

38th
ANNUAL REPORT
2022-23



Roopa Industries Limited

(CIN:L10100AP1985PLC005582)

Roopa Industries Limited

BOARD OF DIRECTORS

- | | |
|------------------------|--|
| T.G.Raghavendra | - Chairman & Managing Director |
| V.J.Sarma | - Whole-time Director |
| A.Satyanarayana Murthy | - Non-Executive Independent Director |
| O.Mohan Rao | - Non-Executive Independent Director |
| S.Karunasree | - Non-Executive Independent Woman Director |

COMPANY SECRETARY AND COMPLIANCE OFFICER - I.V. Lakshmi

STATUTORY COMMITTEES

AUDIT COMMITTEE

- | | |
|-------------------------|------------|
| S.Karunasree | - Chairman |
| O.Mohan Rao | - Member |
| V.J.Sarma | - Member |
| A. Satyanarayana Murthy | - Member |

NOMINATION & REMUNERATION COMMITTEE

- | | |
|------------------------|------------|
| A.Satyanarayana Murthy | - Chairman |
| O.Mohan Rao | - Member |
| T.G.Raghavendra | - Member |
| S.Karunasree | - Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE

- | | |
|-----------------|------------|
| O.Mohan Rao | - Chairman |
| T.G.Raghavendra | - Member |
| V.J.Sarma | - Member |

BANKERS

: HDFC Bank Limited

STATUTORY AUDITORS

: S.T.Mohite & Co.,
Chartered Accountants Hyderabad - 500004

REGISTRAR & TRANSFER AGENT

: M/s. Aarathi Consultants Pvt Ltd
Regd.Office:1-2-285Domalguda,
Hyderabad - 500 029.
Phone Nos: 040-27638111, 27634445,
Fax:040-27632184.
Email: info@aarthiconsultants.com,
Website: www.aarthiconsultants.com

REGISTERED OFFICE

: Roopa Industries Limited
17/745, Alur Road, Adoni- 518 301.
Kurnool District, A.P.
Tel: +91 9248146227
E-mail:info@roopaindustries.com
Investor Complaints:
investorsroopa@gmail.com,
investors@roopaindustries.com
Website: www.investorsatril.com

FACTORY

: A3,A4, Phase-IV , IDA, Patancheru,
Sanga Reddy District -502319.Telangana State.

Notice of 38th Annual General Meeting

Notice is hereby given that the 38th Annual General Meeting of the members of the ROOPA INDUSTRIES LIMITED (CIN:L10100AP1985PLC005582) will be held on Saturday, 30th September, 2023 at 10:00 a.m. through Video Conferencing (VC) or Other Audio Visual Means(OAVM) for transacting 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, 2023 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. T.G. Raghavendra (DIN: 00186546), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Approval for Material Related Party Transactions.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), for the transaction(s) between the Company and M/s TGV SRAAC Limited and Mr. T.G.Raghavendra, Chairman & Managing Director of the Company, (both being related parties) to be entered in the ordinary course of business and on arm’s length basis under relevant provisions of SEBI, Listing Regulations, 2015 as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the management of the Company may deem fit, for the financial year 2023-24, effective from 1st April, 2023 for an amount not exceeding Rs. 10.00 crores per annum for each related party.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

By order of The Board of Directors
Sd/-

I.V. LAKSHMI

Company Secretary & Compliance Officer

Date : 12.08.2023

Place : Hyderabad

Registered Office:

17/745, Alur Road, Adoni-518301,
Kurnool Dist., Andhra Pradesh.

Corporate Office:

3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004, Telangana.

Tel No.: +91 9154151038

Email: info@roopaindustries.com, <https://www.investorsatril.com>

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020, 13 April 2020, 13 January 2021, 14 December 2021, 5 May 2022 and 28 December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15 January 2021, SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/ P/ CIR/2023/001 dated 5 January 2023 has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 38th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

2. Generally, a member entitled to attend and vote at a meeting is entitled to appoint one or more proxies to attend and vote on a poll on his behalf and such proxy need not be a member of the company. Since, this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy form and Attendance Slips are not annexed hereto.
3. Since, the AGM will be held through VC / OAVM, the route map of the venue of the meeting is not annexed hereto.
4. Details of Directors retiring by rotation at this Meeting are provided in the “Annexure” to the Notice.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
6. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment/ re-appointment as Directors at the Annual General Meeting is annexed hereto.
7. The Register of Members and the Share Transfer Books of the Company will remain closed for 7 days i.e. from 23/09/2023 to 29/09/2023 (both days inclusive) for the purpose of AGM in terms of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is pleased to provide members facility to exercise their right to vote during the AGM by electronic means on all the Resolutions set forth in the notice through e-Voting Services provided by Central Depository Services (India) Ltd (“CDSL”).

The remote e-voting period commences on Wednesday, 27th September, 2023 (9:00 a.m. IST) and ends on Friday, 29th September, 2023 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 22nd September, 2023, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22nd September, 2023.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. 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 or voting during the AGM through electronic means.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interest maintained under Section 189 of the Act and the relevant documents referred in the Notice will be available, electronically for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to cs@roopaindustries.com.

10. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company by sending mail on cs@roopaindustries.com. The same will be replied by the Company suitably.
11. Non-resident Indian Shareholders are requested to inform us immediately the change in Residential status on return to India for permanent settlement the particulars of Bank NRE Account, if not furnished earlier.
12. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members desiring any information on the financial statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
15. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents.
16. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
17. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications.
18. **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**
1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020,

Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.investorsatril.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and further circulars thereon.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021 and further circulars thereon.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on 27th September, 2023 at 09:00 A.M. and ends on 29th September, 2023 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The e-voting facility is available at the link:

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
230905096	27-09-2023	29-09-2023

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting</p>

Type of shareholders	Login Method
	<p>option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Roopa Industries Limited

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Roopa Industries Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ivx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@roopaindustries.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/ AGM and if the same shareholders have not participated in the meeting through VC/OAVM

facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.1800 22 55 33.

Details of Directors seeking appointment and re-appointment - Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meeting

Name of the Director	T.G. RAGHAVENDRA
Director Identification Number(DIN)	00186546
Director Registration with IICA	NA
Nationality	Indian
Date of Birth/Age	02 nd April, 1954; Age: 69 years
Qualification	Graduation
Experience and Expertise	He has overall 46 years of experience in Pharma Industry.
Date of first Appointment on the Board of the Company	01/10/2015
Shareholding in the Company	6,55,729
List of Directorship held in other Listed Companies	NIL
Membership(M)/Chairmanship(C) in Committees of other listed Companies as on date	NIL
Committee positions in the Company	Nomination and Remuneration Committee (M)Stakeholders Relationship Committee (M)
Relationships between Director inter-se	There is no inter-se relationship among the directors.
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	NIL
Skills and capabilities required for the role and the manner in which the director meets such requirements	Management and strategy.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item 3: Approval for Material Related Party Transactions

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Special Resolution.

A transaction with a related party shall be considered material, if the, transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the related party transactions entered are in the ordinary course of business and at arm's length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related party as under.

(Rs. In Lakhs)

Name of the related Party	Actuals for the financial year 2022-23					Estimated for financial year 2023-24				
	Purchases	Sales	Lease Rentals	Loans	Total	Purchases	Sales	Lease Rentals	Loans	Total
TGV SRAAC Limited	75.90	-	-	-	75.90	150.00	-	-	-	150.00
T.G. Raghavendra	-	-	-	128.69	128.69	-	-	-	300.00	300.00

Though, the above transaction do not exceed 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company, the Board recommends the resolution set out at Item No. 3 as an Special resolution to the shareholders for their approval.

Except Mr. T.G.Raghavendra, Chairman and Managing Director, Director and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution.

By order of The Board of Directors

Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director

(DIN : 00186546)

Date : 12.08.2023

Place : Hyderabad

Registered Office:

17/745, Alur Road, Adoni-518301,
Kurnool Dist., Andhra Pradesh.

Corporate Office:

3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004, Telangana.

Tel No.: +91 9154151038

Email: info@roopaindustries.com, <https://www.investorsatril.com>

BOARD'S REPORT

To
The Members,

Your directors have pleasure in presenting the 38th Board's Report on the business and operations of your company for the financial year ended 31st March 2023.

1. FINANCIAL HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2022-23 is as under:

Particulars	Amount in lakhs	
	Year ended	
	31.03.2023	31.03.2022
Sales and Other Income	7682.53	5126.70
EBIDTA	454.18	349.74
Finance Cost	184.43	121.12
Depreciation	89.08	92.59
Profit before Tax	180.67	136.03
Provision for taxation: Current Tax	44.49	39.72
Deferred Tax	1.24	(5.20)
Profit after Tax	134.94	101.50
Add: Other Comprehensive Income	0.92	0.49
Total Comprehensive Income for the year	135.86	101.99

PERFORMANCE:

The Company focused on its core business TPP and its allied products. The operation of TPP project at Patancheru, Medak District, Telangana State has been stabilized and the Company has been making efforts to improve the performance.

The income from operations is Rs. 7682.53 lakhs as against Rs. 5126.70 lakhs for the corresponding previous year. The profit before tax stood at Rs.180.67 lakhs as against Rs. 136.03 lakhs for the previous year. The profit after tax stood at Rs.134.94 lakhs as against Rs. 101.50 lakhs for the corresponding period. The Basic Earnings per share for the year ended 31.03.2023 is Rs.1.73 as against Rs.1.30 for the corresponding previous year ended 31.03.2022.

2. DIVIDEND:

Your Directors did not recommend dividend for the financial year 2022-23.

3. TRANSFER TO RESERVES

For FY 2022-23, the Company has not transferred any amount to Reserves.

4. SHARE CAPITAL

The issued, subscribed and paid- up Equity Share Capital of the Company as on 31st March, 2023 stood at Rs. 786.55 lakhs consisting of 78,65,520 Equity Shares of Rs.10/- each.

During the year, there has been no change in the Authorized Capital of the Company. Further, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants during the year.

As on 31st March, 2023, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

5. PUBLIC DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for repayment as on 31st March 2023.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

7. PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of the Company is duly constituted. None of the directors of the company is disqualified under the provisions of the Companies Act, 2013 (the 'Act') or under the SEBI (LODR) Regulations, 2015.

Declaration by independent directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/ she meets the criteria of independence laid down in

Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Re-appointments:

Sri T.G. Raghavendra, Chairman and Managing director of the Company retire by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for reappointment. The Board recommends his reappointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of T.G. Raghavendra has been given in the Notice convening the Annual General Meeting

The first term of office of Mrs Karunasree Samudrala as Independent Director of the Company, expired on 26th August 2022. The members through postal ballot (results declared on 22nd August 2022) re-appointed her for second term from 27th August 2022 to 26th August 2027.

Mrs. I.V. Lakshmi was appointed as the Company Secretary and Compliance Officer and KMP of the company w.e.f. 1st June, 2022 in place of Siram Lakshmi Raga Prathyusha who has resigned from the position of Company Secretary & Compliance Officer and KMP w.e.f 31st May, 2022.

Other than as stated above, there has been no other change by way of appointment or resignation in the Directors or the Key Managerial Personnel during the year under review.

Pursuant to the provisions of regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI, brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

Registration of Independent Directors in Independent Directors Databank

All the Independent Directors of your Company have been registered and are members of Independent Directors Databank maintained by the Indian

Institute of Corporate Affairs (IICA).

8. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to directors, key managerial personnel and senior management of the Company.

The Company's policy on directors and KMP appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of the directors' report.

9. NUMBER OF BOARD MEETINGS OF THE BOARD.

During the FY 2022-23, Seven (7) meetings of the board were held, the details of which have been disclosed in the corporate governance report, which forms part of the Board's report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

10. BOARD EVALUATION AND ASSESSMENT

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration committee and Independent Directors with specific focus on the performance and effective functioning of the Board and individual Directors.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

11. COMMITTEES OF THE BOARD

As required under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on 31st March, 2023, the Board has the following committees:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming a part of this annual report.

13. RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and thus a disclosure in Form AOC-2 in terms of Section 134 of the Act is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the notes to the accounts. The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of the related party transactions entered into pursuant to the omnibus approval so granted are placed as necessary before the Audit Committee

and the Board of Directors. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration.

14. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

15. AUDITORS AND OBSERVATIONS

(a) Statutory Auditors

At the 36th Annual General Meeting (the 'AGM') held on 30th September, 2021, the members approved the appointment of M/s. S.T.Mohite & Co., Chartered Accountants (Firm Registration No. 011410S) as Statutory Auditors of the company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 41st AGM, under the Act.

The Auditor's Report for FY 2022-23 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

(b) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Geeta Serwani & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2022-23. The Report of the Secretarial Auditor is annexed herewith as "Annexure-1".

Secretarial Auditors' report do not contain any qualifications, reservations or adverse remarks.

(c) Internal Auditors

Internal auditors of the Company have done audit and their report is reviewed by the Audit Committee from time to time.

16. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):

During the year under review, there were no instances of fraud committed against the Company by its officers or employees as reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

17. CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the criteria mentioned in the provisions of Companies Act, 2013.

18. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the provisions of Regulation 34(2) of the SEBI (LODR) Regulations, 2015 read with Schedule-V, is provided in a separate section and forms integral part of this Report.

19. CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company forms an integral part of this Report.

The Auditor's Certificate required under Clause E of Schedule V of the Listing Regulations will be attached as an addendum to this report as signed copy from the Auditor is awaited and the Board authorised the Executive Director to obtain the same and annex to the Directors' Report as an Addendum.

20. EXTRACT OF ANNUAL RETURN (MGT 9)

In accordance with Section 92(3) read with Section 134 (3) (a) of the Companies Act, 2013, Annual Return of the Company is available on the website of the Company and can be accessed at <https://www.investorsatril.com/>.

21. SUBSIDIARIES AND JOINT VENTURES

The Company does not have any Subsidiaries and Joint Ventures. Hence, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies/ Associate Companies/JV in Form AOC-1 as required in terms of the provisions of Sections 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 is not enclosed.

22. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT:

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

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company (with its inherent weakness) work performed by the internal, statutory and secretarial auditors including the audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the period ended on 31st March, 2023.

23. RISK MANAGEMENT

The Board of the Company has framed a policy to implement and monitor the risk management plan for the Company and ensuring its effectiveness. The Board oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy.

The Company has a Whistle Blower Policy to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons who may use such mechanism and it is affirmed that no person has been denied access to the audit committee. The Whistle Blower Policy has been posted on the website of the Company at www.investorsatril.com.

25. HUMAN RESOURCES:

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

26. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

- (ii) they 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 financial year and of the profit of the company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3) (m) of Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, information relating to 'Conservation of energy, technology absorption and foreign exchange earnings and outgo', is given in Annexure-III to this Report.

28. PARTICULARS RELATING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour.

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All associates of the company are covered under this policy. There were no complaints received under the policy during 2022-23.

29. PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

30. PARTICULARS OF REMUNERATION

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to Median remuneration
T G Raghavendra	15.16
V J Sarma	3.03

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year: There is no increase during the year.
- c. There is percentage increase in the median remuneration of employees in the financial year: NIL
- d. The number of permanent employees on the rolls of Company: 59
- e. 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: There is no increase in the remuneration / salaries during the year.

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration paid to Key Managerial Personnel is as per the remuneration policy of the Company.

31. APPRECIATION:

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain stable, despite increased competition from several existing and new players.

32. ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company’s endeavour to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

By order of The Board of Directors
Sd/-
T.G. RAGHAVENDRA
 Chairman and Managing Director
 (DIN : 00186546)

Date : 12.08.2023
 Place : Hyderabad

Registered Office:
 17745, Alur Road, Adoni-518301,
 Kurmool Dist., Andhra Pradesh.

Corporate Office:
 3rd Floor, TGV Mansion, Above ICICI Bank,
 6-2-1012, Khairatabad, Hyderabad-500004, Telangana.
 Tel No.: +91 9154151038
 Email: info@roopaindustries.com,
<https://www.investorsatril.com/>

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ROOPA INDUSTRIES LIMITED
(CIN : L10100AP1985PLC005582)
17/745, Alur Road,
Adoni, Kurnool Dist.,
Andhra Pradesh

I, Geeta Serwani, Proprietor of Geeta Serwani and Associates, Practicing Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROOPA INDUSTRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us 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 authorised 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, 2023 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (' SEBI Act');
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

Roopa Industries Limited

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Industry specific major Acts as applicable to the Company are complied.

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

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period the Company has not undertaken any events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Geeta Serwani & Associates
(Practicing Company Secretary)
(Geeta Serwani)

Proprietor
FCS: 8991
COP: 8842

ICSI UDIN: F008991E000803532

Date : 12-8-2023

Place: Hyderabad

Note: This report is to be read with letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

To
The Members,
ROOPA INDUSTRIES LIMITED
(CIN: L10100AP1985PLC005582)
17/745, Alur Road,
Adoni, Kurnool Dist.,
Andhra Pradesh

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Geeta Serwani & Associates
(Practicing Company Secretary)
(Geeta Serwani)
Proprietor
FCS: 8991
COP: 8842
ICSI UDIN: F008991E000803532

Date : 12-8-2023
Place : Hyderabad

MANAGEMENT DISCUSSION AND ANALYSIS**Company overview:**

Roopa Industries Limited was incorporated in the year 1985 and operates in the segment of manufacturing and marketing of bulk drugs and intermediaries.

Indian Pharma Industry:

Indian Pharmaceutical market has witnessed growth in both acute and chronic diseases segments. The major reason for the growth is increase in the incident of the chronic diseases and its early detection, but still the acute disease segment dominates market share in the Indian pharmaceutical industry. Increasing urbanization, lifestyle changes and stress are responsible for the higher incidents of chronic diseases.

Demand outlook:

The key drivers of growth include:

- Rising healthcare awareness leading to an increase in spending on medicines
- Changing life-styles leading to growing incidence of chronic ailments
- Improving health insurance coverage driven by various measures being planned/implemented by the Indian government to bring 80% of the population under health insurance cover.
- The company is focusing on brand building and customized marketing to suit to different customers and segments especially with its main product as TPP.

Risks and concerns:

The key challenges for the Indian pharmaceutical industry include the following:

- Ensuring compliance with global GMP standards; this will involve continuous improvement in the systems and processes as well as training of the workforce.
- Government-mandated price controls on pharmaceutical products
- Increasing competition from new entrants and expanding large/medium industries.
- Credit sales demanding more working finance.
- Maintaining inventories to meet sudden & urgent requirements by buyers, thus flooring available resources.
- Continuous R & D for company effectiveness as the competition is from domestic players as well as global market such as China.

The company manages the risk through careful market research for selection of product and by continuous monitoring. The Company has consistently supported Research & Development (R&D) for sustainable value creation.

MANUFACTURING FACILITIES

The Company's key priority is to ensure world-class quality in process and operations in all its manufacturing facilities. The Company has engaged professional and technical persons in the key positions and ensuring quality production and timely delivery of goods.

The Company focussed its core business on TPP and some intermediaries. During the year the Company recorded a sale turnover of 7588.95Lakhs.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The company has clearly defined roles and responsibilities

for all managerial positions and all operating parameters are monitored and controlled. The Company designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits. The company has an Internal Audit System commensurate with its size and nature of business. Our Internal Auditors of the Company give periodic reports. Internal Auditors are reviewed in the meeting of the Audit Committee of the Board. Compliance with laws and regulations is also ensured and confirmed by the Internal Auditors of the Company. Standard operating procedures and guidelines are issued from time to time to support best practices for internal control.

FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

A. FINANCIAL HIGHLIGHTS:

Capital Structure:

The Authorised Share Capital of the Company is Rs. 900 lakhs comprising of 90,00,000 Equity Shares of Rs.10/- each.

The Paid up Capital of the Company is Rs. 786.55 lakhs comprising of 78,65,520 Equity Shares of Rs.10/- each.

Other Equity:

The Other Equity of the Company as on 31.03.2023 stand at Rs. 607.76 lakhs as compared to Rs. 471.90 lakhs in the previous year.

Property, Plant & Equipment:

Property, Plant & Equipment as on 31.03.2023 is Rs 1085.91 lakhs as compared to Rs. 1037.85 lakhs in the previous year.

Inventories:

Inventories, as on 31st March, 2023, is Rs. 1837.67 lakhs as against Rs. 1533.97 lakhs in the previous year.

Trade Receivables:

Trade Receivables decreased to Rs. 707.74 lakhs as on 31st March, 2023 as against Rs. 1567.65 lakhs in the previous year. These receivables are considered good and realizable.

Cash and Cash Equivalents:

Cash and Cash Equivalents stood to Rs.194.52 lakhs as against Rs. 149.19 lakhs in the previous year and the balances deposited with banks as Security stood at Rs.78.87 lakhs as on 31st March, 2023 and Rs. 51.88 lakhs in the previous year.

Loans:

Non-current Loans as on 31st March, 2023 is Rs.34.06 lakhs as against Rs.34.06 lakhs in the previous year.

Current Liabilities:

Current liabilities for the F.Y. 2022-23 is Rs. 3958.54 lakhs as against Rs. 3103.05 lakhs in the previous year.

B. OPERATIONAL RESULTS:

Turnover:

During the year 2022-23, the turnover of the Company is Rs.7617.17 Lakhs- as compared to Rs. Rs.4674.25 Lakhs in the previous year.

Roopa Industries Limited

The Income from other sources as on 31st March, 2023 is Rs.65.36 Lakhs as compared to Rs. 6.15 Lakhs in the previous year.

Depreciation:

The Company has provided a sum of Rs.89.08 lakhs towards depreciation for the year as against Rs. 92.59 lakhs in the previous year.

Provision for Tax:

The Company has provided a sum of Rs.44.49 Lakhs towards Income Tax provision for the current year.

Profit after Tax:

The Profit of the Company after tax is Rs. 134.94 lakhs as against Rs. 101.50 lakhs in the previous year.

The total comprehensive income for the year stood at Rs. 135.86 lakhs as compared to Rs. 101.98 lakhs in the previous year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company has a team of able and experienced staff and executives and the relation with the employees remained cordial throughout the year. Its management training schemes strive to develop business managers of tomorrow. In house training is given to the employees to induce contribution for enhanced productivity and development programmes for all levels of employees are being given as the company considers human resources are invaluable asset. As on 31st March 2023 the company has a total strength on 59 employees.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other statutes and incidental factors.

By order of The Board of Directors

Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director

(DIN : 00186546)

Date : 12.08.2023

Place : Hyderabad

Registered Office:

17/745, Alur Road, Adoni-518301,
Kurnool Dist., Andhra Pradesh.

Corporate Office:

3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004, Telangana.
Tel No.: +91 9154151038
Email: info@roopaindustries.com,
<https://www.investorsatril.com>

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

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts), Rules, 2014 and forming part of Board's Report for the year ended 31st March, 2023

A. Conservation of Energy

The company has been putting regular efforts to improve Energy efficiency through energy conservative measures.

- i. Energy conservation measures taken:
 - The Company has carried out various measures to optimize energy consumption.
 - The Company has replaced conventional electrical cables, MCBs etc with latest Electrical items.
- ii. Impact of measures taken:
 - Reduction in annual diesel oil consumption
 - Continuous alertness of power saving
- iii. Steps taken for utilizing alternate sources of energy:
 - The management takes effective steps to ensure minimal consumption of energy.
- iv. Capital investment on energy conservation equipments:
 - Capital expenditure has not been accounted for separately.

B. Technology absorption

Research and Development (R & D)

- i. Efforts in brief made towards Technology Absorption
 - The Company has adopted indigenous Technology for manufacture of formulations and no imported technology is involved.
 - The Company has an in house R & D Division for improving the quality, productivity and for developing the new viable products.
- ii. Benefits derived as a result of the above efforts:
 - Improving in product quality and productivity
 - Enhanced products range to address emerging market opportunities
- iii. Imported technology (imported during the last three years reckoned from the beginning of the financial year):
 - Not applicable as no technology was imported during the last three years.
- iv. Expenditure incurred on Research and Development
 - R & D Expenditure has not been accounted for separately.

C. Foreign Exchange Earnings and Outgo

The Company is making continuous efforts for exploring export market for Triphenyl Phosphine. Due to these efforts the Company was successful in identifying potential foreign buyers.

The Foreign Exchange used and earned during the year:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Foreign Exchange Earning	-	-
Foreign Exchange Outgo	34.50 Lakhs	4.91 Lakhs

By order of The Board of Directors
Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director
(DIN : 00186546)

Date : 12.8.2023
Place : Hyderabad

REPORT ON CORPORATE GOVERNANCE
1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company’s Philosophy of Corporate Governance is in assisting the management for operating the industry in efficient way and meeting the obligations of shareholders and stakeholders. The Company believes in hard and sincere work for achieving goals and enhancing the long term values of the Company.

Roopa Industries Limited, believes strongly that Corporate Governance is a comprehensive code of best practices being designed to achieve the high standards of the corporate behaviour and the Company is committed for the policy. The Company has practiced for good Corporate Governance.

Roopa Industries Limited has created an environment for upholding the values like transparency, Integrity, accountability and responsibility while trying to enhance the long term values of the Company for its shareholders and stake holders.

2. BOARD OF DIRECTORS:
Composition of the Board, Category, DIN and Shareholding of Directors:

As on 31st March 2023, the Company’s Board consists of five members. The Chairman of the board is an Executive Director. The Company has an optimum combination of Executive and Non-Executive Directors in accordance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). The Board has two Executive Directors and three Non-Executive Independent Directors. None of the Directors is related to any other Director. The details of the composition are as follows:

SL. No.	Name of the Director	Category	DIN	No. of equity shares held as on 31 st March, 2023
1.	T.G.Raghavendra	Chairman & Managing Director	00186546	6,55,729
2.	Joginatha Sarma Vaduguri	Executive Director	00165204	-
3.	Satyanarayana Murthy Annadanam	Independent Director	02229882	-
4.	Mohan Rao Oruganti	Independent Director	07009749	-
5.	Karunasree Samudrala	Independent Director	06960974	-

None of the Directors is related to any other Director on the Board.

Board Meetings

Four Board meetings were held during the financial year, as against the statutory requirement of four meetings. The details of Board meetings are given below:

Date of Board Meeting	Board Strength	No. of Directors Present
30-05-2022	5	5
13-08-2022	5	5
30-09-2022	5	5
14-11-2022	5	5
12-12-2022	5	5
07-01-2023	5	5
14-02-2023	5	4

The Board meets at least four times a year with a maximum gap of one hundred and twenty days between any two meetings. Additional meetings are held, whenever necessary.

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Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and no. of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various companies:

Name of the Director	Attendance at meetings during FY 2022-23		No. of other directorships as on 31-03-2023	Directorship in other listed companies and category of directorship as on 31-03-2023	No. of Memberships/ Chairmanships of committees in other companies as on 31-03-2023
	Board Meetings	AGM			
T.G.Raghavendra	7	Yes	2	-	-
Joginatha Sarma Vaduguri	7	Yes	-	-	-
Satyanarayana Murthy Annadanam	7	Yes	1	-	-
Mohan Rao Oruganti	7	Yes	2	-	-
Karunasree Samudrala	6	Yes	1	1	1

- The Directorships, held by the Directors as mentioned above, do not include Directorships in foreign companies and Section 8 companies under the Companies Act, 2013.
- In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies have been considered.
- The number of Directorship(s) and Committee Membership(s)/Chairmanship(s) of all Directors is / are within the respective limits prescribed under the Companies Act, 2013 and the Listing Regulations.

3. BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

Composition of Committees of the Company:

1. Audit Committee	Karunasree Samudrala – Chairman Mohan Rao Oruganti – Member Joginatha Sarma Vaduguri – Member A.Satyanarayana Murthy – Member
2. Nomination & Remuneration Committee	A.Satyanarayana Murthy – Chairman Mohan Rao Oruganti – Member T.G.Raghavendra – Member Karunasree Samudrala – Member
3. Stakeholders' Relationship Committee	Mohan Rao Oruganti – Chairman T.G.Raghavendra – Member Joginatha Sarma Vaduguri – Member

The composition of the Committees is in accordance with the provisions of the Listing Regulations and the Companies Act, 2013.

Mrs. I.V. Lakshmi, Company Secretary and Compliance Officer is the secretary of all the Committees constituted by the Board.

3.1. AUDIT COMMITTEE:

- Brief description of terms of reference:

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

- Management Discussion and Analysis of financial position and results of operations;
- Statement of significant related party transactions submitted by Management;

- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the Chief Internal Auditor. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgement by Management
 - iv. Significant adjustments made in the financial statements arising out of Audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. Disclosure of any related party transactions
 - vii. Qualifications in the draft Audit Report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with Internal Auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism.

(ii) Composition and meetings:

The Audit Committee met four times during the year. All the members of the audit committee are financially literate. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the audit committee and the details of attendance is as follows.

Sl. No.	Name of the Director	Designation	Attendance on Meetings held on			
			30-05-2022	13-08-2022	14-11-2022	14-02-2023
1.	S.Karunasree	Chairman	Yes	Yes	Yes	Absent
2.	O.Mohan Rao	Member	Yes	Yes	Yes	Yes
3.	V.J.Sarma	Member	Yes	Yes	Yes	Yes
4.	A. Satyanarayana Murthy	Member	NA	NA	NA	Yes

Note: Mr. A.Satyanarayana Murthy was inducted as member in the committee w.e.f 14-02-2023.

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company.

The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of Non-Executive Independent Directors and one Executive Director.

3.2. NOMINATION & REMUNERATION COMMITTEE:**(i) Brief description of terms of reference:**

The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- a. Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- c. Recommend/review remuneration of the Managing Director and Whole time Director(s) based on performance and defined assessment criteria.
- d. Recommend to the Board a policy for selection and appointment of Directors, Key Managerial Personnel and other senior management positions.
- e. Formulate and review criteria for evaluation of performance of the Board of Directors
- f. Devise a policy on Board diversity.
- g. Succession planning for the Board level and key management positions.
- h. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification/amendment.

(ii) Composition and meetings:

The committee had met four times during the year for appointment of KMP. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the Nomination and Remuneration committee is as follows.

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Sl. No.	Name of the Director	Designation	Attendance on Meetings held on			
			30-05-2022	13-08-2022	14-11-2022	14-02-2023
1.	A.Satyanarayana Murthy	Chairman	Yes	Yes	Yes	Yes
2.	O.Mohan Rao	Member	Yes	Yes	Yes	Yes
3.	T.G.Raghavendra	Member	Yes	Yes	NA	NA
4.	S.Karunasree	Member	NA	NA	Yes	Absent

Note: Mrs S.Karunasree was inducted as member of the Committee w.e.f 14-11-2022. The Company Secretary acts as the secretary to the Nomination and Remuneration Committee.

(iii) REMUNERATION POLICY:

The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

a) Remuneration to Executive Director and KMP:

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

b) Remuneration to Non-Executive Directors:

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

(i) Details of Remuneration of Non - Executive Directors:

The Company do not pay sitting fees to the Non-executive Directors. The details of sitting fees paid to the Non-executive Directors for attending Board Meetings and Committee Meetings during the financial year 2022-23 are as follows:

S. No.	Name of Director	Sitting Fees paid (Rs.)
1.	S. Karunasree	Nil
2.	O Mohan Rao	Nil
3.	A. Satyanarayana Murthy	Nil

(ii) Pecuniary relationship or transactions of Non-Executive Director:

Apart from attending the Board and Audit Committee Meetings, the Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

(iii) Details of Remuneration to Executive Directors:

Name of Director	Designation	Salary
T.G.Raghavendra	Chairman and Managing Director	60.00
V.J.Sarma	Executive Director	12.00

c) FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme have been posted in the website of the Company.

d) INDEPENDENT DIRECTORS' MEETING:

During the year, meeting of Independent Directors was held on 01st March, 2023 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

e) PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

3.3.STAKEHOLDERS RELATIONSHIP COMMITTEE:

(i) Brief description of terms of reference:

The Stakeholders Relationship Committee constituted by the Board of Directors interalia approves transfer of shares and redresses shareholders grievances.

(ii) Composition:

Sl.No.	Name of Director	Designation
1	O Mohan Rao	Chairman
2	T.G.Raghavendra	Member
3	V.J. Sarma	Member

(iii) The Stakeholder Committee met four times during the financial year under review. The attendance of the meeting by the members of the committee is recorded as under.

Sl. No.	Name of the Director	Designation	Attendance on Meetings held on			
			30-05-2022	13-08-2022	14-11-2022	14-02-2023
1.	O Mohan Rao	Chairman	Yes	Yes	Yes	Yes
2.	V.J. Sarma	Member	Yes	Yes	Yes	Yes
3.	T.G.Raghavendra	Member	Yes	Yes	Yes	Yes

The total number of complaints received and replied to the satisfaction of shareholders during the year was 0. There are no outstanding complaints as on 31.03.2023

3.4. RISK MANAGEMENT COMMITTEE:

The Company has not constituted a Risk Management Committee. The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The Risk Management Policy defines the risk management approach across the enterprise at various levels including documentation and reporting. A systematic risk review process to identify, assess, monitor, manage and report risks supported this. The framework provides a comprehensive and systematic approach to identify and mitigate risks by embedding risk management as integral to planning at strategic and operational levels. This helped monitor, report and review identified risks in addition to considering emerging risks. The Board of Directors review these procedures periodically.

4. GENERAL BODY MEETINGS:

- i) Details of the location and time of the last three Annual General Meetings of the company are as follows:

Year	Locations	Date	Time
2021-22	through Video Conferencing (VC) or Other Audio Visual Means(OAVM)	30-09-2022	10:00 A.M.
2020-21	through Video Conferencing (VC) or Other Audio Visual Means(OAVM)	30-09-2021	10:00 A.M.
2019-20	through Video Conferencing (VC) or Other Audio Visual Means(OAVM)	26.12.2020	10:00 A.M.

- ii) Whether any special resolutions passed in the previous 3 AGMs

2021-22 :

- To approve power to borrow funds in terms of Section 180 (1) (c) of the Companies Act, 2013.
- To approve the power to create charge on the assets of the company to secure borrowings up to Rs.100 Crores pursuant to section 180(1)(a) of the Companies Act, 2013.
- Authorisation under Section 186 of the Companies Act, 2013.
- Approval for Material Related Party Transaction.
- Approval for giving Loan or Guarantee or providing Security in connection with loan availed by any of the Company's entities or any other Person specified under Section 185 of the Companies Act, 2013.
- Reappointment of Sri T.G.Raghavendra, Chairman and Managing Director for a term of 3 years.
- Reappointment of Sri Joginatha Sarma Vaduguri, Executive Director of the Company for a term of 3 years
- To keep the registers and returns at the Corporate Office of the Company and any other place.

2020-21 : Nil

2019-20 :

- Reappoint Mr. Satyanarayana Murthy Annadanam (DIN: 02229882) as an Independent Director for a second term of five consecutive years commencing from 3rd November, 2020 upto 2nd November, 2025.
- Reappoint Mr. Mohan Rao Oruganti (DIN: 07009749) as an Independent Director for a second term of five consecutive years commencing from 3rd November, 2020 upto 2nd November, 2025.

Roopa Industries Limited

There were no occasions to pass Special Resolutions through postal ballot on any of the matters specified under provisions of SEBI (LODR) Regulations, 2015 and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Further, no such resolution is proposed to be placed for the approval of the shareholders at the forthcoming Annual General Meeting.

5. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

- (ii) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years: Nil.
- (iii) Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI(LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website.

- (iv) Non Mandatory Requirements:

Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time.

Core Skill/Expertise/Competencies

As stipulated under Schedule V of the SEBI Listing Regulations, core skills / expertise / competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

List of Core Skills/Expertise/Competencies identified by the Board of Directors

S.No.	Name of the Director	Core Skills/Expertise/Competencies
1.	T.G.Raghavendra	Management and Strategy
2.	V.J.Sarma	Commercial, Purchase and Supply Chain
3.	A.Satyanarayana Murthy	Sales, Marketing, Human Resources and Industrial Relations
4.	O.Mohan Rao	Research and Development
5.	S.Karunasree	Finance and Taxation, Audit and Risk Management

Non-Disqualification of Directors

Certificate from M/s. Geeta Serwani & Associates, Company Secretary in practice, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report.

Roopa Industries Limited

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

ROOPA INDUSTRIES LIMITED

17/745, Alur Road, Adoni,
Kurnool Dist - 518301

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Roopa Industries Limited having CIN L10100AP1985PLC005582 and having registered office at 17/745, Alur Road, Adoni, Kurnool Dist.-518301 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) 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, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	Name of Director	DIN	Date of Appointment / Reappointment in the Company
1	Joginatha Vaduguri Sarma	00165204	01/10/1999
2	Tumbalam Gooty Raghavendra	00186546	01/10/2015
3	Satyanarayana Annadanam Murthy	02229882	03/11/2020
4	Karunasree Samudrala	06960974	26/08/2017
5	Mohan Rao Oruganti	07009749	03/11/2020

Ensuring the eligibility of 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.

Geeta Serwani & Associates
Practising Company Secretary

FCS.8991

CP 8842

UDIN: F008991E000806260

Date : 12.8.2023

Place : Hyderabad

Roopa Industries Limited

Fees Paid to Statutory Auditors

The details of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Type of Service	Financial Year ended 31/03/2023
Audit Fees	1.50 Lakhs
Tax Fees	0.50 Lakhs
TOTAL	2.00 Lakhs

6. MEANS OF COMMUNICATION:

i) Financial / Quarterly Results:

The Company intimates unaudited as well as audited financial results to the Stock Exchanges, immediately after the Board Meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Business Standard (English) and Andhra Prabha (Telugu). The financial results are also displayed on the Company's website www.investorsatril.com.

ii) Newspapers wherein results normally published

The official news releases are published in Business Standard and Andhra Prabha (Telugu) Newspapers, Detailed presentations made to institutional investors, financial analyst.

iii) Website:

The website contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc., is also available in the 'Investor Relations' sections on the website of the Company.

CEO/ CFO Certification

In line with the requirements of Regulation 17 of the Listing Regulations, Sri T.G.Raghavendra, Chairman & Managing Director, Sri B.Vishnu Vardhan, CFO have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

7. The Management Discussion and Analysis Report:

A Report of the Management Discussion and Analysis is attached as part of the Annual Report.

i) GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Date : 30th September, 2023 Time : 10:00 A.M. (Saturday) through Video Conferencing (VC) or Other Audio Visual Means(OAVM)
Financial Calendar	1 st April 2022 to 31st March 2023
Date of Book Closure	23.09.2023 to 29.09.2023 (both days inclusive)
Listing on Stock Exchanges	BSE Ltd
Stock Code	530991
ISIN Number for NSDL & CDSL	INE443C01010

iii) Registrar and Transfer Agents

Share Transfers & Communication regarding Share Certificates, Dividends & Change of Address may be sent to

M/s.Aarathi Consultants Pvt Ltd.,

Regd. Office: 1-2-285, Domalguda,

Hyderabad – 500029.

Phone Nos : 040-27638111, 27634445, Fax: 040-27632184,

Email: info@aarthiconsultants.com, Website: www.aarthiconsultants.com

iv) Share Transfer System

The Shares lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. With a view to expedite the process of share transfers, the Board has appropriately delegated the powers of approval of share transfers. The work of Registrars and Share Transfer Agents is being monitored and reviewed. The dematerializations of shares are directly transferred to the beneficiaries by the Depositories.

v) Reconciliation of Share Capital Audit:

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

vi) Distribution of shareholding Pattern as on 31st March, 2023

Category	No. of Shares	% of Shares
NSDL	55,68,149	70.79
CDSL	8,72,486	11.09
Physical	14,24,885	18.12
TOTAL	78,65,520	100.00

vii) Shareholding Pattern as on 31st March, 2023:

Category	No. of Shares	% Holding
Promoters	37,77,664	48.03
Foreign Institutional Investors	20,000	0.25
Bodies Corporate	2,63,072	3.34
Individuals	31,66,757	40.27
NRI	6,37,127	8.1
Clearing Members	900	0.01
Total	78,65,520	100.00

Roopa Industries Limited

viii) Dematerialisation of Shares & Liquidity

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

ix) Outstanding ADRs / GDRs / Warrants or any : Nil

x) Listing on Stock Exchanges

The equity shares of the Company are listed on BSE. The annual listing fee for the year 2022-23 has been paid to the stock exchange. The Company's stock exchange codes are as mentioned below. The Company will pay the annual custodial fee for the year 2022-23 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on receipt of the invoices.

xi) Stock Market Data

The below mentioned Table gives the monthly high and low prices of the Company's equity shares on BSE for the year 2022-23.

Month	BSE Limited	
	High (in Rs.)	Low (in Rs.)
April, 2022	38.90	23.85
May, 2022	33.60	25.30
June, 2022	34.50	24.50
July, 2022	38.80	27.70
August, 2022	55.65	31.70
September, 2022	92.75	50.20
October, 2022	83.45	61.30
November, 2022	66.95	52.30
December, 2022	62.50	50.40
January, 2023	59.50	51.55
February, 2023	56.90	43.55
March, 2023	51.95	37.54

xii) Shareholding pattern

The below mentioned table gives the distribution schedule of equity shares of the Company for the year ending 31st March, 2023.

Sl. No.	Category	No. of shareholders	%	No. of shares	Amount
1.	1 – 5000	2579	74.65	492835	4928350
2	5001 – 10000	391	11.32	339941	3399410
3	10001 – 20000	141	4.08	216944	2169440
4	20001 – 30000	183	5.3	467250	4672500
5	30001 – 40000	15	0.43	51574	515740
6	40001 – 50000	59	1.71	288904	2889040
7	50001 – 100000	47	1.36	379448	3794480
8	100001 & above	40	1.16	5628624	56286240
	TOTAL	3455	100	7865520	78655200

Roopa Industries Limited

Category of Shareholders as on 31 March, 2023

Sl.No.	Category of Shareholders	Number of Shareholders (PAN wise details)	Total Number of Shares	Percentage (%)
a.	Promoters & Promoter Group	5	37,77,664	48.03
b.	Public	3,450	40,87,856	51.97
c.	Non Promoter – Non public			
	(i) Shares underlying DRs	-	-	-
	(ii) Shares held by Employee Trust	-	-	-
	TOTAL	3,455	78,65,520	100.00

8. A code of conduct is duly approved by the Board is communicated to all Directors and Senior Management of the company and affirmed by them as to its compliance on an annual basis. Code conduct is posted on website of the Company. A declaration to this effect signed by Chairman & Managing Director of the Company forms part of this report.

9. Address for correspondence

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus.	M/s. Aarathi Consultants Pvt.Ltd Regd.Office:1-2-285 Domalguda, Hyderabad - 500 029. Phone No's : 040-27638111, 27634445, 27642217, 66611921 Fax: 040-27632184, Email: info@aarthiconsultants.com, Website: www.aarthiconsultants.com
2.	Shareholders general correspondence/ Queries on Annual Report.	Roopa Industries Limited 17/745, Alur Road, Adoni- 518 301 Kurnool District, A.P. Tel: +91 9248146227, E-mail: info@roopaindustries.com Investor Complaints investorsroopa@gmail.com, investors@roopaindustries.com Website: www.investorsatril.com

10. Depository Services:

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd Trade World, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993 / 24976351 Email :info@nsdl.co.in	Central Depository Services (India) Ltd Phiroze Jeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai – 400 023 Tel : 091-022-22723333/22723224 Fax: 091-022-22723199 Email : investors@cdslindia.com
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Roopa Industries Limited

11. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company, [http:// www.investorsatril.com](http://www.investorsatril.com).

12. Credit Ratings : There are no credit ratings applied for the Company during the year under review.
13. Plant Location : The Company's Plant is Located at :
Roopa Industries Limited
A3, A4, Phase-IV, IDA, Patancheru-502 319,
MedakDist, Telangana, India.
14. Address for Correspondence : 1. Roopa Industries Limited
3rd Floor, TGV Mansion, 6-2-1012, Khairatabad,
Hyderabad – 500004.Telangana.
2. Roopa Industries Limited
Regd.Office: 17/745, Alur Road
Adoni – 518 301, Kurnool Dist.
Andhra Pradesh, India.

Declaration of compliance with Code of Conduct

This is to certify that the Company had laid down code of conduct for all the Board members and Senior Management Personnel of the Company and the same is uploaded on the website of the Company www.investorsatril.com.

Further, I hereby confirm that the Company has obtained from all the members of the Board of Directors and Senior Management Personnel affirmation that they have complied with the code of conduct applicable to them during the year ended 31st March 2023.

By order of The Board of Directors
Sd/-

T.G. RAGHAVENDRA
Chairman and Managing Director
(DIN : 00186546)

Date : 12.08.2023
Place : Hyderabad

Registered Office:

17/745, Alur Road, Adoni-518301,
Kurnool Dist., Andhra Pradesh.

Corporate Office:

3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004, Telangana.
Tel No.: +91 9154151038
Email: info@roopaindustries.com,
<https://www.investorsatril.com>

Chief Executive Officer and Chief Financial Officer Certification

To
The Board of Directors
Roopa Industries Ltd.,

This is to certify that

- a) We have reviewed financial statements and the cash flow statement for the year 2022-23 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
(T.G. Raghavendra)
Chairman & Managing Director
(DIN-00186546)

Sd/-
(B.Vishnu Vardhan)
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
ROOPA INDUSTRIES LIMITED
17/745, Alur Road, Adoni,
Kurnool Dist-518301

We have examined the compliance of conditions of Corporate Governance by Roopa Industries Limited ('the Company') for the year ended 31 March 2023 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Listing Regulations.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

Geeta Serwani & Associates
Practising Company Secretary

FCS.8991

CP 8842

UDIN: F008991E000806304

Date : 12-08-2023

Place: Hyderabad

INDEPENDENT AUDITORS' REPORT

To the Members of
ROOPA INDUSTRIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial statements of Roopa Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes forming part of Financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the 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 31 March, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters ('KAM') 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>1. Revenue Recognition</p> <p>The application of the revenue as per Ind AS 115 involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p> <p>Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations.</p>	<p>Our audit procedures, among others include the following:</p> <p>We reviewed the Company's implementation of Ind AS 115, including recognition of the effect on opening equity and changes to procedures, accounting guidelines, disclosures and systems to support correct revenue recognition. We reviewed and discussed the accounting policy including the key accounting estimates and judgements made by management.</p> <p>We tested the relevant internal controls used to ensure the completeness, accuracy and timing of revenue recognised.</p> <p>We read a sample of contracts to assess whether the method for recognition of revenue was relevant and consistent with Ind AS 115, and had been applied consistently. We focused on contract classification,</p>

Key Audit Matter	Auditor's Response
<p>Revenue is only recognised to the extent that it is highly probable that significant reversal will not occur. Accumulated experiences are used to estimate provisions of discounts, rebates.</p> <p>Hence, we consider this as a Key audit matter.</p> <p>We tested related transactions with underlying customer contracts, and other related documentation based on which revenue is recognised.</p> <p>We also assessed the revenues related disclosures in the financial statements.</p> <p>Refer No. 2.9 of the standalone financial statement.</p>	<p>allocation of income and cost to the individual performance obligations and timing of transfer of control.</p> <p>We evaluated the significant judgements and estimates made by management in applying accounting policy to sample of contracts and we obtained evidence to support them, including contractual agreements, delivery records.</p>

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

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

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

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

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

Responsibility of Management and those charged with Governance for the Financial Statement

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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, 2020 ('the Order') issued by the Central Government of India in terms of sub-section(11) of Section 143 of the Act, we give in 'Annexure-A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over with reference financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure-B'. Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls with reference to financial statements.
 - g. With respect to other matters to be included in the Auditors Report in accordance with requirements of section 197(6) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its director's during the year is within the limits prescribed as per the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014(as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer note.31 to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts (including derivative contracts).

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend is declared or paid during the year by the Company and accordingly, compliance with section 123 of the Act is not applicable to the Company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Place : Hyderabad
Date : 30-05-2023

ICAI UDIN:23015635BGYJLJ9430

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Roopa Industries Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i) In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - B) The Company does not have any intangible assets. Accordingly, provisions of clause 3 (i)(a)(B) of the Order is not applicable to the Company for the year under review.
 - b) The Company has a regular program of physical verification of its Property, Plant and Equipment, and right-of-use assets so to cover all the assets are verified in period of three years, in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, propionate part of fixed assets were physically verified during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) As per the information and explanations given to us and based on the examination of records, sale deeds, conveyance deeds, encumbrance certificates verified by us, we report that the title deeds comprising all the immovable properties of lands, buildings which are free hold, are in the name of the company as at the balance sheet date.
 - d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets)during the year.
 - e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no Proceeding have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(as amended in 2016) and rules made thereunder.
- ii)
 - a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. There were no material discrepancies noticed exceeding 10% or more in the aggregate for each class of inventory on verification between the physical stock and the book records.
 - b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out below:

Roopa Industries Limited

Sl. No.	Name of the Bank	Aggregate working capital limits sanctioned (Rs.1,200 lakhs)	Nature of current asset offered as security	Quarter ended	Amount disclosed as per Quarterly return/ statement (CA - CL)	Amount as per books of account (CA - CL)	Difference
1	HDFC Bank Ltd	400	Refer Note below	30th June 2022	835.75	1392.35	556.59
2	HDFC Bank Ltd	700	Refer Note below	30th September 2022	780.30	1580.36	800.06
3	HDFC Bank Ltd	700	Refer Note below	31st December 2022	1600.92	1986.22	385.31
4	HDFC Bank Ltd	1200	Refer Note below	31st March 2023	1634.01	1888.66	254.65

Note: As per information given by the Company, the difference is on account of company not considering certain inventories which are held for more than 180 days from the day it is available for sale.

- iii) a) The Company has, during the year, not made any investments but provided an unsecured loan. The aggregate amount granted during the year and balances outstanding at the balance sheet date with respect to such loan to parties other than subsidiaries, Joint ventures and associates are as per the details given below:

Particulars	Loans Rs. in Lakhs
Aggregate amount granted during the year.	
-Subsidiaries	-
-Others	323.72
Balance outstanding as at balance sheet date in respect of above cases:	
-Subsidiaries	-
-Others	323.72

The Company has not provided any corporate guarantee or offered security during the year.

The above amounts are included in note6 to the financial statements.

- b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- c) In respect of aforesaid loans, the terms and conditions under which loans were granted are not prejudicial to the Company's interest, based on the information and explanation provided by the Company. In respect of loan granted by the Company, the schedule of repayment of principal is not stipulated and payment of interest has been stipulated and receipts of interest have generally been regular as per stipulation.
- d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date for more than 90 days.

Roopa Industries Limited

- e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- f) The details of loan granted, either repayable on demand or without specifying any term of repayment, are given below:

Particulars	All Parties ?	Promoters ?	Related Parties ?
Repayable on demand	-	-	-
No items or repayments terms are specified	-	-	323.72
Total	-	-	323.72
Percentage of the total loans granted			100%

The above loan is included in note 6 to the financial statements.

- iv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has no transaction to be complied with provisions of section 185 and the Company has complied with the provisions of Section 186 of the Act, in relation to loans given and investments made.
- v) The Company has not accepted any deposits or amounts during the year as per provisions of Section 73 or 76 of the Act and relevant Rules framed thereunder. Accordingly, the clause 3 (v) of the Order are not applicable to the Company for the year under review.
- vi) According to the information and explanations given to us, the maintenance of cost records prescribed by the Central Government under section 148(1) of the Act read with Rule 3 of the Cost Audit Rules is not applicable to the Company. Accordingly cost audit under Sec. 148(2) of the Act read with Rule 4 of the Cost Audit Rules under Para 3(vi) of the Order is not applicable to the Company for the year under review.
- vii) In respect of statutory dues:
- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State insurance, Income Tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues have been generally deposited during the year by the Company with the appropriate authorities except some delays on certain occasions.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable except in case of Income Tax deduction at source amounting to Rs.3.18 lakhs and Professional tax of Rs 0.48.

Roopa Industries Limited

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

Nature of Statute	Nature of Dues	Forum where the dispute is pending	Period of Dispute	Pending amount (in lakhs)
The Income Tax Act, 1961	Disallowance of Depreciation	Andhra Pradesh High Court	1996	13.08
The Income Tax Act, 1961	Duplicate Disallowance	Appeal to CIT (A)	2017	9.77

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (43 of 1961).
- ix) a) According to the information and explanation given to us by the Company and records of the Company examined by 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. Accordingly, Clause 3(ix) of the order is not applicable to the Company for the period under review.
- b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanation given to us by the management, the term loans have been applied, on overall basis, for the purpose for which they were obtained.
- d) According to the information and explanation given to us by the Company and based on the procedures performed by us and on overall examination of financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purpose of the Company.
- e) According to the information and explanation given to us and on an examination of the financial statements of the Company, we report that the Company has no subsidiaries, associates or joint ventures and hence raising loans to meet obligations of subsidiaries, associates or joint ventures does not arise. Accordingly, provisions of clause 3 (ix)(e) of the Order is not applicable to the Company for the year under review.
- f) According to the information and explanation given to us and on an examination of the financial statements of the Company, we report that the Company has no subsidiaries, associates or joint ventures. Hence pledging of securities held in subsidiaries, associates or joint ventures does not arise. Accordingly, clause 3(ix)(f) of the Order is not applicable for the period under review.
- 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 and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year, and hence the Company is not required to be complied with requirements of section 42 and 62 of the Companies Act, 2013.

Roopa Industries Limited

- xi) a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c) During our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us. The Company has not received any whistle blower complaints during the year. Accordingly, Clause 3(xi)(c) of the Order is not applicable.
- xii) The Company is not a Nidhi Company as prescribed under Section 406 of the Act and Accordingly, clause 3(xii) of the Order is not applicable.
- xiii) In our opinion, and according to the information given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards(included in note 32 to the financial statements)
- xiv) a) In our opinion and according to the information given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit report for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedure.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding the financials year.
- xviii) There has been no instance of resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) is not applicable to the Company.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) According to the information and explanation given to us by the Company and on verification, the provisions of section 135 (Corporate Social Responsibility) of the Act, are not applicable to the Company for the period under review. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year under review.
- xxi) The Company is not required to prepare standalone and consolidated financial statements as it has no subsidiary, associate or joint venture. Hence, reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause 3(xxi) has been included in this report.

Place : Hyderabad
Date : 30-05-2023

ICAI UDIN:23015635BGYJLJ9430

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls with reference to Financial statements of Roopa Industries Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note 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 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 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 control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

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

Place : Hyderabad

Date : 30-05-2023

ICAI UDIN:23015635BGYJLJ9430

BALANCE SHEET AS AT 31ST MARCH, 2023

All amounts in Lakhs except share data or otherwise stated

Particulars	Notes No.	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs.
ASSETS:			
Non-Current Assets			
Property , Plant and Equipment	3	997.66	969.36
Capital Work In Progress	4	88.25	68.50
Financial Assets			
(i) Investments	5	1.40	1.41
(ii) Loans	6	323.72	-
Deferred Tax Assets (Net)		-	-
Other Non Current Assets	7	34.06	34.06
Total Non-Current Assets		1,445.08	1,073.32
Current Assets			
Inventories	8	1,837.67	1,533.97
Financial Assets ,			
(i) Trade Receivables	9	707.74	1,567.65
(ii) Cash and Cash Equivalents	10	194.52	149.19
(iii) Other Balances with Banks	11	78.87	51.88
Other Current Assets	12	1,391.00	526.43
Total Current Assets		4,209.80	3,829.12
Total Assets		5,654.88	4,902.45
EQUITY & LIABILITIES:			
Equity			
Equity Share Capital	13	786.55	786.55
Other equity	14	607.76	471.90
Total Equity		1,394.31	1,258.45
Non-Current Liabilities			
Financials Liabilities			
Borrowings	15	167.80	410.49
Other financial liabilities			
Provisions	16	45.13	42.92
Deferred tax liabilities (Net)	17	89.10	87.55
Total Non-Current Liabilities		302.03	540.95
Financial Liabilities			
Borrowings	18	1,719.59	786.84
Trade Payables			
(i) Total outstanding dues of Micro & Small Enterprises		-	-
(ii) Total outstanding dues of other than Micro & Small Enterprises	19	711.46	943.00
Other financial liabilities			
Other Current Liabilities	20	1,460.55	1,311.23
Provisions	21	66.95	61.98
Total Current liabilities		3,958.54	3,103.05
Total Equity & Liabilities		5,654.88	4,902.45
Contingent Liabilities and Commitments	31		
Significant Accounting Policies and Notes on Financial Statements			
The accompanying notes form part of the financial statements	32-48		

As per our report of even date annexed
For **S.T. Mohite & Co.**,
Chartered Accountants
(Regn.No.011410S)

For and on behalf of the Board

(Sreenivasa Rao. T.Mohite)
Partner
Membership No. 015635
UDIN: 23015635BGYJLJ9430

(T.G.RAGHAVENDRA)
Chairman & Managing Director
DIN : 00186546

(V.J.SARMA)
Executive Director
DIN : 00165204

(I V LAKSHMI)
Company Secretary

(B. VISHNU VARDHAN)
Chief Financial Officer

Place : Hyderabad
Date : 30-05-2023

Place: Hyderabad
Date : 30-05-2023

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

All amounts in Lakhs except share data or otherwise stated

Particulars	Notes. No.	Year ended March 31, 2023 Rs. in Lakhs	Year ended March 31, 2022 Rs. in Lakhs
I. Revenue from operations	22	7,617.17	5,120.55
II. Other income	23	65.36	6.15
III. Total revenue (I + II)		7,682.53	5,126.70
IV. Expenses			
Cost of materials consumed	24	6,511.91	3,317.40
Changes in inventories of finished goods and work in progress	25	(363.75)	668.12
Employee benefits expense	26	395.76	262.51
Finance costs	27	184.43	121.12
Depreciation and amortization expense	28	89.08	92.59
Other expenses	29	684.41	528.93
Total expenses		7,501.86	4,990.67
V. Profit before tax (III - IV)		180.67	136.03
VI. Tax expense:			
(1) Current tax		44.49	39.72
(2) Deferred tax		1.23	(5.20)
Total Tax Expense		45.72	34.52
VII. Profit for the period (V-VI)		134.94	101.50
VIII. Other comprehensive income			
A) Items that will not be reclassified to statement of profit and loss			
a) Remeasurement of defined employee benefit plans		1.23	0.46
b) Fair valuation of Investments		0.00	0.14
c) Deferred tax relating to item (a &b) above		0.32	0.12
B) Items that may be reclassified to statement of profit and loss			
a) Change in Fair Value of FVOCI Financial Liabilities		-	-
b) Remeasurement of defined employee benefit plans		-	-
c) Deferred tax relating to item (a &b) above			
Other comprehensive income (net of tax)	(VIII)	0.91	0.48
IX. Total comprehensive income for the year	(VII+VIII)	135.86	101.98
X. Earning per equity share :	30		
(1) Basic and diluted (Rs.)		1.73	1.30
(2) Face Value per share (Rs.)		10.00	10.00
Significant Accounting Policies and Notes on Financial Statements	1 & 2		
The accompanying notes form part of the financial statements 32-48			

As per our report of even date annexed
For **S.T. Mohite & Co.,**
Chartered Accountants
(Regn.No.011410S)

For and on behalf of the Board

(Sreenivasa Rao. T.Mohite)
Partner
Membership No. 015635
UDIN: 23015635BGYJLJ9430

(T.G.RAGHAVENDRA)
Chairman & Managing Director
DIN : 00186546

(V.J.SARMA)
Executive Director
DIN : 00165204

(I V LAKSHMI)
Company Secretary

(B. VISHNU VARDHAN)
Chief Financial Officer

Place : Hyderabad
Date : 30-05-2023

Place: Hyderabad
Date : 30-05-2023

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2023

All amounts in Lakhs except share data or otherwise stated

A. EQUITY SHARE CAPITAL

Balance at the beginning of the reporting period i.e. 1st April, 2023	Changes in equity share capital during the year 2021-22	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period i.e. 31st March, 2023
7,86,55,200	-	-	7,86,55,200

B. OTHER EQUITY Rs. in Lakhs

Particulars	Reserves and Surplus			Other Comprehensive Income			Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instruments Through OCI	Remeasurement of defined Benefit Plan	
As on 31st March, 2022							
Balance at the beginning of the reporting period i.e., 1st April, 2021	27.45	16.60	291.22	23.24	(0.96)	12.35	369.91
Profit for the Year	-	-	101.50	-	0.14	0.34	101.50
Comprehensive Income for the year	-	-	-	-	-	-	0.49
Transfer to/(from) Retained Earnings	-	-	-	-	-	-	-
Dividend Paid on Equity Shares	-	-	-	-	-	-	-
Tax on Dividend Paid on Equity Shares	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e 31st March, 2022	27.45	16.60	392.72	23.24	(0.82)	12.69	471.90
As on 31st March, 2023							
Balance at the beginning of the reporting period i.e., 1st April, 2022	27.45	16.60	392.72	23.24	(0.82)	12.69	471.90
Profit for the Year	-	-	134.94	-	-	0.91	134.94
Comprehensive Income for the year	-	-	-	-	0.01	-	0.91
Transfer to/(from) Retained Earnings	-	-	-	-	-	-	-
Dividend Paid on Equity Shares	-	-	-	-	-	-	-
Tax on Dividend Paid on Equity Shares	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e 31st March, 2023	27.45	16.60	527.67	23.24	(0.81)	13.60	607.76

As per our report of even date annexed

For **S. T. Mohite & Co.**,
Chartered Accountants
(Regn.No.011410S)

(Sreenwasa Rao. T.Mohite)
Partner
Membership No. 015635
UDIN: 230156635BGYJL9430

Place : Hyderabad
Date : 30-05-2023

For and on behalf of the Board

(T.G.RAGHAVENDRA)
Chairman & Managing Director
DIN : 00186546

(V.J.SARMA)
Executive Director
DIN : 00165204

(B. VISHNU VARDHAN)
Chief Financial Officer

(I V LAKSHMI)
Company Secretary

Place : Hyderabad
Date : 30-05-2023

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

All amounts in Lakhs except share data or otherwise stated

Particulars	Year ended March 31, 2023 Rs. in Lakhs	Year ended March 31, 2022 Rs. in Lakhs
A. Cashflows from Operating activity:		
Net profit before Tax	180.67	136.03
Adjustments for :		
Depreciation and Amortization Expense	89.08	92.59
Other Comprehensive Income	0.91	0.49
Interest Received and other Income	(65.36)	(451.90)
Interest Paid	184.43	126.03
Operating profit before working capital changes	389.74	(96.77)
Adjustments for		
Current Assets		
Inventories	(303.70)	411.58
Trade Receivables and Other Assets	(4.66)	(587.92)
Current Liabilities		
Shortterm Borrowings	932.75	172.93
Trade payables and Other Liabilities	(77.26)	369.14
Changes in Working Capital	547.12	365.74
Direct taxes paid	45.72	34.52
Net Cashflow from operating Activities (A)	891.14	234.45
B. Cashflow from Investing Activities:		
Purchase of Fixed Assets	(137.14)	(84.26)
Sale/(Purchase) of Investments	0.02	(0.14)
Margin Money Deposited with Bank	(26.98)	(2.15)
Interest Received and other Income	65.36	451.90
Net Cashflow from Investing Activities (B)	(98.74)	365.33
C. Cashflow from financing Activity:		
Proceeds from Borrowings/(Repayments)	(242.69)	(372.42)
Increase/(Decrease) in loans and advances	(323.72)	-
Other longterm liabilities	3.77	(2.31)
Interest paid	(184.43)	(126.03)
Net Cashflow From Financing Activity (C)	(747.07)	(500.75)
D. Net Increase/ Decrease in Cash and Cashequivalent (A+B+C)	45.33	99.03
Add: Opening cash and cash equivalent	149.19	50.16
Closing Cash and cash equivalent	194.52	149.19

Notes:

- Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS -7- Statement of Cash Flow.
- Previous year figures have been re-grouped/re-arranged/ re-classified whenever necessary to make them comparable to the current year figures.

As per our report of even date annexed
For **S.T. Mohite & Co.,**
Chartered Accountants
(Regn.No.011410S)

For and on behalf of the Board

(Sreenivasa Rao. T.Mohite)
Partner
Membership No. 015635
UDIN: 23015635BGYJLJ9430

(T.G.RAGHAVENDRA)
Chairman & Managing Director
DIN : 00186546

(V.J.SARMA)
Executive Director
DIN : 00165204

(I V LAKSHMI)
Company Secretary

(B. VISHNU VARDHAN)
Chief Financial Officer

Place : Hyderabad
Date : 30-05-2023

Place: Hyderabad
Date : 30-05-2023

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Notes forming part of Financial Statements

1.1 Corporate Information

Roopa Industries Limited (“the Company”) is registered in India under the Companies Act, 1956 as a Public Limited Company on 06/09/1994 and as on date it is Public Limited Company, having its registered office at 17/745, Alur Road, Adoni, Kurnool, Andhra Pradesh, India. The Company is engaged in manufacturing of Bulk drugs/Drug Intermediates. The shares of the Company are listed on the Bombay Stock Exchange of India Ltd., The principal accounting policies applied in the preparation of the financial statements are set out below.

The Financial Statements for the year ended 31st March, 2023 were approved by Board of Directors and authorized for issue on 30th May, 2023.

1.2 Basis of Preparation and Presentation of Financial Statements

The financial statements of Roopa Industries Limited (“the Company”) for the year ended 31st March, 2023 have been prepared and presented in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Financial Statements have been prepared on historical cost convention on accrual basis of accounting except for certain financial instruments that are measured at fair value. GAAPs of Indian Accounting Standards as specified in Section 133 of the Act read together with Rule 4 of Companies (Indian Accounting Standard) Amendment Rules, 2016 to the extent applicable, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act. Accounting Policies have been consistently applied except where a newly issued Accounting Standards is initially adopted or revision to existing Accounting Standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an on-going basis.

1.3 Basis of Measurement

All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

1.4 Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

- a. **Depreciation and amortization:** Depreciation and amortization is based on Schedule II to the Companies Act, 2013, which describes useful lives of property, plant and equipment and intangible assets.
- b. **Provisions and contingencies:** Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.

c. Fair valuation:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows: Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and Level 3: Inputs are unobservable inputs for the asset or liability. For assets and liabilities that are recognized in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or reassessed in line with the Company's Accounting Policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.5 Critical Accounting Judgements and Key source of estimation uncertainty operating cycle:

In the application of the company's accounting policies, the management of the company are required to make judgments, estimates, and assumptions about the carrying amounts of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates is revised if the revision effects only that period or in the period of the revision and future periods in the revision effects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the company's accounting policies and that have the most significant effects on the amounts recognized in the financial statements.

Provisions and contingent liability:

On an ongoing basis, Company reviews pending cases, claims by third parties and other. For contingent losses that are considered probable an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible or not provided for but disclosed as Contingent liabilities in the financial statements.

Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2017 management assessed that the useful lives represent the expected utility of the assets to the company. Further, there is no significant change in the useful lives as compared to previous year.

1.6 Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees.

2 Significant Accounting Policies

2.1 Property, Plant & Equipment

Recognition and measurement

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continuous use of the asset.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital Work-in-Progress".

Depreciation

Depreciation is recognized in the statement of profit and loss on Straight line basis over the estimated useful lives of property, plant and equipment based on Schedule -

II to the Companies Act, 2013 (“Schedule”), which prescribes the useful lives for various classes of tangible assets. Land is not depreciated.

2.2 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

i. Initial Recognition

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

ii. Subsequent Measurement

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

a. Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model with an objective 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. Interest income from these financial assets is included in finance income using the effective interest rate (“EIR”) method. Impairment gains or losses arising on these assets are recognized in the Statement of Profit and Loss.

b. Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets 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. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

Investment in Equity Instruments are designated as Financial Assets measured at fair value through OCI and Investments in Mutual Funds are designated as Financial Assets measured at fair value through statement of Profit & Loss on date of transition.

c. Impairment of Financial Assets

In accordance with Ind AS 109, expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that

result from transactions that are within the scope of Ind AS 18. As Company trade receivables are realized within normal credit period adopted by the company, financial assets are not impaired.

d. De-recognition of Financial Assets

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

B. Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

i. Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognized initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

ii. Subsequent Measurement

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

a. Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

iii. De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

2.3 Impairment of non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts

may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generated Units (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.4 Cash and Cash Equivalents

Cash and Bank balances comprise of cash balance in hand, in current accounts with banks and Bank Fixed Deposits with maturity of 3 months or less than 3 months. Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

2.5 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined Contribution Plan

Employee State Insurance is a defined contribution scheme of the Government of India under which both the employer and employee contribute on a monthly basis at a pre-determined rate and the Company has no further obligation.

Defined Contribution Benefits

The Company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for lump sum payment on retirement, death while in employment or on separation.

2.6 Borrowing Cost:

Borrowing costs are charged to the Statement of Profit and Loss except in cases where the borrowings are directly attributable to the acquisition, construction or production of qualifying asset till it is put to use.

2.7 Government Grants:

Ind AS 20 gives an option to present the grants related to assets, including nonmonetary grants at fair value in the balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Accordingly Sales Tax Deferment amount payable to Department has been considered as Government Grant and considered the interest expenses and amortization benefit is considered in Profit and Loss Account and Balance Sheet.

2.8 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

2.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of income can be measured reliably. Revenue is net of returns and is reduced for rebates, trade discounts, refunds and other similar allowances.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS -115, is insignificant.

Sale of goods

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is recognized, when the significant risks and rewards of the ownership have been transferred to the buyers and there is no continuing effective control over the goods or managerial involvement with the goods. Sales include Job work charges received on contract manufacturing operations. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties.

Other Income

Other income includes Dividend, Interest, Profit / (Loss) on sale of Investments, Commission, Professional and Technical Services and other miscellaneous receipts if any. Dividend income from investments is recognized when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time proportionate basis, by reference to the principle outstanding and at the effective interest rate applicable. Commission income is recognised when the economic benefits associated with the transaction will flow to the entity or the amount of revenue can be measured reliably.

When the transaction involving the rendering of services is estimated reliably, revenue associated with the transaction shall be recognised by reference to the stage of completion of the transaction at the end of the reporting period.

The outcome of the transactions can be estimated reliably when all the following conditions are satisfied:

- (a) The amount of revenue can be measured reliably;
- (b) It is probable that the economic benefits associated with the transaction will flow to the entity;
- (c) The stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- (d) The costs incurred for the transaction and the costs to complete the transaction can be measured reliably

2.10 Income Tax

Current Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.11 Earnings Per Share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.12 Recent pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, the MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- (i) Ind AS 1, Presentation of Financial Statements – The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.
- (ii) Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – The amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.
- (iii) Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

(a) right-of-use assets and lease liabilities

(b) decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset.

Therefore, if a company has not yet recognized deferred tax on right-of-use assets and lease liabilities or has recognized deferred tax on net basis, the same need to recognize on gross basis based on the carrying amount of right-of-use assets and lease liabilities

- (iv) Ind AS 103 – Common control Business Combination - The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is required to be disclosed.

Maintenance of Books of Accounts under Section 128 of the Companies Act, 2013

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.

NOTES TO FINANCIAL STATEMENTS
Note 3 : PROPERTY, PLANT & EQUIPMENT
 (All amounts Rs. in Lakhs)

PARTICULARS	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Total
Closing gross carrying amounts as at 31st March, 2022	6.87	305.03	1,399.91	7.61	77.08	35.41	1,831.91
Additions	-	-	256.76	-	-	0.89	257.65
Disposals	-	-	136.10	-	8.00	-	144.10
Closing gross carrying amounts as at 31st March, 2023	6.87	305.03	1,520.56	7.61	69.08	36.30	1,945.46
Accumulated Depreciation							
Closing Accumulated depreciation as on 31st March, 2022	-	148.35	653.47	4.85	26.46	29.43	862.56
Depreciation charge during the year	-	10.31	69.76	0.45	5.89	2.67	89.08
Disposals	-	-	-	-	3.84	-	3.84
Closing Accumulated depreciation as on 31st March, 2023	-	158.66	723.23	5.30	28.51	32.10	947.80
Net carrying value as at 31st March, 2022	6.87	156.68	746.44	2.76	50.63	5.98	963.36
Net carrying value as at 31st March, 2023	6.87	146.37	797.33	2.31	40.58	4.20	997.66

Notes : 1) The title deeds in immovable property are held in the name of the Company

2) Property, Plant and Equipment and the Properties are subjected to first charge in favour of lending Bank for the loans taken.

3) Vehicles have been hypothecated in favour of respective banks who have lent against these vehicles.

4) Depreciation on property, plant & equipment is charged on straight line method as per schedule II as per the Companies Act 2013.

Note 4. CAPITAL WORK IN PROGRESS: (Rs. in lakhs)

Particulars	Civil work in progress	Machinery under erection	Total
As at 31st March, 2022	62.96	5.54	68.50
As at 31st March, 2023	79.15	9.10	88.25
Ageing Schedule			
As at 31st March, 2023			
Particulars	(Rs. in lakhs)		
	Less than 1 year	1-2 years	2-3 years
Projects in Progress	19.75	58.02	10.48
			88.25
As at 31st March, 2022			
Particulars	Less than 1 year	1-2 years	2-3 years
Projects in Progress	58.02	10.48	
			Total
			68.50

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTES - 5 : NON-CURRENT INVESTMENTS

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1.	Investments at fair value through other comprehensive income		
	A. Investments in Equity Shares		
	a) Quotated and Fully Paid		
	(i) Sree Rayalaseema Alkalies & Allied Chemicals Ltd 220 (Previous years 2021-22: 220) Equity Shares of Rs.10 each	0.21	0.17
	(ii) Hindustan construction company Ltd., 2000 (Previous years 2021-22: 2000) Equity Shares of Rs.10 each	0.27	0.31
	b) Unquoted and Fully paid		
	Patancheru Enviro-tech Ltd 9065 (Previous years 2021-22: 9065) Equity Shares of Rs.10 each)	0.91	0.91
2.	Investments at Carrying Cost		
	National Saving Certificate (Deposited with Sales Tax Department)	-	0.02
	Total	1.40	1.41

Aggregate amount of quoted investments and market value thereof

0.48 0.48

Aggregate amount of un-quoted investments

0.91 0.93

Aggregate amount of venture capital funds

- -

Aggregate amount of impairment in the value of investments

- -

NOTE 6 : OTHER FINANCIALS ASSETS - NON CURRENT

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Non-Current Loans		
	a) Unsecured considered good		
	i) Loans to related parties	-	-
	ii) Loans to Others		
	Inter Corporate Loans	323.72	-
	Total	323.72	-

NOTE 7: OTHER NON CURRENT ASSETS

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	i) Capital Advances	7.96	7.96
	ii) Advances other than capital advances		
	a) Security Deposits	26.10	26.10
	Total	34.06	34.06

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 8: INVENTORIES

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Raw materials	585.29	649.00
2	Finished Goods	808.60	215.70
3	Work In Progress	367.10	596.25
4	Stores and Spare Parts	76.68	73.02
	Total	1,837.67	1,533.97

Details of Work-In-Progress

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1.	Chemicals, Bulk Drugs and Other intermediates	367.10	596.25
	Total	367.10	596.25

Details of Finished Goods

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1.	Chemicals, Bulk Drugs and Other intermediates	808.60	215.70
	Total	808.60	215.70

- i) Raw Materials, Stores and Spares are valued at lower of cost or net realizable value and costs are determined on Weighted Average Cost.
- ii) Work in progress and finished goods are valued at cost of purchase of raw materials, cost of conversion and other cost incurred in bringing the inventories to their present location and condition or net realisable value which ever is lower.
- iii) The Inventories are hypothecated for charge in favour of lending Bank

NOTE 9: TRADE RECEIVABLES

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1.	Secured, Considered good	-	-
2	Unsecured, Considered good	724.60	1,584.50
	Allowance for bad and doubtful debts	(16.86)	(16.86)
3	Doubtful	-	-
	Total	707.74	1,567.65

AGEING SCHEDULE OF TRADE RECEIVABLES AS ON 31.03.2023(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables -considered good	592.73	0.16	71.07	43.78	-	707.74

AGEING SCHEDULE OF TRADE RECEIVABLES AS ON 31.03.2022 (Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables -considered good	1,151.66	49.02	366.97	-	-	1,567.65

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 10 : CASH AND CASH EQUIVALENTS

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Cash and Cash Equivalents		
	Cash on Hand	2.10	35.08
	Balance with banks		
	Current Accounts	192.41	114.11
	Total	194.52	149.19

NOTE 11: OTHER BALANCES WITH BANKS

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Other Bank Balances * * Margin Money Deposits (given against LCs, FLCs and BGs) (Term Deposit accounts having more than three months and less than twelve months maturity)	78.87	51.88
	Total	78.87	51.88

NOTE 12: OTHER CURRENT ASSETS:

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	GST Credit	75.64	5.66
2	Income Tax Refund receivable	-	3.12
3	TCS Receivable	0.25	2.36
4	TDS Receivable	9.66	35.34
5	Advance for Raw Materials	1,296.18	473.78
6	Deposits and Other Advances etc.	0.74	1.03
7	Advances to Employees	8.54	5.14
	Total	1,391.00	526.43

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 13 : SHARE CAPITAL

SI. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Authorised 90,00,000 (Previous year 2021-22: 90,00,000) Equity Shares of Rs. 10/- each	900.00	900.00
	Total	900.00	900.00
2	Issued, subscribed and paid up 78,65,520 (Previous year 2021-22 : 78,65,520) Equity Shares of Rs. 10/- each fully paid up	786.55	786.55
	Total	786.55	786.55

a) Reconciliation of the shares at the beginning and at the end of the reporting period.

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	Rs. in Lakhs	Number	Rs. in Lakhs
Equity shares at the beginning of the year	7,865,520	786.55	7,865,520	786.55
Add : Shares issued during the year	-	-	-	-
Equity shares at the end of the year	7,865,520	786.55	7,865,520	786.55

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees to the share holders as per the share holdings.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential payments. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has no Subsidiaries and Associates.

c) Details of shareholders holding more than 5% of the total shares

SI. No.	Name of the Shareholder	As at 31 st March, 2023		As at 31 st March, 2022	
		No. of Shares held	% of holding	No. of Shares held	% of holding
1	Star Niochem Private Limited	1,487,682	18.91	1,487,682	18.91
2	SRHHL Industries Ltd	1,372,455	17.45	1,372,455	17.45
3	Sangeetha S	756,632	9.62	756,632	9.62
4	T.G.Raghavendra	655,729	8.34	655,729	8.34
	Total	4,272,498	54.32	4,272,498	54.32

d) Movement & Shareholding of promoters

SI. No.	Name of the Shareholder	As at 31 st March, 2023			As at 31 st March, 2022		
		No. of Shares held	% of holding	%Change during the year	No. of Shares held	% of holding	%Change during the year
1	T.G.Raghavendra	655,729	8.34	-	655,729	8.34	-
2	Star Niochem Private Limited	1,487,682	18.91	-	1,487,682	18.91	-
3	SRHHL Industries Ltd	1,372,455	17.45	-	1,372,455	17.45	-
4	T G Jayanthi	208,318	2.65	-	208,318	2.65	-
5	TGV Projects and Investments Private Limited	53,480	0.68	-	53,480	0.68	-
	Total	4,272,498	48.03	-	4,272,498	48.03	-

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 14 : OTHER EQUITY

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Securities Premium Reserve Balance at the beginning of the year Add: Movement during the year Balance at the end of the year	16.60 - 16.60	16.60 - 16.60
2	Capital Reserves Balance at the beginning of the year Add: Movement during the year Balance at the end of the year	27.45 - 27.45	27.45 - 27.45
3	Surplus in the statement of profit and loss Balance at the beginning of the year Add: Net Profit for the year Balance at the end of the year	392.72 134.94 527.67	291.22 101.50 392.72
4	Retained Earnings Balance at the beginning of the year Add: Changes during the year Balance at the end of the year	23.24 - 23.24	23.24 - 23.24
5	Other Comprehensive Income Balance at the beginning of the year Add: Changes during the year Balance at the end of the year	11.88 0.91 12.79	11.39 0.49 11.88
Total (1+2+3+4+5)		607.76	471.90

Nature and purpose of other reserves :

Securities Premium Reserve :

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital Reserves

This reserve represents central subsidy received and forfeiture amount on shares which are cancelled and not reissuable.

Surplus in the statement of profit and loss

This reserve is used from time to time transfer of profits from retained earnings for appropriation purpose.

Retained Earnings

This reserve was raised due to conversion of financial statements as per Indian Accounting Standards (Ind AS)

Other Comprehensive Income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

NOTE 15 : BORROWINGS - NON CURRENT

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	From Banks - Secured a) Term Loan b) ECLGS Loan c) Vehicle Loan	115.14 12.30 7.56	24.99 53.23 22.69
2	From Others Unsecured a) Inter Corporate Loans b) Loans from Directors	- 32.80	148.09 161.49
Total		167.80	410.49

The above Term Loans payable to bank are secured by hypothecation of stocks and receivables and also secured by equitable mortgage of land and buildings and hypothecation of plant and machinery and other fixed assets. Further guaranteed by the Directors in their individual capacity.

The Term loan is payable in 60 Monthly instalments from April 2023.

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 16 : PROVISIONS : NON CURRENT

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Provision for Gratuity	45.13	42.92
	Total	45.13	42.92

NOTES - 17: DEFERRED TAX LIABILITIES

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Deferred Tax Assets		
	Expenses allowable on payment basis	-	-
	Depreciation	-	-
2	Deferred Tax Liabilities		
	Other comprehensive Income	-	-
	Depreciation and amortisation	89.10	87.55
	Deferred Tax Liabilities (Net)	89.10	87.55

NOTE 18: BORROWINGS - CURRENT

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Working Capital Secured		
	From Banks	1,198.71	397.92
	From Others	-	-
	Total	1,198.71	397.92
2	Liability for Bills Discounted		
	From Banks	-	-
	From Others	-	-
	a. Inter Corporate Loans	435.75	238.29
	Total	435.75	238.29
3	Current Maturities of Term Liabilities		
	Secured		
	Term Loan from Banks	24.99	91.71
	Vehicle Loan From Bank	15.13	13.86
	Unsecured		
	ECLGS Loan	45.00	45.06
	Total	85.12	150.62
	Total	1,719.59	786.84

Security for Secured Loans

1. The working capital loan from Bank is secured by Stock-in-Trade, Book debts and further secured by Equitable Mortgage of Land, Buildings and charge on Plant & Equipment.
2. The working capital loan from Bank and liability for bills discounted are further guaranteed by Directors in their individual capacity and interest rate ranging between 9% and 9.75% PA based on the MCLR.

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 19: TRADE PAYABLES

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Sundry Creditors - Amounts outstanding to MSME* - Outstanding to others	- 711.46	- 943.00
Total		711.46	943.00

* Refer note 39 for amounts outstanding to MSME

AGEING SCHEDULE OF TRADE PAYABLE IS AS BELOW AS AT MARCH 31,2023 (Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	587.01	7.71	53.57	63.17	-	711.46
Total	587.01	7.71	53.57	63.17	-	711.46

AGEING SCHEDULE OF TRADE PAYABLE IS AS BELOW AS AT MARCH 31,2022 (Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	847.02	95.98	-	-	943.00
Total	-	847.02	95.98	-	-	943.00

NOTE 20 : OTHER CURRENT LIABILITIES

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Other Current Liabilities	1,338.57	1,238.22
2	Outstanding Liabilities	121.98	73.01
Total		1,460.55	1,311.23

NOTE 21 : PROVISIONS : CURRENT

Sl. No.	Particulars	As at March 31, 2023 Rs. in Lakhs	As at March 31, 2022 Rs. in Lakhs
1	Audit Fee Payable	5.90	4.60
2	Provision for Income Tax	61.05	57.38
Total		66.95	61.98

NOTE 22 : REVENUE FROM OPERATIONS

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Sale of Products	7,588.95	4,674.25
2	Processing Charges Earned	28.22	-
3	Business service charges	-	446.30
Total		7,617.17	5,120.55

Note : For disaggregation of revenue please refer note : 40

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTE 23: OTHER INCOME

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Income From Duty Drawback	4.41	1.34
2	Interest - Others	60.95	4.80
	Total	65.36	6.15

NOTE 24: COST OF MATERIALS CONSUMED

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Opening Stock	649.00	389.59
2	Add : Purchases	6,448.21	3,576.81
		7,097.20	3,966.40
3	Less : Closing Stock	585.29	649.00
	Total	6,511.91	3,317.40

NOTE 25: CHANGES IN INVENTORIES OF FINISHED GOODS, LAND AND WORK-IN-PROGRESS

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Opening inventory		
	a) Finished goods	215.70	1,014.37
	b) WIP	596.25	465.70
	Total (A)	811.95	1,480.07
2	Closing inventory		
	a) Finished goods	808.60	215.70
	b) WIP	367.10	596.25
	Total (B)	1,175.70	811.95
	Total (A-B)	(363.75)	668.12

NOTE 26: EMPLOYEE BENEFIT EXPENSES

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Salaries & wages		
	a) Salaries & wages	293.52	191.82
	b) Remuneration of Wholetime Directors	72.00	42.00
2	Contribution to PF and other funds		
	a) Provident Fund	5.36	3.65
	b) Employees State Insurance	1.17	0.69
3	Staff Welfare	14.65	18.06
4	Bonus	5.62	3.07
5	Gratuity	3.44	3.23
		30.24	28.69
	Total	395.76	262.51

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

NOTES - 27: FINANCE COST

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Interest paid to Banks	126.10	78.00
2	Interest paid to Others	10.23	23.13
3	Bank Charges	12.18	7.49
4	Bank Processing Charges	12.02	1.47
5	Other Finance Charges including LC Charges	23.90	11.03
	Total	184.43	121.12

NOTES - 28: DEPRECIATION AND AMORTIZATION EXPENSE

Sl. No.	Particulars	Year Ended March 31, 2022 Rs. in Lakhs	Year Ended March 31, 2021 Rs. in Lakhs
1	Depreciation on Tangible assets (as per Note.3)	89.08	92.59
	Total	89.08	92.59

NOTES - 29: OTHER EXPENSES

Sl. No.	Particulars	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Consumption of stores and spare parts	50.74	45.99
2	Factory Maintenance	19.53	13.11
3	Insurance	10.03	13.51
4	Vehicle Maintenance	3.38	5.24
5	Lab Chemicals & Maintenance	8.07	4.40
6	Pollution Treatment Charges	6.53	4.13
7	Power and fuel	223.86	171.99
8	Processing Charges	57.53	54.71
9	Repairs to Buildings	15.02	20.08
10	Repairs to Machinery	59.21	51.74
11	Testing Charges	3.09	1.55
12	Water Charges	47.54	18.36
13	Audit Fee (Refer note below)	2.00	1.00
14	Amounts Writtenoff	0.02	15.57
15	After sales service Expenses	29.60	5.53
16	Commission on sales	3.64	0.09
17	Computer Maintenance	0.36	0.60
18	Fee & Charges	12.66	18.38
19	Freight Outward Charges	19.76	12.56
20	Foreign Exchange Fluctuation	34.50	4.91
21	Legal Expenses	0.20	0.08
22	Misc Expenses	30.95	33.04
23	Office Maintenance	4.96	2.75
24	Postage & Courier	0.97	0.81
25	Printing & Stationery	5.29	3.16
26	Professional Charges	10.10	10.04
27	Rates and taxes	4.20	3.60
28	Repairs others	-	1.71
29	Share Registrar Fee and Demat Expenses	1.22	0.69
30	Telephone Charges	6.82	3.18
31	Travelling & conveyance expenses	12.65	6.44
	Total	684.41	528.93

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

Note : Audit fee

Sl. No.	Details of Payments to auditors	Year Ended March 31, 2023 Rs. in Lakhs	Year Ended March 31, 2022 Rs. in Lakhs
1	Statutory Audit Fee	1.50	0.75
2	Other services	0.50	0.25
	Total	2.00	1.00

NOTES TO FINANCIAL STATEMENTS

NOTES - 30: EARNINGS PER EQUITY SHARE

Sl. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
1	Earnings per share (EPS) (Rs.) Basic and Diluted	1.73	1.30
2	Net profit after tax considered for the calculations of EPS (Rs.)	135.86	101.98
3	Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	7,865,520	7,865,520
4	Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	7,865,520	7,865,520
5	Face value of each equity share (Rs.)	10	10

NOTES - 31: CONTINGENT LIABILITIES AND COMMITMENTS:

Sl.No.	Particulars
1	Contingent liabilities a) Income Tax case pending in Andhra Pradesh High Court: Rs.13.08 Lakhs b) Pending case for higher consideration for land acquisition by Govt (See note.39) : Rs. 4.21 lakhs
2	Commitments Unexpired Bank Guarantee : Rs. 4.00 lakhs Unexpired LC : Rs. 273.53 lakhs

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

32. Related Party Disclosures:

In accordance with the provisions of Ind AS 24 "Related Party Disclosures", the following are the related parties identified, transactions with such related parties during the year ended 31st March, 2023 and the balances as on the date are given below:

Related party Transactions:

S.No.	Related Parties	Transactions during the year
1	Persons having control or significant influence on the Company Sri T G Raghavendra – Chairman & Managing Director Sri V J Sarma – Executive Director	Yes Yes
2	Entities Controlled by Key Managerial Personnel and close members of the family TGV SRAACL Limited A-One Pharmachem Private Limited	Yes No
3	Key Managerial Personnel T G Raghavendra – Chairman & Managing Director V J Sarma – Executive Director B. Vishnu Vardhan - Chief Financial Officer SLR Pratyusha – Company Secretary I V Lakshmi - Company Secretary	Yes Yes Yes Yes Yes

Summary of transactions with the above related parties is as follows: (Rs. in Lakhs)

S. No.	Name of the Related party	Nature of Transaction	FY2022-23	FY2021-22
1	T G Raghavendra	Directors Remuneration	60.00	30.00
2	V J Sarma	Directors Remuneration	12.00	12.00
3	T G Raghavendra	Unsecured loan repayments	(128.69)	(201.60)
4	B Vishnu Vardhan	Salary	10.80	9.34
5	SLR Pratyusha	Salary	0.72	3.72
6	I V lakshmi	Salary	3.00	3.72
7	TGV SRAAC Ltd	Purchases of Raw Material	75.90	121.11

Note : a) In terms of Para 18 of Ind AS 24, the above list represents only the Companies, directors, KMP's and relatives, who are having transactions with the Company

b) As per clause 8 of general instruction to Division II of Schedule III to the Companies Act, the above related parties are identified as per the terms and meaning assigned in Ind AS 24 Related Party Disclosures.

Outstanding balances as at 31.03.2023:

(Rs. in Lakhs)

Particulars		Year ended 31 st March	
		2023	2022
i.	Remuneration to whole time directors	42.10	15.32
ii.	Remuneration to other Key Managerial Personnel	1.20	-
iv.	Unsecured Loan from Managing Director	32.80	161.49
v.	Dues to TGV SRAAC Ltd	5.56	13.35
v.	Investments in Share capital of Company by whole time Directors	65.58	65.58

NOTES TO FINANCIAL STATEMENTS

33. Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services. Based on the 'Management' approach as defined under Ind AS108, the Chief Operating Decision Maker (CODM) evaluates the performance on a periodical basis and allocates resources based on an analysis of the performance of various Businesses. The CODM is the Managing Director. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the Significant Accounting Policies. Since, the Company is mainly pursuing only one activity i.e. manufacturing and selling of Bulk Drugs and Drug Intermediates, reporting of segment revenue and results does not arise.

34. Employee benefits

a. Defined Benefit Plans:

The Company operates defined contribution schemes like Employee State Insurance Scheme. For this scheme contributions are made by the company and employees at a predetermined rate based on current salaries.

b. Defined Benefit Plans:

i. Gratuity:

The Company has provided gratuity liability as per the actuarial valuation provided by actuarial valuer. The benefits are determined and carried out at each Balance Sheet date.

ii. Leave Encashment:

The Company has created provision for leave encashment liability for eligible employees. The benefits are determined and carried out at each Balance Sheet date.

The disclosure for defined benefit plan (Gratuity) as per Ind AS 19 are given here under:

(Rs. in Lakhs)

Particulars		Unfunded	
		Year ended 31 st March	
		2023	2022
A.	Charges and reconciliation of obligation for the year ended		
	Defined benefit obligation at beginning of year	42.92	40.15
	Interest Cost	1.69	1.52
	Current service Cost	1.75	1.71
	Past Service Cost	-	-
	Benefits Paid	-	-
	Actuarial (Gain)/Loss	(1.23)	(0.46)
	Defined Benefit Obligation at the year end	45.13	42.92
B.	Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets		
	Fair Value of Plan Assets at beginning of period	-	-
	Adjustments/Reconciliations	-	-
	Fair Value of Plan Assets at the end of period	-	-

(Rs. in Lakhs)

Particulars	Unfunded	
	Year ended 31 st March	
	2023	2022
C. Amount recognized in Balance Sheet for the year ended	45.13	42.92
Present Value of Liability	-	-
Fair Value of Plan Assets	45.13	42.92
Net Liability		
D. Expenses recognized in the Statement of Profit and Loss for the year ended	1.75	1.71
Current Service Cost	-	-
Past Service Cost	1.69	1.52
Interest as defined benefit obligations	-	-
Expected Return on Plan Assets		
Net Actuarial (Gain) / Loss recognized for the period	3.44	3.23

35. Income Taxes

- a. Income tax expense / (benefit) recognized in the statement of profit and loss:

Income tax expense/ (benefit) recognized in the statement of profit and loss consists of the following:

(Rs. in Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
Current taxes expense		
Domestic	44.49	39.72
Deferred taxes expense/(benefit)		
Domestic	1.23	(5.20)
Total income tax expense/(benefit) recognized in the statement of profit and loss	45.72	34.52

- b. Reconciliation of Effective tax rate

(Rs. in Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
Profit before income taxes	180.67	136.03
Enacted tax rate in India	26.00%	26.00%
Computed expected tax benefit/(expense)	46.97	35.37
Effect of:		
Expenses not deductible for Tax purposes	100.24	114.63
Expenses deductible for Tax purposes	94.03	92.14
Items not subjected to Tax purposes	-	-
Taxable at Special Rates	-	-
Profit after Adjustments	178.68	156.90
Income tax benefit/(expense)	44.49	39.72
Effective tax rate	24.90%	25.32%

The Company's average effective tax rate for the years ended 31st March, 2023 and 2022 were 24.90% and 25.32%, respectively.

NOTES TO FINANCIAL STATEMENTS

c. Deferred tax Assets & Liabilities

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below

(Rs. In Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
Deferred tax assets/(liabilities):		
Property, plant and equipment	(88.72)	(87.43)
Others	(0.38)	(0.12)
Net deferred tax assets/(liabilities)	(89.10)	(87.55)

d. Movement in deferred tax assets and liabilities during the year ended 31st March, 2023 & 2022

(Rs. In Lakhs)

Particulars	As at 1 st April, 2021	Recognized in statement of profit and loss	Recognized in equity	As at 31 st March, 2022
Deferred tax assets/(liabilities):				
Property, plant and equipment	(90.91)	3.48	-	(87.43)
Others	(1.71)	1.60	-	(0.12)
Net deferred tax assets/(liabilities)	(92.62)	5.08	-	(87.55)

(Rs. In Lakhs)

Particulars	As at 1 st April, 2022	Recognized in statement of profit and loss	Recognized in equity	As at 31 st March, 2023
Deferred tax assets/(liabilities):				
Property, plant and equipment	(87.43)	(1.29)	-	(88.72)
Others	(0.12)	(0.26)	-	(0.38)
Net deferred tax assets /(liabilities)	(87.55)	(1.55)	-	(89.10)

34. Investments

Investment in equity instruments measured at Fair Value through Other Comprehensive Income. The election made at the time of transition to Ind AS is irrevocable.

The details of such Investments in Equity of 31st March, 2022 are as follows:

(Rs. In Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
Non-current Investments				
Investments in Equity	1.27	0.14	-	1.41
Total	1.27	0.14	-	1.41

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

The details of such Investments in Equity as of 31st March, 2023 are as follows:

(Rs. In Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
Non-current Investments				
Investments in Equity	1.41	(0.01)	-	1.40
Total	1.41	(0.01)	-	1.40

37. Financial Instruments

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments, other than those with carrying amounts that are reasonable approximations of fair values

(Rs. In Lakhs)

Particulars	Carrying value		Fair value	
	Mar-23	Mar-22	Mar-23	Mar-22
Financial assets:				
Cash and cash equivalents	194.51	149.19	194.51	149.19
Other Balances with Banks	78.87	51.88	78.87	51.88
Trade receivables	707.74	1567.65	707.74	1567.65
Loans	1305.45	479.96	1305.45	479.96
Total	2286.57	2248.68	2286.57	2248.68
Financial liabilities				
Borrowings	1634.47	636.22	1634.47	636.22
Trade payables	747.35	943.00	747.35	943.00
Total	2381.82	1579.22	2381.82	1579.22

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the Asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Financial Risk Management

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

NOTES TO FINANCIAL STATEMENTS

a) 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. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Trade Receivables - The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. As Company trade receivables are realised within normal credit period adopted by the company, hence the financial assets are not impaired.

Financial assets that are neither past due nor impaired - None of the Company's cash equivalents, including deposits with banks, were past due or impaired as at 31st March, 2023.

b) Liquidity Risks

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As of 31st March, 2023 and 2022 the Company had unutilized credit limits from banks of Rs.1.29 Lacs and Rs.2.08 Lacs respectively.

As of 31st March, 2023, the Company had working capital (current assets less current liabilities) of Rs.251.26 Lacs including cash and cash equivalents of Rs.194.52 Lacs, As of 31st March, 2022, the Company had working capital of Rs.726.08 Lacs including cash and cash equivalents of Rs.149.19 Lacs.

c) Market Risks

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: Interest Rate Risk, Foreign Currency Risk and Commodity Risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in Market Interest Rates. The Company is not having any debt obligations with floating interest rates.

Foreign Currency Risk

Foreign Currency Risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Commodity Price Risk

Commodity Price Risk is affected by the price volatility of certain commodities. The Company is not having any exposure for any commodity.

38. Capital Management

Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term plans. The funding requirements are met through equity, borrowings and operating cash flows required.

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

The Company's capital comprises Equity Share Capital, Retained Earnings and other equity attributable to equity holders. The Company's capital comprises Equity Share Capital, Retained Earnings and other equity attributable to equity holders.

39. The Company identifies dues to Micro, Small and Medium Enterprises on the basis of information made available to the Company by the suppliers.

The Company seeks the information and based on the information available it classifies dues to Micro, Small and Medium Enterprises. As per information available with the Company, there are no amounts due to such units. Hence, there is no reportable information U/s 22(i) to (v) of Micro, Small and Medium Enterprises Development Act, 2006 read with part 1 of schedule VI to the Companies Act, 2013.

40. **Disclosures for revenue from operations (Note 22) as per IndAS-115, Revenue from Contracts with customers**

A. Disaggregated revenue information

(Rs. In Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
1) Type of goods or service		
Sale of Pharma Intermediate products	7588.95	4674.25
Processing Charges Earned	28.22	-
Business Service Charges	-	446.30
Total revenue from contracts with customers	7617.17	5120.55
2) Geographical		
India	7247.23	5040.74
Outside India	341.72	79.81
Total revenue from contracts with customers	7617.17	4674.25
3) Timing of revenue recognition		
Sale on transfer of goods to customer at a point in time	7588.95	4674.25
Service Income as and when services completed	28.22	446.30
Total revenue from contracts with customers	7617.17	5120.55
4) Revenue		
External customer	7617.17	5120.55
Inter-Unit	-	-
Total revenue from contracts with customers	7617.17	5120.55
5) Contract balances		
Trade receivables*	707.74	1567.65
Contract Liability Advances from Customers**	1318.61	1191.91

* Trade receivables are non-interest bearing and on credit allowed to certain customers. There is no significant increase in trade receivable compared to last year.

** Contract Liability represents short term advances received from customer to deliver the goods.

B. Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(Rs. In Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
Revenue as per contracted price	7617.17	5120.55
Adjustments:		
Sales return	-	-
Variable Consideration off invoice	-	-
Revenue from contract with customers	7617.17	5120.55

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

C. Reconciliation of the Revenue from Contracts with Customers with the amounts disclosed in the segment information: (Rs. In Lakhs)

Particulars	For the Year Ended 31 st March	
	2023	2022
Revenue		
External Sales	7617.17	5120.55
Inter Segment Revenue	-	-
Total	7617.17	5120.55
Less: Inter Segment Revenue	-	-
Revenue from Operations	7617.17	5120.55

D. Information about Receivables, Contract Assets and Contract Liabilities from Contracts with Customers: (Rs. In Lakhs)

Particulars	Refer Note No.	For the Year Ended 31 st March	
		2023	2022
Trade Receivables	9	707.74	1567.65
Contract Liabilities			
Advance from Customers	20	1318.61	1191.91

E. The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at Balance Sheet date are, as follows: (Rs. In Lakhs)

Particulars	Refer Note No.	For the Year Ended 31 st March	
		2023	2022
Advances from Customers	20	1318.61	1191.91

Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognized as revenue during the next financial year Disclosures

F. Information about Receivables, Contract Assets and Contract Liabilities from Contracts with Customers:

(Rs. In Lakhs)

Particulars	Refer Note No.	For the Year Ended 31 st March	
		2023	2022
Trade Receivables	9	707.74	1567.65
Contract Liabilities			
Advance from Customers	20	1318.61	1191.91

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

41. (A) Particulars of loans, guarantees or investments in accordance with section 186 of the companies act, 2013

Name of the entity to whom Relationship, loan/investment/ gurantee/ if any, of the security was given / made	Relationship, if any, of the entity with the Company	Amount of Investment Rs. in Lakhs	Particulars of Investments made	Purpose for which the loan or guarantee or security is proposed to be utilized by the recipient
Star Niochem private Limited	NA	323.72	Unsecured Loan with Interest	Business

(B) Disclosures as required under Regulation 34 (3) of SEBI LODR(Regulations), 2015.

Particulars	Balance as on		Maximum Amount outstanding during the period	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
a) Loans and advances in the nature of loans to				
(i) Subsidiary Companies	NA	NA	NA	NA
(ii) Associate Companies	NA	NA	NA	NA
(iii) Firms/ Companies in which directors are interested	NA	NA	NA	NA
b) Investment by the loanee in the shares of holding Company and its subsidiary Company	NA	NA	NA	NA

42. The Government has acquired land owned by the company under Land Acquisition Act, and paid a compensation of Rs.5.85 Lacs. The Company has accepted the compensation under protest as the negotiation was finalized by Price Negotiation Committee under the Chairmanship of Joint Collector, Anantapur for purchase of same land for Rs.30.02 Lacs was unfair and inadequate. Hence the Company has filed a suit in against Government for payment of higher compensation. Pending disposal of the case, the Company accounted compensation as claimed by the Company in the suit and additional compensation of Rs.4.21 Lacs is included as claims receivable under Long Term Loans and Advances.

Roopa Industries Limited

NOTES TO FINANCIAL STATEMENTS

43. Ratio Analysis

Particulars	Numerator	Denominator	For the year ended 31st March 2023	For the year ended 31st March 2022	Variance	Reasons for variance
Current ratio	Current assets	Current liabilities	1.06	1.23	-13.82%	
Debt equity ratio	Total debt	Shareholders'	1.35	0.95	42.27%	The variance is on account of increase in total debt which primarily comprises of working capital loans.
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.22	0.28	-21.88%	
Return on equity	Net Profits after taxes	Average Shareholder's Equity	0.10	0.08	21.02%	
Inventory Turnover Ratio	Net Sales	Average Inventory	4.56	2.95	54.65%	The variance is on account of increase in operations of the company during the year.
Trade receivables turnover ratio	Net Sales	Avg. Accounts Receivable	6.75	3.77	78.96%	The variance is on account of increase in operations of the company during the year
Trade payables turnover ratio	Net Purchases	Average Trade Payables	7.43	3.15	136.02%	The variance is on account of increase in operations of the company during the year
Net capital turnover	Net Sales	Working Capital	30.08	7.06	333.05%	The variance is on account of increase in Revenue from operations during the year
Net profit ratio	Net Profit	Net Sales	0.020	0.021	-11.28%	
Return on capital employed	Earning before interest and taxes	Capital Employed	0.26	0.15	78.86%	The variance is due to restructuring of loan
Return on Investment	Profit for the year	Average total equity	0.10	0.08	21.02%	

NOTES TO FINANCIAL STATEMENTS

Note:

1. Total Debt = Long term Borrowings (including current maturities of Long term Borrowings), Sales tax deferment loan (current and non-current), short term borrowings and Interest accrued on Debts
2. Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest+ other adjustments like loss on sale of Fixed assets etc
3. Debt service = Interest & Lease Payments + Principal Repayments
4. Avg. Shareholder's Equity = Average of Opening Total Equity and Closing Total Equity
5. Avg. Inventory = Average of Opening Inventory and Closing Inventory
6. Avg. Trade Receivable = Average of Opening Trade Receivables and Closing Trade Receivables
7. Avg. Trade Payables = Average of Opening Trade Payables and Closing Trade Payables
8. Working capital shall be calculated as current assets minus current liabilities
9. Capital Employed = Tangible Net Worth (excluding revaluation reserve) + Total Debt + Deferred Tax Liability
10. Average Total Assets = Average of Opening Total Assets and Closing Total Assets
11. Average Total equity = Average of Opening Equity Share capital + Other equity and Closing Equity share capital + Other equity.

42. Additional Regulatory Information:

- (1) The Title Deeds of the immovable property of the company are held in the name of the company.
- (2) The property Plant and Equipment and Intangible assets held with the company are not subjected to any revaluation during the year
- (3) The Company has not granted any loans or Advances in the nature of Loans to Promoters, Directors, KMPs and other related parties as well as advance to any other parties.
- (4) The Company has capital work in progress of Rs.88.25 lakhs as on 31st, March 2023, the ageing analysis is provided in note no. 4. There are no other capital work in progress whose completion is overdue.
- (5) The Company is not holding any benami property and no proceeding has been initiated or pending against the company.
- (6) The Company has no transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey or any relevant provisions of Income Tax Act, 1961)
- (7) (A) The Company has not advanced or loaned or invested any funds in any other person(s) or entity(ies), including foreign entities (intermediaries) with understanding that the intermediary shall be directly or indirectly lend or invest in other person or entities on behalf of the company or provide any guarantee or security or the like to or on behalf of the company.
(B) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding that company shall lend or invest in other person or entity identified in any manner by or on behalf of the funding party/ Ultimate beneficiary or provide any guarantee or security or the like on behalf of the funding party/ Ultimate beneficiary.
- (8) The Company is not declared as willful defaulter by any Bank or Financial Institutions or RBI or other lenders.
- (9) The Company has borrowings from Banks or Financial Institutions on the basis of security of Current Assets. Quarterly returns or Statement of Current Assets filed by the company with Banks or Financial Institutions are in agreement with the Books of Accounts.
- (10) There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.

Roopa Industries Limited

- (11) The company has no transactions and no relationship with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
 - (12) There are no Schemes of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
 - (13) The Company has not invested or traded in Crypto currency or Virtual Currency during the financial year
 - (14) The Company has not made any investments through any layer of investment companies.
 - (15) The provisions of section 135 are not applicable to the Company as profit for the year is below the threshold limit prescribed under section 135 of the act.
45. Confirmation of balances of certain parties for amounts due to them / due from them as per the accounts of the company have not been received. However the value shown in the books of accounts are final. Since it is indicated that our balances as per Company books are deemed to be correct, if confirmation or discrepancy is not received before certain prescribed period.
46. Previous year figures have been re-grouped/re-arranged wherever necessary to make them comparable to current year's classification.
47. Amounts have been rounded off to nearest Rupees in Lakhs.
48. Approval of financial statements.

The Standalone financials statements approved by the Board of Directors in their meeting held on May 30,2023

As per our report of even date annexed
For **S.T. Mohite & Co.**,
Chartered Accountants
(Regn.No.011410S)

(Sreenivasa Rao. T.Mohite)
Partner
Membership No. 015635
UDIN: 23015635BGYJLJ9430

Place : Hyderabad
Date : 30-05-2023

For and on behalf of the Board

(T.G.RAGHAVENDRA)
Chairman & Managing Director
DIN : 00186546

(I V LAKSHMI)
Company Secretary

(V.J.SARMA)
Executive Director
DIN : 00165204

(B. VISHNU VARDHAN)
Chief Financial Officer

Place: Hyderabad
Date : 30-05-2023

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