINANCIAL YEAR TO THE DATE OF REPORT OF THE BOARD:

There were no material changes and commitments affecting the financial position of your Company between the end of financial year and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There are no significant material orders passed by the regulators / courts / tribunals which would impact the going concern status of the Company and its future operations.

DIRECTORS' REPORT (CONTD.)**LISTING OF SHARES WITH METROPOLITAN STOCK EXCHANGE OF INDIA:**

The Shares of the Company are listed on Metropolitan Stock Exchange of India.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism to provide appropriate avenue to the Directors and employees to bring to the attention of Management, the concern about the behavior of employees that raise concern including fraud by using the mechanism provided in the Whistle Blower Policy.

DIVIDEND:

As company has incurred a loss, Your Directors did not recommend any dividend on the equity shares for the year.

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

Information pursuant to Sub-section 3(m) of section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY:

i) Your Company is constantly been trying to make optimum use of power by installation of necessary power saving equipment's.

ii) POWER & FUEL CONSUMPTION

Financial Year	Year ended 31.03.2024	Year ended 31.03.2023
Electricity Consumption (Unit in lakhs)	58.41	96.05
Total Amount (₹ in lakhs)	569.44	834.32
Rate per unit (in ₹)	₹ 9.75 per unit	₹ 8.69 per unit
Coal Consumption in MT (in ₹)	11902.58	6011.64
Total Amount (₹ in lakhs)	731.35	477.05
Rate per unit (in ₹)	₹6144.45 per MT	₹7935.35 per MT
Husk Consumption in MT	--	10225.25
Total amount (₹ in lakhs)	--	540.07
Rate per unit in ₹	--	₹5281.69 per MT

B. TECHNOLOGY ABSORPTION:

The Technology used by the Company is simple and is indigenously available.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

Details of foreign exchange outgo are as under:

(₹ in lacs)

Item	2023-2024	2022-2023
Import of raw material	811.35	2538.16
Stores & Spares	--	6.26
Capital good	--	--

The earning in foreign currency is ₹ 7.29 lacs (P.Y ₹ 8.89 lacs)

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company has no Subsidiaries, Joint Venture and associate companies during the year.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.



DIRECTORS' REPORT (CONTD.)

DIRECTORS' RESPOSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3) of the Companies Act, 2013, your Directors submit:

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departure;
- (ii) That the Director have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the current year on 31st March, 2024 and of the Profit or Loss of the Company for the year ended on that date;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the Annual Accounts of the Company on a going concern basis;
- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- (vi) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDTIORS AND AUDITORS' REPORT:

Statutory Auditor

At the Annual General Meeting held on 23rd September, 2022 M/s DARAK & ASSOCIATES, Chartered Accountants, Nagpur were appointed for the period of Five Financial years. During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and Code of ethics issued by the Institute of Chartered Accountants of India.

There were no adverse comments in the report of statutory auditors.

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the company in the year under review.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. GIRISH MURARKA & CO., Company Secretaries in Practice having Membership Number 7036 to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the year 2023-24 as issued by him in the prescribed Form MR-3 is annexed to this Report.

There were no adverse comments in the report of secretarial auditors.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are: Anilkumar M. Lakhotiya, Managing Director, Kailashchandra P. Agrawal, Whole-time Director, Jarnailsingh G. Saini, Chief Financial Officer and Whole time Director, Mr. Omprakash D. Rathi, Whole time Director and Mr. Mayank Luniya, Company Secretary cum Compliance Officer.

At the ensuing Annual General Meeting, **Mr. Anilkumar M. Lakhotiya** (DIN: 00367361) retires by rotation and being eligible, offers himself for re-appointment.

INDEPENDENT DIRECTORS:

In accordance with the provision of Section 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014, along with schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) during the Financial year 2023-24, Mrs. Priyanka P. Deshmukh (DIN 08177708), Mr. Narasimhan Varadarajan (DIN 08177714) and Mr. Prem S. Kewalramani (DIN 08177725) were reappointed as Independent Directors of the company at the annual general meeting of the company held on 24th July, 2023 to hold office for a second term of Five years i.e. upto 25th July, 2028 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with rules made thereunder.

a) Declaration by an Independent Director(s)

Pursuant to the provisions of Section 149 of the Act, Mrs. Priyanka P. Deshmukh (DIN 08177708), Mr. Narasimhan Varadarajan (DIN 08177714) and Mr. Prem S. Kewalramani (DIN 08177725) have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

b) Independent Directors Meeting

In accordance with the provisions of Schedule IV (Code for independent Directors) of the Companies Act, 2013, the Independent Directors of the company met once during the financial year 2023-24 without the attendance of Non- Independent Directors and members of Management of the Company.

DIRECTORS' REPORT (CONTD.)**c) Familiarisation Programme:**

The details of programmes for familiarisation of Independent Directors with the Company are available at the Company's website at www.hardolipaper.com.

d) a statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year”.

The Board is of the opinion that all Independent Directors of the Company possess requisite qualifications, experience, expertise and they hold highest standards of integrity.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:**a) Nomination & Remuneration Committee**

The Company has constituted **Nomination & Remuneration Committee** which comprise of independent directors. The Members of the Committee are Mr. Prem Kewalramani, Mr. Narasimhan Varadarajan and Mrs. Priyanka P. Deshmukh. The quorum for the Nomination and Remuneration Committee is two members. The Committee met two during the year i.e. on 27th May, 2023 and 27th March 2024.

The details of attendance of the members of the committee at the meeting are given below:

Sr. No	Name of the Director	Meeting details	
		Held	Attended
1	Mr. Prem Kewalramani (Chairman)	2	2
2	Mr. Narasimhan Varadarajan	2	2
3	Mrs. Priyanka P. Deshmukh	2	1

b) Policy on Directors' appointment and remuneration

The remuneration and compensation for Directors, Key Managerial Personnel and other Employees is guided by the requisite Policy. The Remuneration Policy ("Policy") has been framed in line with the requirement under Section 179 of the Companies Act, 2013 ("Act") and has been recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors. The Policy serves as a framework for determining the remuneration of Directors, Key Managerial Personnel and Senior Management, seeks to balance the fixed pay, and reflects the short and long-term performance objectives of the Company. Further, the Policy has been designed to motivate employees for delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short and long-term.

c) Evaluation of performance of the Board

Pursuant to and in line with the requirements prescribed under the Act, the Board of Directors carried out an annual evaluation of its performance, and that of its Committees and Individual Directors. Further, the Independent Directors met separately, without the attendance of non-Independent Directors and Members of the Management, to discuss and review the performance of non-Independent Directors, Board and of the Chairperson. They further assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

Overall, the Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, Individual non-Independent Board Members, and the Chairman, and on the quality, quantity and timeliness of flow of information between the Company Management and the Board. The Independent Directors shared additional suggestions on certain aspects to further improve the process.

The Nomination & Remuneration Committee also undertook an evaluation of Individual Director's performance and expressed its satisfaction on performance of each Director. There has been no material adverse observation or conclusion, consequent to such evaluation and review.

AUDIT COMMITTEE:

The Audit Committee has been constituted and functions in accordance with the provisions of Section 177 of the Companies Act, 2013 ("Act") read with Companies (Meeting of Board and its Powers) Rules, 2014. The Audit Committee met Four (4) times during the financial year 2023-24 i.e. on 27/05/2023, 09/08/2023, 08/11/2023 and 12/02/2024. The details of the Committee along with the details of the meetings held and attended by the members of the committee during the financial year 2023-24 are as under:



DIRECTORS' REPORT (CONTD.)

Sr. No	Name of the Director	Meeting details	
		Held	Attended
1	Mr. Narasimhan Varadarajan (Chairman)	4	4
2	Mr. Prem Kewalramani	4	3
3	Mrs. Priyanka P. Deshmukh	4	2

RECOMMENDATION OF AUDIT COMMITTEE TO THE BOARD OF DIRECTORS

During the financial year 2023-24, the Board of Directors of the Company accepted all recommendations put forth to it by the Audit Committee.

PUBLIC DEPOSITS

During the year, the Company has not accepted or renewed any deposits from the public as covered under section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

The Authorized Share Capital of the Company as on 31st March, 2024 is ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lac only) divided into 35,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lac only).

There has been no change in the Equity Share Capital of the Company during the financial year 2023-24.

The Issued, Subscribed and Paid-up capital of the Company as on 31st March, 2024 is 2,69,22,650/- (Rupees Two Crore Sixty-Nine Lac Twenty-Two Thousand Six Hundred Fifty only) divided into 26,92,265 Equity Shares of ₹ 10/- each aggregating to ₹ 2,69,22,650/- (Rupees Two Crore Sixty Nine Lac Twenty Two Thousand Six Hundred Fifty only).

COST AUDIT

The provisions of Cost Audit as prescribed under section 148 of the Companies Act, 2013 are not applicable to the Company.

MEETING OF THE BOARD

During the financial year under review, the Board of Directors duly met 6 (Six) times in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minute's book maintained for the purpose.

Date of Meeting	Board Strength	No. of Directors Present
27-05-2023	7	6
09-08-2023	7	6
08-11-2023	7	5
20-01-2024	7	4
12-02-2024	7	5
27-03-2024	7	6

RISK MANAGEMENT POLICY

The Risk Management Policy is formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013. The Policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company.

PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES

During the financial year under review, company has not provided any loans, guarantees and investments covered under section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of Contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure I** to this Board's Report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 has been placed on the Company's website www.hardolipaper.com.

DIRECTORS' REPORT (CONTD.)

DISCLOSURE:

PARTICULARS OF EMPLOYEES:

There were no employees drawing a salary in excess of limits as prescribed under the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

Pursuant to Section 197 of the Companies Act 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 as amended from time to time, applicable details are given in the attached statement marked as **Annexure II** to this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the financial year 2022-23, Your Company does not fall in any of the categories as provided under section 135 of the Companies Act, 2013 and hence CSR provisions are not applicable to the Company for the financial year 2023-24. Hence, Company has not made any expenditure towards CSR during FY 2023-24.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

There were no amounts which were required to be transferred during the financial year 2023-24.

SEXUAL HARASSMENT:

The Company has constituted an Internal Complaint Committee as required under section 4 of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were reported.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

No application is made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year under review.

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.

No one time settlement done with banks or financial institutions during the financial year under review, hence, the above clause is not applicable to the company.

OTHER DISCLOSURES

- a) Your Company has not issued :-
 - Any shares with differential rights
 - Any sweat equity shares
- b) There was no revision in the financial statements.
- c) Your Company has complied with Secretarial Standards issued by ICSI.

ACKNOWLEDGEMENT

Your directors acknowledge with gratitude the co-operation extended by the Company's Bankers, Registrars, consultants and government / semi government authorities. The Directors also place on record their appreciation for sincere efforts put in by the employees at all level.

By order of the Board

ANILKUMAR M. LAKHOTIYA

KAILASHCHANDRA P. AGRAWAL

Place: Nagpur

MANAGING DIRECTOR

WHOLE-TIME DIRECTOR

Date: 12-07-2024

(DIN – 00367361)

(DIN –00367292)



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) **Economy:**

Company manufactures Kraft paper and allied products. During the year under review, Prices of raw material and coal were on upwards trends. With constant rise in price of raw material and coal, paper industry is facing some tough phases in recent times.

This increase in operating costs coupled with rising power cost has resulted in a loss to the company during the financial year under review.

Further, increase in power cost and coal price has lead the company to install new turbine in 2021 for self-power generation which is now successfully commissioned. This will lead to reduction in power cost and thereby reduced operating cost and expected to improvement in bottom line.

New innovations and trends are constantly emerging in the paper industry. The novel coronavirus has brought a focus on cleanliness creating new opportunities for paper products. Within the past year, the e-commerce boom has created a structural change in consumer habits. With the increase in online shopping, there has been a significant surge in corrugated and containerboard demand.

As the economy picking up after four difficult years of COVID-19, we expect demand for better quality packaging of FMCG products, booming e-commerce, rising healthcare spending, growth in pharma, packaged foods, and textile sectors, etc. leading to increased demand for paperboard/packaging paper. Hence, we expect bright scope for paper products in future.

b) **Industry / Products:**

The Company is engaged in manufacture of Kraft Paper and Board, which finds its application in the packaging industries, especially for making corrugated boxes. Over the years, the Company has undergone several phases of expansion & has an installed capacity of 75000 MT per Annum. The Company manufactures Kraft Paper of various Grades.

c) **Opportunities:**

The booming e-commerce, automobiles, pharma, food & beverages, electric equipment's & textiles in the developing economies of India have augmented the demand of Kraft Paper. The continued growth expected in all above sector in India as well as the overall economy recovery from the recent slowdown expected to boost the uptake of Kraft Paper market, which also projected to have positive impact on Company's growth.

Threat and challenges:

The Business in which the Company is engaged in raw-material and power intensive. Thus, the shortage of raw material and coal may affect the production. However, the Management has adequate system in place to constantly monitoring these requirements.

d) **Future Outlook:**

The growing adoption of sustainable packaging with biodegradable and eco-friendly material has triggered a huge demand for Kraft Paper in recent times. The demand for this type of paper is expected to soar in the coming years as the material shows eco-friendly as well as environment friendly equal to synthetic or plastic materials. Some of the factors that are expected to have the demand for Kraft Paper are features such as porosity, extensibility, printability, durability. Furthermore, this paper is also known to offer an exceptional high Tensile Energy Absorption and is this being used for Industrial & consumers packaging. Thus, it has earned the status of being excellent substitute for Plastics that are regularly used in Industrial & Consumer Packaging.

Fresh Steps have been taken to improve cost effectiveness, excellence in product quality, customer service and operational productivity.

e) **Internal Control System and their adequacy:**

The Company has adequate system of internal controls with regards to purchase of stores, raw materials including components of Plant & Machinery, equipment, sale of goods and other assets. The internal control system is supplemented by well documented policies and guidelines and is conducted by outside Audit Firm.

f) **Financial and Operational Performance**

During the year under review, company recorded sales of ₹ 5891.82 lacs (P.Y ₹ 10,523.18 lacs). Thus, there is decline in revenue of the company owing to which company has suffered a net loss of ₹ 511.11 lacs during the year under the review. However, directors and managers of the company are taking constant steps to improve business and earn good amount of revenue and net profits during the coming financial years.

g) **Human Resource Development (including number of persons employed)**

Human resource is the most important resource in Management and needs to be used efficiently. The Company views its

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (CONTD.)

employees as valuable resources who are important stakeholders in growth, prosperity and development of organization. The Company is committed to provide necessary training / conducts development program to imbibe necessary skill required with the employees. The Management of the Company enjoys cordial relations with its employee at all level.

Number of persons employed: 87 employees as on 31st March 2024.

h) details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor:

As disclosed in the notes to financial statements.

i) details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereto:

As disclosed in the notes to financial statements.

j) Segment-wise or product-wise performance

Company has only product i.e. sale of kraft paper and performance of same is already given above in the financial and operational performance.

k) Risks and concerns

As there is huge scope of increase of demand for kraft paper in near future and as Company has successfully commissioned power plant project leading to reduction in cost of production which will help Company to increase its margin, hence, there is no such risk which comes to attention of the Board.



ANNEXURE – I

PARTICULARS OF CONTRACTS / ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC-2]

This Form pertains to the 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 transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2024, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2024 are as follows:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ 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:
Radhika Sales Corporation Owned by relatives of Whole-time Director Mr. Kailashchandra Agarwal	Sales of Finished Goods	Ongoing	Sales amounting to ₹ 824.14 lacs	27-05-2023	--
Radhika Sales Corporation Owned by relatives of Whole-time Director Mr. Kailashchandra Agarwal	Purchase of raw material	Ongoing	Sales amounting to ₹ 14.05 lacs	27-05-2023	--
Saini Transport Company Owned by Relative of Whole-time Director Mr. Jarnailsingh Saini	Freight Charges paid	Ongoing	Charges paid amounting to ₹ 71.46 lacs	27-05-2023	--
Shree Enterprises Owned by relatives of Managing director Mr. Anilkumar Lakhotiya	Purchase of raw material	Ongoing	Purchases amounting to ₹139.20 lacs	27-05-2023	--
Chandra Sales Corporation Owned by relatives of Whole-time Director Mr. Kailashchandra Agarwal	Sale of Finished Goods	Ongoing	Sales amounting to ₹ 2.26 lacs	27-05-2023	--
Mr. Gaurav Lakhotiya Relative of Director	Salary Paid	Ongoing	Salary paid ₹8.40 lacs	27-05-2023	--

Place: Nagpur
Date: 12-07-2024

ANILKUMAR M. LAKHOTIYA
MANAGING DIRECTOR
(DIN – 00367361)

KAILASHCHANDRA P. AGRAWAL
WHOLE-TIME DIRECTOR
(DIN –00367292)

ANNEXURE – II RATIO OF REMUNERATION

RATIO OF REMUNERATION

Details as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24:

Sr. No.	Name of the Director	Ratio to Median Remuneration
1.	Mr. Kailashchandra Agarwal	2.06
2.	Mr. Anilkumar Lakhotiya	7.57
3.	Mr. Omprakash Rathi	2.06
4.	Mr. Janrail Singh Saini	2.06
5.	Mr. NarasimhanVaradarajan (only sitting fee)	NA
6.	Mr. Prem Kewalramani (only sitting fee)	NA
7.	Mrs. Priyanka P. Deshmukh (only sitting fee)	NA

2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Finance Officer, Company Secretary or Manager, if any, in the financial year 2023-2024 compared to financial year 2022-23:

Sr. No.	Name of the Director	% of Increase
1.	Mr. Kailashchandra P. Agrawal- Whole-time Director	No increase, hence N.A.
2.	Mr. Anilkumar M. Lakhotiya – Managing Director	No increase, hence N.A.
3.	Mr. Omprakash D. Rathi – Whole Time Director	No increase, hence N.A.
4.	Mr. Janrailsingh G. Saini- Executive Director & CFO	No increase, hence N.A.
5.	Mr. Mayank Luniya- Company Secretary	No increase, hence N.A.

3. The Median Remuneration of Employee (MRE) excluding executive Director was **1.74 lakhs** and **1.72 lakhs** in fiscal year 2024 and 2023 respectively. The increase in MRE in fiscal year is **0.02 lakhs (1.16%)** as compared to fiscal year 2023.
4. Number of permanent employees on the rolls of the Company: 87 employees as on 31.03.2024.
5. Average percentile increase 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 and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;-average percentile increase in salaries of employees=23.12%, percentile increase in the managerial remuneration NIL%. Justification of increase in managerial remuneration=N.A.
- 8) It is hereby affirmed that the remuneration is as per the remuneration policy of the company.

Remuneration of Top 10 Employees of the Company

Employees Name, Designation, Education Qualification, Experience in Year, Remuneration in previous employment and designation.

Employees Name	Designation	Age	Education Qualification	Experience in Year	Remuneration	Date of commencement	previous employment and designation
Gaurav Lakhotiya	General Manager (Operation)	40	M.S. IN ELECTRICAL ENGINEER, BE ELECTRONICS	13	840000	16/08/2020	Digitech Graphics P. Ltd., Nagpur
Mangesh Hiradkar	Turbine Plant Head	40	DIPLOMA IN MECHANICAL ENGINEERING	13	509806	01/05/2023	Top Worth Urja & Metals Ltd, Nagpur
Devidas Pande	Administrative Officer	64	M.COM	36	498000	16/04/1995	Crystal Properties. P. Ltd., MIDC, Nagpur



ANNEXURE – II RATIO OF REMUNERATION (CONTD.)

Employees Name	Designation	Age	Education Qualification	Experience in Year	Remuneration	Date of commencement	previous employment and designation
Jayshree Thawre	Sr. Accounts Officer	51	M.COM. WITH O' LEVEL COMPUTER DIPLOMA	29	456000	03/01/1999	Monalisa Enterprises, Pharmaceutical, Nagpur
Nitin Thakre	Production Manager	44	SSC	27	445271	01/09/2018	Samruthi Paper Mill, Nashik
Dilip Patel	Foreman	47	SSC, IT TECHNICAL	28	432904	01/04/2014	Swastik Paper Mill, Nashik
Anwar Akhtar	Accounts Officer	42	B.COM	16	384000	17/06/2019	TACS & CO. Chartered Accountant, Nagpur
Manoj Gore	Electrical Incharge	51	HSSC, ITI, A.V.T.S. ELECTRIC MAINTENANCE REWINDING TESTING	30	376347	01/03/2019	Murli Agro Industries
Mahesh Mirashe	Chemist	46	BSC. MS OFFICE INTERNATE COURSE	16	354000	01/04/2015	Madhya Bharat Papers Ltd., Chanpa
Kunal Jain	Purchase Officer	38	B.COM	14	336000	01/04/2015	Murli Industries Ltd, Nagpur

Place: Nagpur
Date: 12-07-2024

ANILKUMAR M. LAKHOTIYA
MANAGING DIRECTOR
(DIN – 00367361)

KAILASHCHANDRA P. AGRAWAL
WHOLE-TIME DIRECTOR
(DIN –00367292)

ANNEXURE – III FORM NO. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014]

To,
The Members
HARDOLI PAPER MILLS LIMITED
First Floor, Krishna Kunj,
Bhavsar Chowk, C. A. Road,
Nagpur - 440032

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to corporate practices by **HARDOLI PAPER MILLS LIMITED** (herein after called "the Company") for the audit period covering the financial year ended on 31st March, 2024. 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter :

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in the Annexure I, for the financial year ended on March 31, 2024, according to the provisions (to the extent applicable) 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 applicable to the extent of receipt of funds on non-repatriation basis from foreign investor; **(Not Applicable to the Company during the Audit Period)**
 - 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 **(Not Applicable to the Company during the Audit Period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the Company during the Audit Period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period)** and
 - f) The Securities and Exchange Board of India (Registrar to 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; **(not applicable to the Company during audit period)** and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the Company during audit period).**
 - i) The examination of compliance of the provisions of other special applicable laws was limited to the verification of procedure on test basis.



ANNEXURE – III FORM NO. MR-3 (CONTD.)

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 Agreement entered into by the Company with Metropolitan Exchange of India Limited read with the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the period under review.
- ii. 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.
- iii. Majority decision is carried through while the dissenting members' views, if any, 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 further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standard etc. referred to above.

Sd/-

Girish Murarka
Proprietor
Girish Murarka & Co.
ACS No. 7036
CP No. 4576
UDIN : A007036F000694723

Place : Mumbai

Date : July 11, 2024

ANNEXURE – III FORM NO. MR-3 (CONTD.)

To,
The Members
HARDOLI PAPER MILLS LIMITED
First Floor, Krishna Kunj,
Bhavsar Chowk, C. A. Road,
Nagpur - 440032

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

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

Sd/-

Girish Murarka
Proprietor

Girish Murarka & Co.
ACS No. 7036
CP No. 4576
UDIN : A007036F000694723

Place : Mumbai
Date : July 11, 2024

ANNEXURE – I

List of documents verified:

1. Memorandum & Articles of Association of the Company
2. Annual Report for the financial year ended March 31, 2023 and March 31, 2024
3. Minutes of meeting of Board of Directors, Audit Committee, Nomination & Remuneration Committee along with attendance register held during the financial year under report
4. Minutes of General Body Meeting held during the financial year under report
5. Statutory Registers
6. Agenda papers provided to all the Directors / Members for the Board Meeting and Committee Meeting
7. Declaration received from Directors of the Company pursuant to the provisions of section 184 of the Companies Act, 2013
8. E-forms filed by the Company, from time to time, under the applicable provisions of the Companies Act, 1956/ 2013 and attachments thereof during the financial year under report.



ANNEXURE – IV

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
HARDOLI PAPER MILLS LIMITED
First Floor, Krishna Kunj,
Bhavsar Chowk,
Central Avenue,
Nagpur - 440032.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hardoli Paper Mills Limited having L21010MH1995PLC085883 and having registered office at Krishna Kunj, First Floor, Bhavsar Chowk, C.A. Road, Nagpur-440002. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN No.	Date of Appointment	Date of Cessation
1.	Mr. Kailashchandra P. Agrawal	00367292	24/05/2007	---
2.	Mr. Anilkumar M. Lakhotiya	00367361	24/02/1995	---
3.	Mr. Jarnailsingh G. Saini	00367656	24/02/1995	---
4.	Mr. Omprakash D. Rathi	00895316	26/07/2018	---
5.	Mrs. Priyanka P. Deshmukh	08177708	26/07/2018	---
6.	Mr. Narasimhan Varadarajan	08177714	26/07/2018	---
7.	Mr. Prem Kewalramani	08177725	26/07/2018	---

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

Sd/-

Girish Murarka
Proprietor
Girish Murarka & Co.
ACS No. 7036
CP No. 4576
UDIN : A007036F000694723

Place : Mumbai
Date : July 11, 2024

INDEPENDENT AUDITOR’S REPORT

To,
THE MEMBERS OF HARDOLI PAPER MILLS LIMITED
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of **Hardoli Paper Mills Limited** (“the Company”), which comprise the Balance sheet as at 31st March, 2024, and the statement of Profit and Loss (including other comprehensive income), 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 (herein after referred to as “standalone financial statements”).

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

Basis for Opinion

We conducted our audit 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 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 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 standalone financial statement.

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. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How it was addressed in Audit
As disclosed in Note 14 , the company has recognized deferred tax assets in relation to tax losses to the extent it is probable that we get tax benefits in future. This requires management judgement in estimating future taxable income and thus this is a Key Audit Matter.	We have reviewed the assumptions made by the management as well as current industry scenario for uncertain current and deferred tax positions to assess whether appropriate current and deferred tax provisions have been recognized and are based on most probable outcome. As such, we found the disclosures made to be appropriate.
The Company is in the expansion of Plant & Machinery, turbines and boilers since the year 2020-21. The same was concluded during the period under audit. Till the date the commercial operation of the new additional plant & machinery commenced, the expenses incurred for erection of new machineries, turbines, boilers etc. were ₹ 1,940.09 Lakhs. Considering the amount of addition done in the fixed assets and the amount of revenue expenses capitalized during the period under audit, this was considered as a Key audit matter.	Our audit procedures encompassed the following : <ul style="list-style-type: none"> ➤ Evaluated the design and tested the operating effectiveness of controls over the identification and disclosure of expenditures classified as either Revenue or Capital in nature. ➤ We performed re calculations of the related workings provided to us by the management, to obtain reasonable assurance that the amounts capitalized as in order. ➤ Conducted detailed vouching to obtain assurance regarding the accuracy of the capitalization amounts recorded. ➤ Scrutinized the management’s bifurcation Capital & Revenue expenditure to ensure proper capitalization of amounts under each fixed asset category. ➤ Physical verification of new plant & machineries were conducted to obtain assurance of the installation of the new plant and machinery



INDEPENDENT AUDITOR'S REPORT (CONTD.)

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

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in 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 and we do not express any form of assurance conclusion thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on work we have performed; we conclude that there is a material misstatement of this other information we are required to report that fact.

We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("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 accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those 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 judgment 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

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 reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure B**', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement Cash Flow and the Statement of changes in equity are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued there under;
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure A**'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - 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 pending litigations and the impact on its financial position - refer note 39 to the Standalone Financial Statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There is no amount required to be transferred to investor education & protection fund.
 - a) The Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



INDEPENDENT AUDITOR'S REPORT (CONTD.)

- b) The Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds (which are material either individually or in aggregate) have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation under subclause (i) and (ii) of Rule 11 (e) as provided under paragraph (2) (h) (iv) (a) & (b) above, contain any material misstatement.
- d) There has been no dividend declared or paid during the year by the company and hence compliance with section 123 of the Companies Act, 2013, is not applicable.

For **Darak And Associates**
Chartered Accountants
Firm Registration No. 132818W

CA. Sumit M. Darak
Partner
Membership No. 141902
UDIN: 24141902BKCZES8571

Place : Nagpur
Date : 29-05-2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT – 31ST MARCH 2024

(Referred to in our report of even date)

Referred to in the Independent Auditors’ Report of even date to the members of Hardoli Paper Mills Limited on the standalone financial statements as of and for the year ended March 31, 2024.

- I.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of Property, Plant & Equipment.
 - b) As per the information and explanation given to us, all the fixed assets have been physically verified by the management at regular intervals, which in our opinion, is reasonable. According to the information and explanations given to us, the discrepancies noticed on physical verification as compared to book records maintained, if any, were not material and have been properly dealt with in the books of account. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.
 - d) As informed to us, the management has not revalued its Property, Plant and Equipment or Intangible assets or both during the year.
 - e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.
- II.
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
 - b) The Company has a working capital limit in excess of ₹ 5 crore sanctioned by the bank based on security of current assets of the Company. The quarterly statements filed by the Company with such bank were generally in agreement with unaudited books of account of the Company as on respective quarter ended June 30, 2023, September 30, 2023, December 31, 2023. Quarterly statements for March 2024 were not due till the declaration of Audited Results.
- III. According to the information and explanations given to us and on the basis of examination of books and records by us,
 - a) The Company has not made any investment in, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms and limited liability partnerships (LLPs) and other entities (Other than Employees).
 - b) In respect of advances provided to employees, the terms and conditions under which such advances were granted are not prejudicial to the Company’s interest.
 - c) In respect of the aforesaid loans/advances in nature of loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
 - d) There is no overdue amount in respect of loans or advances in the nature of loans granted other parties.
 - e) There were no loans/advances in nature of loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
 - f) The loans/advances in nature of loans (in the nature of salary advances) granted during the year, including to related parties had stipulated the scheduled repayment of principal and where applicable payment of interest.
- IV. In our opinion, and according to the information and explanations given to us, the company has not provided any loans to the directors during the year. As such, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made. The Company has not provided any guarantees and security to the parties covered under Sections 185 and 186 of the Companies Act, 2013.
- V. In our opinion, and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted by the Company or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits, and therefore, the question of our commenting on whether the same has been complied with or not does not arise



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT – 31ST MARCH 2024 (CONTD.)

(Referred to in our report of even date)

- VI. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by Central Government for maintenance of cost records under sub section 1 of Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- VII. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, Goods & Service Tax, cess, professional tax and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no material undisputed amounts payable in respect of provident fund, employees state insurance, income tax, Goods & Service Tax, cess, professional tax and other material statutory dues were in arrears as at 31st March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, as on 31st March 2024 there is no amount outstanding in respect of disputed income tax, Goods & Service tax, wealth tax, excise duty, cess, education cess and custom duty except for the following:

Name of the Statute	Nature of Dues	Amount in ₹	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1994 and Cenvat Credit Rules, 2004	Excise Duty u/s 11A of the Act	--	For the period from July 2003 to March 2004	The Commissioner (Appeals), Customs, Central Excise & Service Tax, Nagpur
	Penalty u/s 11AC of the Act	6,67,226		
	Excise Duty u/s 11A of the Act	--	For the period from April 2004 to October 2004	The Commissioner (Appeals), Customs, Central Excise & Service Tax, Nagpur
	Penalty u/s 11AC of the Act	6,27,223		

- VIII. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been previously recorded in the books of account.
- 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 other borrowings or in the payment of interest to any lender during the year.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared a Willful Defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has no subsidiaries, hence reporting under this clause not applicable.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company doesn't have subsidiaries. As such, this clause is not applicable.
- X. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment of equity shares during the year.
- XI. a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b) According to the information and explanations given to us, no report under subsection (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT – 31ST MARCH 2023 (CONTD.)

(Referred to in our report of even date)

- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- XII. The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- XIII. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by Indian Accounting Standard 24 “Related Party Disclosures” specified under Section 133 of the Act. (please refer Note 36).
- XIV. a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- XV. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- XVI. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- XVII. The Company has incurred cash losses in the current financial year, total cash loss during the FY 2023-24 is ₹ 491.36 Lacs. The company had incurred cash loss of Rs 316.93 Lacs in the immediately preceding financial year.
- XVIII. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable
- XIX. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 47 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- XX. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- XXI. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Darak And Associates**
Chartered Accountants
Firm Registration No. 132818W

CA. Sumit M. Darak
Partner
Membership No. 141902
UDIN: 24141902BKCZES8571

Place : Nagpur
Date : 29-05-2024



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT- 31ST MARCH 2024

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Hardoli Paper Mills Limited** (“the Company”) as of 31st March 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

1. Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to financial statements that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

2. Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 controls based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

3. Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial controls 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 controls 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization 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.

4. Inherent Limitations of Internal Financial Controls with reference to financial statements

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

5. Opinion

In our opinion, the Company has, in all material respects, an internal financial control with reference to financial statements over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For **Darak And Associates**
Chartered Accountants
Firm Registration No. 132818W

CA. Sumit M. Darak
Partner
Membership No. 141902
UDIN: 24141902BKCZES8571

Place : Nagpur
Date : 29-05-2024

BALANCE SHEET AS AT 31ST MARCH, 2024

		₹ in Lakhs	
	Note No.	As At March 31, 2024	As At March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	2	3,701.79	1,934.28
Capital work-in-progress		-	1,464.47
Financial Assets			
(i) Deposits	3	34.57	34.70
Other Non-current assets	4	192.06	160.10
Deffered Tax Assets (Net)	14	135.03	-
Total Non-current assets		4,063.46	3,593.55
Current assets			
Inventories	5	269.24	626.63
Financial Assets			
(i) Trade receivables	6	811.61	1158.02
(ii) Cash and cash equivalents	7	2.79	2.40
(iii) Other Financial assets	8	74.08	109.50
Other current assets	9	76.13	100.37
Current Tax assets (Net)	10	4.89	0.28
		1,238.73	1,997.19
Total Assets		5,302.19	5,590.74
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	269.23	269.23
Other Equity		1,593.65	2,090.25
Total Equity		1,862.88	2,359.48
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	12	1,122.03	1,145.89
(ii) Provisions	13	4.96	8.39
Deferred tax liabilities (Net)	14	-	41.06
		1,126.99	1,195.34
Current liabilities			
Financial Liabilities			
(i) Borrowings	15	1,149.46	1,012.75
(ii) Trade payables	16	1,094.95	915.98
(iii) Other financial liabilities	17	25.77	63.98
Other current liabilities	18	25.43	23.13
Provisions	19	16.72	20.10
Total Current liabilities		2,312.32	2,035.92
Total Equity and Liabilities		5,302.19	5,590.74

Significant accounting policies & Notes to Accounts

1 to 48

The accompanying notes are an integral part of these standalone financial statements.

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHLAF OF THE BOARD

 For **DARAK AND ASSOCIATES**
ANILKUMAR LAKHOTIYA (DIN:00367361)

 - **MANAGING DIRECTOR**
CHARTERED ACCOUNTANTS
KAILASH AGRAWAL (DIN:00367292)

 - **WHOLE TIME DIRECTOR**

FIRM REGISTRATION NO. 132818W

JARNAILSINGH SAINI (DIN:00367656)

 - **CHIEF FINANCIAL OFFICER &
EXECUTIVE DIRECTOR**
SUMIT M. DARAK
OMPRAKASH RATHI (DIN:00895316)

 - **WHOLE TIME DIRECTOR**
PARTNER
MAYANK LUNIYA

 - **COMPANY SECRETARY**

Membership No. 141902

UDIN: 23141902BKCZE8571

NAGPUR: 29.05.2024

NAGPUR: 29.05.2024



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2024

₹ in Lakhs			
	Note No.	As At March 31, 2024	As At March 31, 2023
Revenue From Operations	20	5,891.82	10,523.18
Other Income	21	9.02	10.91
Total Income		5,900.84	10,534.09
EXPENSES			
Cost of materials consumed	22	4,139.30	8,151.24
Trading Purchase		-	-
Changes in inventories of finished goods	23	123.56	6.23
Employee benefits expense	24	205.98	184.74
Finance costs	25	156.45	85.88
Depreciation and amortization expense	2	195.84	180.82
Other expenses	26	1766.91	2422.94
Total expenses		6,588.04	11,031.84
Profit/(loss) before exceptional items and tax		-687.20	-497.75
Exceptional Item		-	-
Profit/(loss) before tax		-687.20	-497.75
Tax expense:			
(1) Current tax		-	-
(2) Earlier Year Taxes		-	-
(3) MAT credit Entitlement		-	-
(4) Deferred tax		-176.09	-120.45
		-176.09	-120.45
Profit (Loss) for the year		-511.11	-377.30
Other Comprehensive Income			
	27		
A (i) Items that will not be reclassified to profit or loss		14.51	4.53
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other Comprehensive Income		14.51	4.53
Total Comprehensive Income for the year		-496.60	-372.76
1) Basic EPS	28	-18.98	-14.01
1) Diluted EPS		-18.98	-14.01
Significant accounting policies & Notes to Accounts	1 to 48		
The accompanying notes are an integral part of these standalone financial statements.			

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

For **DARAK AND ASSOCIATES**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 132818W

ANILKUMAR LAKHOTIYA (DIN:00367361)
KAILASH AGRAWAL (DIN:00367292)
JARNAILSINGH SAINI (DIN:00367656)

- **MANAGING DIRECTOR**
- **WHOLE TIME DIRECTOR**
- **CHIEF FINANCIAL OFFICER & EXECUTIVE DIRECTOR**
- **WHOLE TIME DIRECTOR**
- **COMPANY SECRETARY**

SUMIT M. DARAK
PARTNER

OMPRAKASH RATHI (DIN:00895316)
MAYANK LUNIYA

Membership No. 141902
UDIN: 23141902BKCZE8571

NAGPUR: 29.05.2024

NAGPUR: 29.05.2024

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2024

	₹ in Lakhs	
	As At March 31, 2024	As At March 31, 2023
A. Equity Share Capital		
Balance at the beginning of the year	269.23	269.23
Changes in the Equity Share Capital during the year	-	-
Balance at the end of the year	269.23	269.23
B. Other Equity		
Capital Reserve		
Opening Balance	204.14	204.14
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	204.14	204.14
Movement during the year'	-	-
Closing Balance	204.14	204.14
Securities Premium		
Opening Balance	86.65	86.65
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	86.65	86.65
Movement during the year	-	-
Closing Balance	86.65	86.65
General Reserves		
Opening Balance	18.00	18.00
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	18.00	18.00
Movement during the year	-	-
Closing Balance	18.00	18.00
Revaluation Surplus		
Opening Balance	509.05	509.05
Addition During Prior period	-	-
Additions During the year	-	-
Restated balance at the beginning of the reporting period	509.05	509.05
Movement during the year'	-	-
Closing Balance	509.05	509.05
Retained Earnings		
Opening Balance	1,272.41	1,645.18
Changes in accounting policy or prior period errors	-	-
Change in PY Provision for Income Tax	-	-
Restated balance at the beginning of the reporting period	1,272.41	1,645.18
Profit for the year	-511.11	-377.30
Other Comprehensive Income for the year	14.51	4.53
Total Comprehensive Income for the year	-496.60	-372.76
Transactions with owners in capacity as owners		
Dividends (including tax on dividend)	-	-
Transfer to retained earnings	-	-
Bonus shares, if any	-	-
Movement during the year'	-	-
Closing Balance	775.81	1272.41
	1,593.65	2,090.25

The accompanying notes are an integral part of these standalone financial statements.

AS PER OUR REPORT OF EVEN DATE	FOR AND ON BEHALF OF THE BOARD	
For DARAK AND ASSOCIATES	ANILKUMAR LAKHOTIYA (DIN:00367361)	- MANAGING DIRECTOR
CHARTERED ACCOUNTANTS	KAILASH AGRAWAL (DIN:00367292)	- WHOLE TIME DIRECTOR
FIRM REGISTRATION NO. 132818W	JARNAILSINGH SAINI (DIN:00367656)	- CHIEF FINANCIAL OFFICER & EXECUTIVE DIRECTOR
SUMIT M. DARAK	OMPRAKASH RATHI (DIN:00895316)	- WHOLE TIME DIRECTOR
PARTNER	MAYANK LUNIYA	- COMPANY SECRETARY
Membership No. 141902		
UDIN: 23141902BKCZE8571		
NAGPUR: 29.05.2024	NAGPUR: 29.05.2024	



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

₹ in Lakhs

	As at March 31, 2024	As At March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT BEFORE INCOME TAX	-687.20	-497.75
Adjustments for:		
Other comprehensive Income - Actuarial Gain / (loss)	14.51	4.53
Depreciation, amortisation and impairment	195.84	180.82
Finance costs	156.45	85.88
Operating profit before working capital changes	-320.40	-226.52
Change in operating assets and liabilities:		
(Increase)/ Decrease in inventories	357.39	-110.69
(Increase)/ Decrease in trade receivables	346.41	507.53
(Increase)/ Decrease in other financial assets	35.42	9.36
(Increase)/ Decrease in other current assets	24.25	-37.81
(Increase)/ Decrease in other Bank Balance	-	-
Increase/ (Decrease) in trade payables	178.97	42.41
Increase/ (Decrease) in other Non Current Provisions	-3.43	-1.36
Increase/ (Decrease) in other financial liabilities	-38.21	-0.65
Increase/ (Decrease) in other current liabilities	2.30	-42.56
Increase/ (Decrease) in provisions	-3.38	-14.01
(Increase)/ Decrease in other financial assets (Non Current)	0.12	-10.86
(Increase)/ Decrease in other non-current assets	-31.96	-63.44
Changes in Working Capital	867.88	277.91
Cash generated from Operations	547.48	51.39
Income taxes paid (net of refunds)	-4.61	-12.27
NET CASH INFLOW GENERATED FROM OPERATING ACTIVITIES	542.87	39.11
B CASH FLOW FROM INVESTING ACTIVITIES		
Payment for property, plant and equipment	-498.88	-907.52
Proceeds from sale of property, plant and equipment	-	-
NET CASH (OUTFLOW) / INFLOW FROM INVESTING ACTIVITIES	-498.88	-907.52
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (Decrease) in Borrowing	112.85	1,039.23
Repayment of borrowings	-	-83.35
Interest paid	-156.45	-85.88
NET CASH (OUTFLOW) / INFLOW FROM FINANCING ACTIVITIES	-43.60	870.01
D NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	0.40	1.61
E CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR	2.40	0.79
F CASH AND CASH EQUIVALENTS AT END OF THE YEAR.	2.79	2.40

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

For **DARAK AND ASSOCIATES**

ANILKUMAR LAKHOTIYA (DIN:00367361)

- **MANAGING DIRECTOR**

CHARTERED ACCOUNTANTS

KAILASH AGRAWAL (DIN:00367292)

- **WHOLE TIME DIRECTOR**

FIRM REGISTRATION NO. 132818W

JARNAILSINGH SAINI (DIN:00367656)

- **CHIEF FINANCIAL OFFICER &
EXECUTIVE DIRECTOR**

SUMIT M. DARAK

OMPRAKASH RATHI (DIN:00895316)

- **WHOLE TIME DIRECTOR**

PARTNER

MAYANK LUNIYA

- **COMPANY SECRETARY**

Membership No. 141902

UDIN: 23141902BKCZE8571

NAGPUR: 29.05.2024

NAGPUR: 29.05.2024

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

NOTE 1: BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**I. Corporate Information**

Hardoli Paper Mills Limited (the Company), is incorporated on 24th February, 1995 as a Public Limited Company under the Companies Act, 1956. The Company has its registered office in Nagpur, Maharashtra, India. It has its listing on Metropolitan Stock Exchange in India.

The Company manufactures Kraft paper of various grades which are used as packing material. The Company sells the Kraft Paper directly to various parties and through network of dealers in the domestic as well as international market. The manufacturing facility of the company is situated at village Hardoli, Nagpur District, Maharashtra, India.

II. Summary of Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of preparation**Compliance with Ind AS.**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Historical cost convention

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

1. Certain financial assets and liabilities that are measured at fair value;
2. Defined benefit plans – plan assets measured at fair value.
3. The Financial statements are presented in Indian Rupees (INR) and all the values are rounded to nearest Lakhs except when otherwise stated.

b. Current and non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding 12 months) and other criteria set out in the schedule III of the act.

c. Revenue recognition

The Company earns the revenue primarily from the manufacturing of various grades of Kraft Papers.

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of GST, returns, rebates and discounts.

Income from services rendered is recognized based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

Interest income is recognized on accrual basis at effective interest rate (EIR).

PSI Subsidies, Incentives are recognized when the right to receive credit as per the terms of the scheme is established after the receipt of provisional sanction from the District Industries Centre and when there is certainty of realization.

d. Property, plant and equipment

1. Property, Plant and Equipment except freehold land and factory building are stated at historical cost of acquisition less accumulated depreciation and amortization.
2. Cost represents all the expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

Freehold Land & Factory Building

Freehold land is stated at fair value. Factory Building is stated at fair value. Fair values of land and building are estimated by management with the useful life of 30 years in case of building.

Factory Building is stated at fair value less depreciation as stated above.

Other Property, plant and equipment

Property, Plant and equipment are derecognized from the financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the statement of Profit & Loss in the year of occurrence.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

The estimated useful life on a straight-line basis of depreciation is mentioned below:

Type of Asset	Useful life (Years)
Building	30
Plant & Machinery	15
Computer equipment	3
Vehicles	8
Office equipment	5
Electrical Installations	10
Furniture & Fixtures	10

Capital Work-in-Progress

Capital work-in-progress includes assets under construction and cost attributable to construction of assets not ready for use before the year end. Assets under installation or under construction as at the balance sheet date are shown as capital Work in Progress. Cost includes acquisition cost, construction cost and other direct expenses.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- i) Plant and equipment is depreciated over 15 years based on the technical evaluation of useful life done by the management.
- ii) Assets costing ₹ 5,000 or less are fully depreciated in the year of purchase. Freehold land is not depreciated.

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

e. **Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods, Stock-in-trade and Property under development are stated 'at cost or net realizable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises of all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw Materials

These inventories are valued at lower of cost or realizable value. Cost is determined on First-in-First-Out basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

Stores, Spares, Packing Materials & Consumables

These inventories are valued at lower of cost or realizable value. Cost is determined on First-in-First-Out basis.

Manufactured Finished Goods

Finished goods stock is valued at cost or net realizable value, whichever is lower. Cost of finished goods comprises direct materials, direct labor and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

f. Foreign currency transactions

Transactions in the foreign currencies are accounted at functional currency, at the exchange rate prevailing on the date of transactions. Gains/losses arising out of the fluctuations in the exchange rate between functional currency and foreign currency are recognized in the Statement of Profit & Loss in the period in which they arise. The fluctuations between foreign currency and functional currency relating to monetary items at the year ending are accounted as gains/losses in the statement of Profit & Loss.

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates (the functional currency). The financial statements are presented in Indian Rupees (INR) which is the company's functional and presentation currency.

g. Lease**Operating Lease:**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating lease is charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

h. Financial Instruments:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

Non-derivative financial instruments:**a. Cash and cash equivalents**

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

b. Financial assets at amortised cost

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

c. Financial assets at fair value

Financial asset not measured at amortised cost is carried at fair value through profit or loss (FVTPL) on initial recognition, unless the company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

Financial asset at FVTPL are measured at fair values at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

d. Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised in a business combination, or is held for trading or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

i. Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

j. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

k. Provisions, contingencies and commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

A disclosure for contingent liabilities is made where there is-

- i. A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- ii. A present obligation that arises from past events but is not recognized because:
 - a. It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - b. The amount of the obligation cannot be measured with sufficient reliability.

Contingent Assets are neither recognised nor disclosed in the financial statements.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

l. Employee benefits

The Company has following post-employment plans:

i. Defined benefit plans – gratuity

- a. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligation is calculated annually by actuaries through actuarial valuation using the projected unit credit method.
- b. The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss.

Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

Net interest expense or income:

- c. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.
- d. Re-measurement comprising of actuarial gains and losses arising from Re-measurement of Actuarial gains/ (losses) Return on plan assets, excluding amount recognized in effect of asset ceiling Re-measurement arising because of change in effect of asset ceiling are recognized in the period in which they occur directly in other comprehensive income. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.
- e. Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

ii. Defined contribution plans - provident fund

It is accounted on accrual basis with the contributions to the Employee Provident Fund administered by the Central Government.

iii. Short-term and other long-term employee benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

m. Income tax

Income tax expense comprises current and deferred tax. It is recognized in profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

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

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

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



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

n. **Earnings per share**

1. **Basic earnings per share**

Basic earnings per share is computed by dividing:

- The profit/ (loss) attributable to the owners of the Company
- By the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2. **Diluted earnings per share**

Diluted earnings per share is computed by dividing:

- The profit/ (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) 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.

3. **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.

o. **Exceptional items**

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

p. **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest two decimal places as per the requirement of Schedule III, unless otherwise stated.

III. **Key Accounting Estimates and Judgments**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Difference between actual results and estimates are recognized in the periods in which the results are known / materialize.

The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised.

Judgements

In the process of applying the company's accounting policies, management has made the following judgements which have a significant effect on the amounts recognized in the financial statements:

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation and Leave encashment are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful life of Property, plant and equipment

The company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expenses in the future years.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)
NOTE 2 : PROPERTY, PLANT & EQUIPMENT

₹ in Lakhs)

Asset Category	Freehold Land	Buildings	Plant & Machinery	Motor Vehicles	Computers	Office Equipments	Furniture and Fittings	Electrical Installations	Capital WIP
Gross Block									
At April 01 2022	339.65	612.86	2,221.04	29.91	8.69	11.24	13.44	264.59	403.81
Additions	-	28.30	0.63	-	0.30	-	5.41	0.98	1,088.97
Disposals	-	-	-	-	-	-	-	-	28.30
At March 31 2023	339.65	641.17	2,221.68	29.91	8.98	11.24	18.85	265.57	1,464.47
Additions	-	102.07	1,380.08	-	1.58	0.85	0.98	487.21	1,642.20
Disposals	-	-	115.51	-	-	-	-	58.32	3,106.68
At March 31 2024	339.65	743.24	3,486.24	29.91	10.57	12.08	19.83	694.45	-
Depreciation									
At April 01 2022	-	74.40	1,131.25	9.28	7.30	7.13	10.63	181.96	-
Additions	-	19.89	136.51	3.69	0.45	1.14	0.56	18.57	-
Disposals	-	-	-	-	-	-	-	-	-
At March 31 2023	-	94.29	1,267.76	12.97	7.76	8.27	11.19	200.53	-
Additions	-	21.05	140.32	3.45	0.97	1.09	1.04	27.91	-
Disposals	-	-	110.23	-	-	-	-	54.19	-
At March 31 2024	-	115.34	1,297.85	16.42	8.73	9.36	12.23	174.25	-
At April 01 2022	339.65	538.46	1,089.79	20.63	1.38	4.11	2.81	82.63	403.81
At March 31 2023	339.65	546.87	953.92	16.94	1.23	2.97	7.66	65.04	1,464.47
At March 31 2024	339.65	627.89	2,188.39	13.49	1.84	2.72	7.60	520.21	-

Note :

1) Depreciation on building includes the depreciation charged on revalued amount of Rs, 5,73,063/-.

Capital Work in Progress (CWIP) ageing schedule
(a) CWIP ageing schedule as on March 31, 2024

CWIP	Amount in CWIP for a period of				Total
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years	
- Project in Progress					
New Project	-	-	-	-	-
Existing Plant	-	-	-	-	-
Total	-	-	-	-	-

(b) CWIP ageing schedule as on March 31, 2023

CWIP	Amount in CWIP for a period of				Total
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years	
- Project in Progress					
New Project	10,72,04,980	3,92,42,252	-	-	14,64,47,232
Existing Plant	-	-	-	-	-
Total	10,72,04,980	3,92,42,252	-	-	14,64,47,232



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
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NOTE 3 : DEPOSITS (FINANCIAL ASSETS)

(Unsecured, considered good unless otherwise stated)

Long term Deposit with Banks maturing after 12 months	34.57	34.70
Fixed deposits are lien marked for total facility against the said fixed deposit.		
	34.57	34.70

NOTE 4 : OTHER NON CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Advance for Capital Goods	-	2.27
Long Term Deposits	80.92	51.44
Balance with Government Authorities	111.14	106.39
	192.06	160.10

NOTE 5 : INVENTORIES

(Valued at cost or net realisable value whichever is less)

Raw Materials	119.28	345.51
Stores, Packing Material & Fuel	108.87	116.47
Finished Goods	41.09	164.65
(Note- Inventories have been hypothecated with banks against cash credit facility.)		
	269.24	626.63

NOTE 6 : TRADE RECEIVABLES

(Unsecured, considered good unless otherwise stated)

a) Trade Receivables Considered Good	697.11	1045.97
b) Trade Receivables which have significant increase in credit risk	-	-
c) Trade Receivables - Credit Impaired	-	-
d) Trade Receivables from Related Parties	114.50	112.05
Less : Allowance for expected credit losses	-	-
Total	811.61	1158.02

Trade Receivable ageing schedule

Particulars	Outstanding for following periods from due date of payment - March 31, 2024				
	<6 Months	6Month-1Year	1-2 Years	More than 2 Years	Total
(i) Undisputed Trade receivables -considered good	790.64	18.66	2.31	-	-
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

Particulars	Outstanding for following periods from due date of payment - March 31, 2023				Total
	<6 Months	6Month-1Year	1-2 Years	More than 2 Years	
(i) Undisputed Trade receivables -considered good	1,155.71	2.31	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk.	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-

- Note- A) trade receivables have been hypothecated with banks against cash credit facility.
- B) Credit risk arising from trade receivables is managed in accordance with company's established policy with regard to credit limits, control and approval procedure. The company provides for expected credit losses on trade receivables based on simplified approach as per Ind AS 109 Under this Approach, expected credit losses are computed basis the probability of defaults over the lifetime of the asset. This allowance is measured taking into account credit profile of the customer, geographical spread, trade channels, past experience of defaults, estimates of future uncertainties etc. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
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NOTE 7 : CASH AND CASH EQUIVALENTS
Cash and Cash Equivalents

Cash on Hand	2.71	2.30
Balances with Banks		
Current Account	0.09	0.09
	2.79	2.40

NOTE 8 : OTHER FINANCIAL ASSETS
Unsecured & Considered Good

Loans & Advances to Employees	2.35	3.44
Earnest Money Deposits	8.05	0.00
MSEDCL - Excess Demand Charges Receivable	24.98	0.00
Balance with Government Authorities		
Income Tax refund Receivable - for previous years	35.50	35.23
PSI Under Sales Tax receivable	-	70.83
Sub-Total	35.50	106.06
Interest Receivable on Power	3.19	-
	74.08	109.50



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

NOTE 9 : OTHER CURRENT ASSETS

Advance to Suppliers	54.73	84.22
Prepaid Expenses	14.77	12.17
Insurance Claim Receivable	1.95	1.76
Import Claim Receivable	4.67	2.22
	76.13	100.37

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
NOTE 10 : CURRENT TAX ASSET (NET)		
Income Tax Receivables (Net)	4.89	0.28
	4.89	0.28

NOTE 11 : SHARE CAPITAL

AUTHORISED CAPITAL

35,00,000 Equity Shares of ₹10/- each (35,00,000 Equity Shares of ₹ 10/- each)	350.00	350.00
	350.00	350.00

ISSUED, SUBSCRIBED AND PAID UP CAPITAL

26,92,265 Equity Shares of ₹ 10/- each fully paid up (26,92,265 Equity Shares of ₹ 10/- each fully paid up)	269.23	269.23
	269.23	269.23

a. Details of shareholders holding more than 5% shares in the company

NAME OF SHAREHOLDER	31.03.2024 % Held	31.03.2023 % Held	31.03.2024 No.of Shares	31.03.2023 No.of Shares
Gaurav Anilkumar Lakhotiya	12.52%	12.52%	3,37,058	3,37,058
Omprakash Damodar Rathi	9.93%	9.93%	2,67,360	2,67,360
Kailash P. Agarwal	8.99%	8.99%	2,41,995	2,41,995
Akshay Omprakash Rathi	8.35%	8.35%	2,28,405	2,28,405
Anilkumar Lakhotiya	6.92%	6.92%	1,86,295	1,86,295
Mangla Omprakash Rathi	5.61%	5.61%	1,50,945	1,50,945

b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	No.of Shares	No.of Shares
Equity Shares at the beginning of the year	26,92,265	26,92,265
Add: Shares issued during the year	-	-
Equity Shares at the end of the year	26,92,265	26,92,265

c. The Company has not allotted any shares for consideration other than cash during 5 years preceding March 31, 2024

d. Rights, preferences and restrictions attached to shares

Equity shares

The Company has one class of equity shares having a par value of ₹10 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 ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)
e. Details of Shares held by promoters:-
As at March 31, 2024

Pomoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% of Total Shares
Omprakash Rathi	2,67,360	1,500	2,68,860	9.99%	9.99%
Kailash Purushottam Agrawal	2,41,995	-	2,41,995	8.99%	8.99%
Anilkumar Murarilal Lakhotiya	1,86,295	-	1,86,295	6.92%	6.92%
Jarnailsingh Gurdasssingh Saini	1,12,805	-	1,12,805	4.19%	4.19%
Kamalkumar Kailash Agrawal	38,815	-	38,815	1.44%	1.44%
Rajjindrsingh Bishansingh Saini	3,600	-	3,600	0.13%	0.13%
Rajiv Behal	100	-	100	0.004%	0.004%

As at March 31, 2023

Pomoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% of Total Shares
Omprakash Rathi	2,67,360	-	2,67,360	9.93%	9.93%
Kailash Purushottam Agrawal	2,41,995	-	2,41,995	8.99%	8.99%
Anilkumar Murarilal Lakhotiya	1,86,295	-	1,86,295	6.92%	6.92%
Jarnailsingh Gurdasssingh Saini	1,12,805	-	1,12,805	4.19%	4.19%
Kamalkumar Kailash Agrawal	38,815	-	38,815	1.44%	1.44%
Rajjindrsingh Bishansingh Saini	3,600	-	3,600	0.13%	0.13%
Rajiv Behal	100	-	100	0.004%	0.004%

NOTE 12 : BORROWINGS
₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
Secured		
From Banks		
Term Loan from Bank (Refer Note. 18)	635.31	573.15
1) Term Loan is secured by the assets to be created out of Bank Finance including Hypothecation of Plant & machineries purchased out of Bank Finance, hypothecation of new additional Plant & Machineries to be bought in, hypothecation of Factory Land and Buildings bearing Survey No. 31 situated at Kh No 31/1 & 31/2 within the limits of Grampanchayat Ringanboli, Tah : Katol, Mouza Hardoli, Katol, Dist.: Nagpur, Maharashtra - 441103, Admeasuring total area of 42,200 Sq. Mtrs.		
2) Equitable Mortgage of Agriculture Land in the name of " Mr. Jarnailsingh Saini" being Survey Number, Khasra No. 20, situated at open Land at kh No. 20/1, P H No 67, Mouje: Hardoli, Tq: Katol, Dist: Nagpur- 441103, Admeasuring Total area 2.00 Hr.		
3) For the corporate loan of ₹ 3 Cr : - Pledge of 5,38,805 shares held by the promoters of the company (Totalling to 20.01%). Detailed individual holding is as under : Shri Kailash Agrawal : 1,42,700 Shares (Around 58.97%) Shri Anilkumar Lakhotiya : 1,42,700 Shares (Around 76.60%) Shri Omprakash Rathi : 1,42,600 Shares (Around 53.04%) Shri Jarnailsingh Saini : 1,10,805 Shares (Around 97.36%)		
- Hypothecation of new captive power plant incorporated by the company.		



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

		₹ in Lakhs	
		As At March 31, 2024	As At March 31, 2023
4)	Two Term Loans of ₹ 7.75 Crores and ₹ 1.40 Crores respectively.		
-	Term Loan of ₹ 7.75 Crores : The Principle Loan amount to be repaid in 20 Equated instalments of ₹ 38.75 Lacs on Quarterly basis till March 2027. Entire loan amount has been disbursed.		
-	Term Loan of ₹ 1.40 Crores : The Principle Loan amount to be repaid in 20 Equated Instalments of ₹ 7 Lacs on Quarterly basis starting from April 2023 till January 2028. Of the total amount of loan, ₹ 1,01,84,018 has been disbursed till 31/03/2023.		
5)	Fresh Corporate loan of ₹ 3 Cr was availed during the year. The principal amount is to be repaid in 18 quarterly installments starting from Quarter 1 of FY 2024-25. Out of the total sanctioned loan amount, ₹ 2.90 Cr has been disbursed till 31/03/2024.		
	WCTL from Bank (Refer Note. 18)	38.30	44.67
1)	Working Capital Term Loan (WCTL) is secured by the hypothecation & first charge on existing as well as future entire stock of raw materials, finished goods, stock-in-process, stores and spares, packing materials at the factory premises or at some other places including goods in transit, outstanding moneys, book debts and receivables with the personal guarantees of the directors.		
2)	Fund Based Working Capital Term loan was sanctioned on 05.04.2021 which is repayable in 4 years including the moratorium of 12 months. The repayment starts from June 21 with the monthly repayment of ₹ 4.06 Lacs payable in 36 monthly instalments.		
	Unsecured Loans		
	From Others	76.22	150.00
	Related Parties - Repayable on demand after 1 st April, 2024	372.20	378.08
		1,122.03	1,145.89
NOTE 13 : NON CURRENT - PROVISIONS			
	Employee Benefits	4.96	8.39
		4.96	8.39
NOTE 14 : DEFERRED TAX LIABILITIES / (ASSETS)			
Deferred Tax			
(a)	Breakup of Deffered Tax Liability at the end of the year.		
	<u>Nature of Timing Difference</u>		
	Property Plant & Equipment	165.95	155.42
	Total Deferred Tax liability	165.95	155.42
(a)	Breakup of Deffered Tax Assets at the end of the year.		
	<u>Nature of Timing Difference</u>		
	Loss	295.52	111.58
	Dissallowances u/s 43B and others	5.46	2.78
	Total Deferred Tax liability	300.98	114.37
	Deferred Tax Asset /Liabilities(Net)	-135.03	41.06
Total		-135.03	41.06

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
NOTE 15 : SHORT TERM BORROWINGS		
Secured		
Current Portion of Long Term Borrowings (Refer Note. 13)		
- Term Loan from Bank	228.00	155.00
- WCTL from Bank	25.02	75.00
From Banks		
Working Capital Facilities	896.44	782.75
(Secured by way of hypothecation Factory land and Building, Plant and Machinery and of entire existing and future stock of the unit at its godowns or at some other places including goods in transit, outstanding moneys, book debts, receivables, both present and future including personal guarantee of all the Directors & the Promoters of the Company. These borrowings are repayable on demand.)		
	1,149.46	1,012.75

NOTE 16: TRADE PAYABLES

Payable for Goods & Services		
Total outstanding dues to micro, small and medium enterprises	793.53	138.22
Total outstanding dues other than micro enterprises & small enterprises	301.41	777.76
	1,094.95	915.98

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31,2024 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the company.

Particulars	Outstanding for following periods from due date of payment - March 31, 2024				
	Not Due	<6 Months	6Month-1Year	1-2 Years	More than 2 Years
(i) MSME	-	793.54	-0.01	-	-
(ii) Others	-	301.41	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment - March 31, 2023				
	Not Due	<6 Months	6Month-1Year	1-2 Years	1-2 Years
(i) MSME	-	136.07	2.16	-	-
(ii) Others	-	777.76	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

	2023-24	2022-23
The Principle amount and interest due there on remaining unpaid to suppliers under MSMED Act:		
Principle	793.53	138.22
Interest	-	-
ii) The amount of interest credit by the buyer in terms of section 16, of the MSMED Act,2006 along with the amount at the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act,2006.	-	-

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
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NOTE 17: OTHER FINANCIAL LIABILITIES : CURRENT

Payable for Capital Goods	9.08	53.10
Employee Payables	16.69	10.87
	<u>25.77</u>	<u>63.98</u>

NOTE 18 : OTHER CURRENT LIABILITIES

GST	20.06	16.49
Statutory Dues	5.37	6.64
	<u>25.43</u>	<u>23.13</u>

NOTE 19 : PROVISIONS

Bonus, Leave Encashment Payable	3.43	2.33
Current Provision for Gratuity (Refer Note 34)	13.29	17.76
	<u>16.72</u>	<u>20.10</u>

NOTE 20 : REVENUE FROM OPERATIONS

Sale of Products		
- Manufacturing Sales	5,797.38	10,428.74
Other Operating Revenue		
- PSI Subsidy	94.44	94.44
	<u>5,891.82</u>	<u>10,523.18</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
NOTE 21 : OTHER INCOME		
Gain /(Loss) on Foreign Exchange Fluctuation	7.29	8.89
Sale of Scrap	0.00	
Interest Income	1.72	2.02
	9.02	10.91
NOTE 22 : COST OF MATERIAL CONSUMED		
Opening Stock	345.51	235.00
Add: Purchases	3,913.07	8,261.75
	4,258.58	8,496.74
Less: Closing Stock	119.28	345.51
	4,139.30	8,151.24
NOTE 23 :CHANGES IN INVENTORIES OF FINISHED GOODS		
Opening Stock	164.65	170.88
Less : Closing Stock	41.09	164.65
	123.56	6.23
NOTE 24 :EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	176.39	158.62
Contribution to Funds	27.03	24.17
Staff Welfare Expenses	2.56	1.95
	205.98	184.74
NOTE 25 :FINANCE COSTS		
Interest Expenses	144.00	83.90
Other Borrowing Cost	12.45	1.98
	156.45	85.88
NOTE 26 :OTHER EXPENSES		
MANUFACTURING EXPENSES		
Factory Expenses	49.11	48.47
Finished Goods Packing and Allied Charges	36.12	28.30
Packing Material Consumed	51.73	109.90
Power and Fuel Consumed	1,263.54	1,843.86
Raw Material Sorting Charges	36.85	33.69
Repairs & Maintenance		
- Machinery	66.03	68.59
- Building	2.63	0.93
Security Service Charges	8.28	9.06
Stores & Spares Consumed	115.39	130.70
Waste Disposal Expenses	3.19	0.00
Waste paper Feeding Charges	47.14	48.29
	(A) 1,680.02	2,321.80



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

₹ in Lakhs		
	As At March 31, 2024	As At March 31, 2023
ESTABLISHMENT EXPENSES		
<u>Auditors Remuneration</u>		
Statutory Audit Fees	2.75	2.75
Internal Audit Fees	2.00	2.00
Audit Expenses	0.07	0.00
Bank Commission & Charges	1.83	4.13
Bad Debts	-	-
CSR Expenses (Refer Note 37)	-	-
Donation	0.03	0.38
Insurance Charges	11.96	14.23
General Expenses	10.89	9.59
GST Annual Return Fees	-	0.30
Legal & Professional Charges	10.50	8.09
Listing Expense	0.55	0.55
Loss on Disacardment of PPE	3.23	0.00
Loss on Sale of Fixed Assets	0.84	0.00
Office Expenses	3.69	3.92
Printing & Stationery	2.18	2.69
Rates & Taxes	4.38	7.14
<u>Repairs & Maintenance</u>		
- Vehicle	10.20	9.96
- Others	3.57	2.69
Rent for Office Premises	6.43	6.42
Travelling & Conveyance	4.35	5.40
Telephone Charges	0.73	0.67
(B)	80.17	80.91
SELLING & DISTRIBUTION EXPENSES		
Advertisement	1.56	1.20
Insurance on Sales	1.57	2.51
Freight On Sales	3.14	0.67
Commission on sales	0.45	15.86
(C)	6.72	20.24
(A+ B + C)	1,766.91	2,422.94

NOTE 27 : OTHER COMPREHENSIVE INCOME

A	(i) Items that will not be reclassified in the profit & loss		
	Remeasurement of defined benefit liabilities	14.51	4.53
	Revaluation Surplus on Revaluation of Fixed Assest (Land & Building)		
	(ii) Income tax relating to items that will not be reclassified to profit or loss		
		14.51	4.53
B	(i) Items that will be reclassified to the profit & loss		
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
		0.00	0.00
Total (A+B)		14.51	4.53

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

₹ in Lakhs

	As At March 31, 2024	As At March 31, 2023
NOTE 28 : EARNING PER SHARE		
Net Profit after tax from continuing operation	-511.11	-377.30
Weighted average number of Equity shares outstanding (Face Value of ₹ 10 per Eq. Share)	26.92	26.92
Earning per share	-18.98	-14.01
Diluted Earning per Share	-18.98	-14.01
NOTE 29 : SUPPLEMENTARY INFORMATION		
A. CIF VALUE OF IMPORTS		
Raw Material - Waste Paper	811.36	2,538.16
Capital Goods (Capital WIP)	-	-
Stores & Spare Parts	-	6.26
B. STOCKS		
RAW MATERIAL		
Waste Paper	83.98	333.35
Chemicals	35.30	12.16
C. FINISHED GOODS		
Kraft Paper	38.88	164.65
D. VALUE OF RAW MATERIAL, STORES & SPARES CONSUMPTION:		
Imported		
Raw Material		
Waste Paper		
Value	935.44	2,546.75
Percentage of Total Consumption	28%	34%
<u>Stores & Spare Parts</u>		
Value	-	6.26
Percentage of Total Consumption	0%	5%
Indigenous		
Raw Material		
<u>Waste Paper</u>		
Value	2,406.00	5,044.86
Percentage of Total Consumption	72%	66%
Chemicals		
Value	377.38	538.61
Percentage of Total Consumption	100%	100%
<u>Stores & Spare Parts</u>		
Value	115.39	130.70
Percentage of Total Consumption	100%	95%
E. SALES		
Kraft Paper		
Manufacturing Sales (Net of Taxes)		
Kraft Paper	5,797.38	10,523.18



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

	Year Ended March 31, 2024 (₹)	Year Ended March 31, 2023 (₹)
NOTE 30 : AUDITORS REMUNERATION		
Audit fee	2.75	2.75
Audit Expenses	-	-
	2.75	2.75

₹ in Lakhs

	Notes	Year Ended March 31, 2024 (₹)	Year Ended March 31, 2023 (₹)
NOTE 31: FAIR VALUE DISCLOSURES			
The carrying value and fair value of financial assets/liabilities by categories are as follows:			
Financial Assets			
a) Trade Receivables	6	811.61	1,158.02
b) Cash and Cash Equivalents	7	2.79	2.40
c) Other Financial Assets	8	74.08	109.50
		888.48	1,269.92
Financial Liabilities			
a) Borrowings	15	1,149.46	1,012.75
b) Trade Payables	16	1,094.95	915.98
c) Other Financial Liabilities	17	25.77	63.98
Total		2,270.18	1,992.70

Fair value hierarchy and method of valuation

The company considers that the carrying value amount recognised in the financial statements approximate the fair value largely due to the short term maturities of these instruments.

Risk Management Framework

The company's principle financial liabilities includes borrowings, trade and other payables. The company's principal financial assets includes loans, cash and cash equivalents and others. The company is exposed to credit risk, liquidity risk and market risk. The company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives.

Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- i) **Credit Risk** : Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers, investment in inter corporate deposit and loans given to related parties.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables : The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Each outstanding customer receivables are regularly monitored and if outstanding is above due date, the further sales are controlled and can only be released if there is a proper justification. No impairment is observed in the carrying value of trade receivables.

Other Financial Assets: Credit risk from balances with banks and loans, advances are managed by responsible and authorised person of the Company. Investments of surplus funds are made only with approved counterparties.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

- ii) **Liquidity Risk** : Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds and inter-corporate loans.

- iii) **Market Risk** : Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.
- a) **Foreign currency risk** is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies.
- b) **Interest rate risk** : Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Particulars Variable - rate Instruments	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023
Term Loan including WCTL from Bank	673.61	617.82
Current Borrowings (Working Capital Facility)	896.44	782.75
Current maturities of non-current borrowings	253.02	230.00
	<u>1,823.07</u>	<u>1,630.56</u>

NOTE 32: CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts)

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023

NOTE 34 : DISCLOSURE REQUIRED BY IND AS 19-EMPLOYEE BENEFITS
(a) Defined Benefit Plans:
Gratuity Fund

	<u>56.62</u>	<u>55.27</u>
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The present value of the defined benefit obligations and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. The following table provides the disclosures in accordance with IND AS 19.

Reconciliation of present value of the obligation and the fair value of plan assets



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023
Reconciliation of Opening and Closing balance of the Present Value of the defined benefit obligation		
Obligation at period beginning	76.47	73.47
Current service cost	7.29	7.20
Past Service Cost	-	-
Interest Cost	5.72	5.34
Actuarial (gain) / loss	1.21	-1.15
Benefits paid	-4.50	-4.48
Actuarial (gain) / loss due to Experience	-16.28	-3.91
Obligations at the year end	69.90	76.47
Change in Plan Assets		
Plan assets at period beginning, at fair value	55.27	52.62
Expected return on plan assets	4.13	3.83
Actuarial gain / (loss)	-0.56	-0.52
Contributions	2.27	3.83
Benefits paid	-4.50	-4.48
Plan assets at the year end, at fair value	56.62	55.27
Reconciliation of present value of the obligation and the fair value of plan assets		
Fair Value of plan assets at the end of the year	-56.62	-55.27
Present value of the defined benefit obligations at the end of the year	69.90	76.47
Liabilities/(Assets) recognised in the Balance Sheet	13.29	21.20
Cost for the year		
Current service cost	7.29	7.20
Past Service Cost	-	-
Interest Cost	5.72	5.34
Expected return on plan assets	-4.13	-3.83
Actuarial (gain) / loss	-14.51	-4.53
Net Cost recognised in the Statement of Profit and Loss	-5.63	4.18
Assumptions used to determine the benefit obligation:		
Discount Rate	7.22%	7.48%
Estimated rate of return on plan assets	7.22%	7.48%
Expected rate of increase in salary	6.00%	6.00%
Attrition Rate	20.44%	20.96%
Actual return on plan assets	3.57	3.30

(b) Provident Fund

"Contribution to provident and other funds" is recognised as an expense in the Statement of Profit and Loss.

NOTE 34 :

Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II, Accordingly the unamortised carrying value is being depreciated /amortised over the revised/remaining useful lives. The entity adopts the revaluation model under IND AS 16 for Land and Building pertaining to same class of assets. As per the management's estimation their is no material change in the valuation of Factory Land & Building hence the no change in the valuation of Factory & Building.

NOTE 35 :

The company has obtained its office premises for its business operations under operating lease or leave and license agreements. These are generally cancellable under leave and licence, or renewed longer for other lease and are renewable by mutual consent on mutually agreeable terms. Lease payments are recognised in the Statement of Profit and Loss under "Rent for office premises" in Note 26.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

NOTE 36 : RELATED PARTIES DISCLOSURE

Directors/ Key Management Personnel

Mr. Kailash Chand Agarwal
Mr. Anilkumar Lakhotiya
Mr. Jarnailsingh Saini
Mr. Omprakash D. Rathi

Enterprises in which there is a significant influence of Members/Directors

Kaygaon Paper Mills Private Limited
Saini Transport Company
Chandra Sales Corporation
Chandra Coal Private Limited
Anamika Traders
Shree Enterprises

Others

(a) Director's & Key Management Personnel Relative

Mr. Sartaj Manindersingh Saini	Mrs. Anita Lakhotiya
Mrs. Sushil Kaur Saini	Mrs. Kajal Sanjay Agarwal
Mr. Karnailsingh Saini	Mr. Kailash Kaur
Mr. Baljit Singh Saini	Mrs. Snehlata A Lakhotiya
Mr. Kuldeepsingh Saini	Mrs. Hazelkaur Manindersingh Saini
Mrs. Baljit Kaur	Mrs. Sanjamkaur Saini
Ms. Navita K. Agrawal	Mr. Prakashkaur Saini
Mrs. Amarjit kaur Saini	Gurmitsingh Gurdassingh (HUF)
Mrs. Satnamkaur Karnail Singh Saini	Mrs. Snehlata A Lakhotiya
Mr. Gaurav A Lakhotiya	Karnail singh Gurudassingh (HUF)
	Mrs. Garima Maheswari

₹ in Lakhs

	Year Ended March 31, 2024	Year Ended March 31, 2023
Disclosure of material transaction with related parties		
RELATED PARTY TRANSACTIONS DURING THE YEAR		
Profit & loss A/c		
Freight Charges		
Saini Transport Company	71.46	44.94
Interest Paid to Key Managerial Personnel	30.71	26.08
Director's Remuneration and Incentives		
Mr. Kailash Chand Agarwal	3.60	9.60
Mr. Anil kumar Lakhotiya	13.20	19.20
Mr. Jarnailsingh Saini	3.60	9.60
Mr. Omprakash D. Rathi	3.60	9.60
Salary to Key Managerial Personnel		
Mr. Gaurav Lakhotiya	8.40	8.40
Purchase of Coal		
Chandra Coal Private Ltd (Coal Purchase & Coal Liasoning Charges)	-	3.96



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023
Purchase of Husk		
Chandra Coal Private Ltd	-	23.92
Purchase of Raw material (Net)		
Anamika Traders	-	38.59
Shree Enterprises	139.20	194.70
Radhika Sales Corporation	14.05	
Commission on sales		
Anamika Traders	-	0.54
Sale of Finished Goods (Net)		
Chandra Sales Corporation	2.26	103.25
Chandra Coal Private Limited	-	1,154.96
Anamika Traders	-	134.60
Radhika Sales Corporation	824.14	
Balance Sheet		
Loan Accepted From Key Managerial Personnel	38.00	144.00
<u>Loan Repaid to Key Managerial Personnel</u>	71.52	29.60
Anita Lakhotiya	11.38	0.00
Garima Maheshwari	26.18	0.00

	₹ in Lakhs			
	Maximum Outstandings		Year Ended March 31, 2024	Year Ended March 31, 2023
CLOSING BALANCES	31.03.2024	31.03.2023		
Loans Taken From Key Managerial Personnel	432.87	425.82	372.20	378.03
Trade Payables				
Saini Transport company			24.00	15.62
Anamika Traders			-	1.47
Shree Enterprises			4.74	21.29
Radhika Sales Corporation			3.28	
Trade Receivables				
Chandra Sales Corporation			-	3.06
Chandra Coal Private Ltd			-	108.99
Radhika Sales Corporation			114.50	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023
NOTE 37 :CONTINGENT LIABILITIES & CAPITAL COMMITMENTS		
Contingent liabilities not provided for in respect of:		
Bank Guarantee given to M.S.E.D.C.L.	50.00	50.00
Bank Gurantee given to Customs Department	8.25	8.25
Bank Guarantee given to M.P.C.B.	5.00	5.00
Interest as per section 16 of MSMED Act	32.60	0.48
TDS	-	0.44
Excise Duty From F.Y.2008-09 to 2010-2011		
- Demand Raised excluding interest	-	-
- Penalty Levied	-	-
The Company had received demand of ₹ 2,73,06,791 in earlier years on account of Excise Duty & Penalty excluding interest for the period from F.Y.2008-09 to 2010-2011. The Company had obtained stay order against the same and filed an appeal with Custom, Excise & Service Tax Appellate Tribunal, Mumbai. As per order dated 13/09/2022, the appeal is allowed in favour of Company.		
Excise Duty From July 2003 to March 2004		
- Demand Raised excluding interest	-	-
- Penalty Levied	6.67	6.67
Excise Duty From April 2004 to October 2004		
- Demand Raised excluding interest	-	-
- Penalty Levied	6.27	6.27
In Past, the Company had received order from the office of the Commissioner of Central Excise, Custom & Service Tax, Nagpur -II demanding Excise Duty of ₹. 25,88,898/- including penalty. The Company has filed an appeal with the Commissioner (Appeals) under section 35 of the Act against the said order. The Company has paid the basic Demand under protest amounting to 12,94,449/- to save interest and penalty on suomoto basis. Based on the legal advice, the Company had not made any provisions against the said demand. In absence of any progress on the said matter, during the year, the company has written off the said amount paid in FY 2018-19.		
Capital Commitments (Net of Advances)		
Estimated amount of contracts remaining to be executed on Capital accounts and not provided		-

NOTE 38 :

The balances of Trade Payables, Trade Receivables and Loans & Advances are subject to confirmation and reconciliation.

NOTE 39 :

The Company is into the manufacturing of Kraft Paper which is considered as the only reportable segment. The Company's operations are based in India.

NOTE 40 :

In the opinion of the Board and as certified by the management, all expenses charged to revenue and various cash payments to the suppliers of materials and services through out the accounting year are genuine and have been solely and exclusively incurred out of business expediency.

NOTE 41 :

The company has not entered into any transaction with the companies whose name has been struck off by the Registrar of companies from the register of companies.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

NOTE 42 : PSI SUBSIDY

PSI Subsidy for FY 2023-24 is recognised in the books after the receipt of provisional sanction from office of District Industries Centre.

Note 43 : Benami Properties

There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.

Note 44 :

Quarterly returns/statements of current assets filed by the company with bank are in agreement with the unaudited financial results published by the company time to time with Metropolitan Stock Exchange.

NOTE 45 :

Unhedged Foreign Exchange Exposure

Particulars	Outstanding in USD	Outstanding in INR	Outstanding in USD	Outstanding in INR
	2023-24	2023-24	2022-23	2022-23
Advance to Suppliers for Capital goods and stores	-	-	-	-
	Nil	Nil	Nil	Nil
Trade Payables for Raw Materials & Stores	Nil	Nil	1.29	106.10
	Nil	Nil	Nil	Nil

NOTE 46 :

EXPENSES CAPITALISED DURING THE YEAR AS FOLLOWS :

Particulars	₹ in Lakhs	
	Year Ended March 31, 2024	Year Ended March 31, 2023
Salary and Wages	52.20	28.16
Labor Contractor Payments	16.02	46.91
Director's Remuneration	4.84	17.28
Finance Cost	71.48	78.27
	<u>144.54</u>	<u>170.62</u>

NOTE 47 :

RATIO ANALYSIS

Ratio	31-Mar-24	31-Mar-23	Variance	Reason For Variance above 25%	Numerator	Denominator
Current Ratio	0.53	0.98	45.60%	Due to reduction in Debtors and increase on Cash Credit & Sundry Creditors	Current Assets	Current Liabilities
Debt Equity Ratio	1.85	1.37	-34.81%	Due to increase in borrowings and losses incurred during the current FY.	Total Liabilities	Shareholder's Equity

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

Ratio	31-Mar-24	31-Mar-23	Variance	Reason For Variance above 25%	Numerator	Denominator
Debt Service Coverage Ratio	(0.61)	(0.94)	35.18%	Due to losses incurred in current Financial Year.	Net Operating Income	Debt Service
Return on Equity Ratio	-24.21%	-14.82%	-63.36%	Due to losses incurred in current Financial Year.	Profit for the period	Avg. Shareholders Equity
Inventory Turnover Ratio	17.81	28.08	36.58%	Average inventory has reduced in the current year due to reduction in closing stock	Cost of Goods sold	Average Inventory
Trade Receivables Turnover Ratio	5.98	7.45	19.74%	-	Net Credit Sales	Average Trade Receivables
Trade Payables Turnover Ratio	3.89	9.23	57.85%	Change is attributable to reduced sales and increase in trade receivables	Total Purchases	Average Trade Payables
Net Capital Turnover Ratio	(5.46)	(141.76)	96.15%	Due to reduced sales as a result of plant shutdown and reduced trade receivables	Net Sales	Average Working Capital
Net Profit Ratio	-8.67%	-3.59%	-141.95%	Increase in loss is attributable to the shutdown of plant for the trial run of the new machinery.	Net Profit	Net Sales
Return on Capital employed	-17.78%	-11.61%	-53.10%	Due to increase in losses as a result of increase in interest on borrowings and shutdown of plant for trial run of new plant and machinery	EBIT	Capital Employed



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024 (CONTD.)

NOTE 48 :

Previous year's figures have been regrouped and rearranged to correspond with the figures of current year wherever necessary.

AS PER OUR REPORT OF EVEN DATE	FOR AND ON BEHALF OF THE BOARD	
For DARAK AND ASSOCIATES	ANILKUMAR LAKHOTIYA (DIN:00367361)	- MANAGING DIRECTOR
CHARTERED ACCOUNTANTS	KAILASH AGRAWAL (DIN:00367292)	- WHOLE TIME DIRECTOR
FIRM REGISTRATION NO. 132818W	JARNAILSINGH SAINI (DIN:00367656)	- CHIEF FINANCIAL OFFICER & EXECUTIVE DIRECTOR
SUMIT M. DARAK	OMPRAKASH RATHI (DIN:00895316)	- WHOLE TIME DIRECTOR
PARTNER	MAYANK LUNIYA	- COMPANY SECRETARY
Membership No. 141902		
UDIN: 23141902BKCZE8571		
NAGPUR: 29.05.2024	NAGPUR: 29.05.2024	

HARDOLI PAPER MILLS LIMITED

(CIN: L21010MH1995PLC085883)

Registered Office: Krishna Kunj, First Floor, Bhavsar Chowk, Central Avenue, Nagpur 440032

I hereby record my presence at the 30th Annual General Meeting of the Company at Krishna Kunj, First Floor, Bhavsar Chowk, Central Avenue, Nagpur 440032, on Wednesday, 21st August, 2024 at 12.30 p.m.

ATTENDANCE SLIP

Name of Shareholder(s) _____ _____	DP ID* : _____
Registered Address _____ _____ _____ _____	CLIENT ID* : _____
	FOLIO NO : _____
	NO.OF SHARES : _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder/Proxy

HARDOLI PAPER MILLS LIMITED

(CIN: L21010MH1995PLC085883)

Registered Office: Krishna Kunj, First Floor, Bhavsar Chowk, Central Avenue, Nagpur 440032

FORM NO. MGT-11 PROXY FORM

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

30TH ANNUAL GENERAL MEETING – WEDNESDAY, 21ST AUGUST, 2024 AT 12.30 P.M.

Name of the Member(s) :		
Registered address :		
*Folio No. / DP ID No. Client ID No.:		E-mail Id:

I / We, being the holder(s) of the above named Company, hereby appoint :

- Name : _____ E-mail Id : _____
Address: _____

Signature: _____ or failing him / her
- Name : _____ E-mail Id : _____
Address: _____

Signature: _____ or failing him / her
- Name : _____ E-mail Id : _____
Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **30th Annual General Meeting** of the Company, to be held on **Wednesday 21st August, 2024 at 12.30 p.m.** at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions		
		For	Against
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31 st March 2024.		
2.	Appointment of Director in place of Mr. Anilkumar M. Lakhotiya (DIN: 00367361) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
	SPECIAL BUSINESS		
3.	Reappointment of Mr. Kailashchandra P. Agrawal (DIN: 00367292)) as Whole Time Director of the Company for a period of 3 years -Special resolution		
4.	Reappointment of Mr. Anilkumar M. Lakhotiya (DIN: 00367361) as Managing Director of the Company for a period of 3 years -Special resolution		
5.	Reappointment of Mr. Jarnailsingh G. Saini (DIN: 00367656) as Whole Time Director of the Company for a period of 3 years -Special resolution		
6.	Reappointment of Mr. Omprakash D. Rathi, (DIN:00895316) as Whole Time Director of the Company for a period of 3 years -Special resolution		
7.	To approve the Related Party Transaction with M/s. Radhika Sales Corporation u/s 188 of the Companies Act, 2013-Ordinary resolution		

Signed this _____ day of _____ 2024

Signature of Shareholder _____

AFFIX
Revenue
Stamp of

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

* Applicable for members holding shares in electronic form.

Note: This form of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of meeting.

ROUTE MAP FOR 30th ANNUAL GENERAL MEETING VENUE:

