



BOARD OF DIRECTORS

PAMELA ANNA MATHEW

Chairman & Managing Director

ROOPA ANNA GEORGE

CELESTINE SEBASTIAN VETTICAL

R. PRASANTH

RAJESH NAMBIAR

K.V. SIVADAS

SUNELA SARAH MATHEW

T. THOMAS

STATUTORY AUDITORS:

VARMA & VARMA

LEGAL ADVISORS:

MENON & PAI

B.S. KRISHNAN ASSOCIATES

BANKERS:

BANK OF INDIA LTD.

IDBI BANK LTD.

AXIS BANK LTD.

SOUTH INDIAN BANK LTD.

REGISTERED OFFICE:

51/129, VYTTILA,

KOCHI - 682 019, KERALA, INDIA

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Email : cs@oenindia.com, Website: www.oenindia.com

FACTORIES:

ELECTROGIRI, MULANTHURUTHY,

KOCHI, KERALA, PIN - 682 314

PLOT NO. B 16 & 17, CHAKAN INDUSTRIAL AREA,

PHASE II, MIDC, TALUK KHED,

PUNE, MAHARASHTRA, PIN - 410 501

GAT NO. 365/2, KHARABWADI, AMBETAN ROAD,

TALUK KHED, PUNE, MAHARASHTRA, PIN - 410 501

PLOT NO. SDF 17, 1ST FLOOR, THRIKKAKKARA,

KAKKANAD, KOCHI, KERALA, PIN - 682 037

Social obligations of business

We believe that there are four primary social obligations of business namely:

1. Creation of wealth - in the form of goods and services required by the community, of good quality and at reasonable prices.
2. Creation of economic activity - provide employment to those who are equipped and need jobs, which results in creating economic activity in the community.
3. To pay dues - payment of various taxes such as GST, Import Duty, personal and corporate Income Taxes, which will enable the Government to secure our borders and provide the infrastructure necessary for our well being.
4. To create surplus, to adequately reward the risk takers (investors) and to leave sufficient balance to ensure continued growth of the institution, to guarantee security to those who work in the institution and to create job opportunities for the growing population.

The under mentioned figures illustrate how we have fulfilled these:

	2022-23	2021-22
	(Rupees in Lakhs)	
1. Value Added	9650.64	6886.89
2. Total number of employees	468	445
3. Employee Benefits (Salaries, allowances etc.)	5629.71	4692.12
4. Goods and Services Tax (GST)	4598.68	3470.78
5. Import Duty	1280.85	1276.10
6. Corporate and Personal Income Tax	816.90	432.82
7. Retained Earnings	2650.71	1452.70

Performance at a glance

	2022-23	2021-22
	(Rupees in Lakhs)	
Gross Income	25512.65	19397.77
Net income before depreciation and taxation	4110.65	2473.17
Depreciation	953.25	833.07
Net sales	23500.95	17551.47
Net profit after depreciation	3157.40	1640.10
% of net profit after depreciation to net sales	13.44%	9.34%
Net profit After Tax	2474.52	1239.36
% of Net Profit to net sales	10.53%	7.06%
Net Income after tax per share (Rs.)	48.53	24.30
Net worth per share (Rs.)	401.57	354.55
Capital expenditure	4440.37	2177.88
Stock of materials, components, stores, spares etc. as at the close of the year	4016.71	3666.35
Debtors outstanding at the close of the year	4647.47	4437.44
Cost of materials / components consumed	12783.99	10028.57
Wages, Salaries and Benefits	5629.71	4692.12

Directors' Report to the Shareholders

The Board of Directors is pleased to present the 55th Annual Report of the Company together with the Audited Statements of Accounts for the Financial Year ended 31st March, 2023.

The Company closed the 2022-23 financial year with remarkable sales turnover of Rs.235.01 crores, significantly exceeding the budget and achieving a growth of 33.90 percent over the preceding year's sales figure of Rs.175.51 crores, thanks to the better-than-anticipated contribution from our Automotive business. Profit Before Tax rose to Rs.31.57 crores, compared to Rs.16.40 crores of the previous year. Correspondingly, Profit After Tax rose by 99.76 percent to Rs.24.75 crores against Rs.12.39 crores of the previous year.

Despite high inflationary trends, exchange rate variations, volatile commodity prices and logistical challenges, our extensive product range and market presence helped us to out-perform the growth rate of the overall market and exceed our projected sales, and, that, with higher margins.

Business Environment

The economy appears to be in a far better shape than in recent times. National Statistical Office's (NSO's) provisional annual estimates show that GDP grew at 7.2 percent in FY 2023 against the Reserve Bank of India's (RBI's) expectation of 6.8 percent. This was driven by the unexpectedly strong showing in GDP growth of 6.1 percent in the January-March 2023 (Q4) quarter, well above the estimate of 4.2 percent in the Monetary Policy Statement of the RBI in December 2022. This puts India way ahead of GDP growth of virtually all other major economies.

Manufacturing seems to be looking up, with a respectable growth of 4.5 percent, though partly attributed to the base effect - manufacturing grew by just 0.6 percent in Q4 2021-22. Despite all the fears of unseasonal rains and the heat-wave early last year, playing havoc with farm output, Agriculture, has done exceptionally well, with growth at 5.5 percent in Q4, the highest quarterly growth since Q4 2019-20. Such signs of revival in manufacturing and agriculture, along with strong showing in construction (at 10.4 percent), communication (at 9.1 percent), trade, hospitality and transport are not just encouraging but also indicate that the economy is well on its way to recovery.

Fiscal deficit continues to trend downwards and the external account balance is in a comfort zone with foreign exchange reserves rising once again. Apart from that, output growth during the year in automobiles (both passenger and commercial vehicles) has been healthy; air and rail traffic have increased dramatically; and construction-related sectors like steel and cement have grown rapidly (of course, some of the figures suffer from the low base-effect on account of Covid in the previous period).

Economic Situation

"On the back of sound macroeconomic policies, softer commodity prices, a robust financial sector, a healthy corporate sector, continued fiscal policy thrust on quality of government expenditure, and new growth opportunities, stemming from global realignment of supply chains, India's growth momentum is likely to be sustained in 2023-24 in an atmosphere of easing inflationary pressures," stated the RBI's annual report. In an environment of stable exchange rates and the likelihood of a normal monsoon, the report projected the inflation trajectory to move down to 5.1 percent over 2023-24 from the average level of 6.7 percent recorded last year, though still well above the tolerance band of 4 percent set by RBI.

Analysts expect India to register a Compounded Annual Growth Rate (CAGR) of 6.6 percent between financial years 2023 and 2030, marking the strongest phase of growth since 2010, and comparable to the growth seen between financial years 2003 to 2010.

However, while projecting real GDP growth to be 6.5 percent in FY 2024, RBI remains cautious of the downside risks emanating from likely slowing of growth in major advanced economies and emerging market economies, elevated energy prices and added supply-side disruptions in a conflict-ridden geopolitical environment, while volatility in global financial markets and faster monetary policy tightening in major economies on the back of high inflation in such economies can also impact financial conditions in emerging markets. Again, the prospects of another round of bumper harvests of food-grains face the threat of below-normal monsoons and erratic weather conditions impacting crops.

Though the Government has delivered on its promise of higher capital expenditure, the private sector is still cautious about investing, partly due to the higher borrowing costs. Though gross fixed capital formation (GFCF) as a proportion of GDP (at constant prices) has improved from 32.7 percent in 2021-22 to 34 percent in 2022-23, thanks to public expenditure, a healthier recovery depends on liberal private investment. In fact, the CEA's affirmation of the economy's bright prospects could be directed at the private sector to stop worrying and re-start investing.

Again, RBI fears that with global uncertainties persisting, foreign portfolio investment (FPI) flows may become volatile, though Current Account Deficit (CAD) is expected to remain relatively comfortable, drawing strength from robust services exports and the present moderation in the prices of imported commodities.

Unpredictable factors like inflation, possible volatility of prices of global commodities and consequent impact on fiscal deficit will determine the direction the economy takes. In other words, high growth in the new financial year cannot be taken for granted.

External Economic Environment

The Russian-Ukrainian conflict and the self-defeating sanctions imposed by various governments have brought in a whole new set of global uncertainties, affecting international trade and growth. Crude oil and commodity prices remain volatile at elevated levels and financial markets worldwide are turning more conservative, faced with unhealthy levels of inflation.

On a more positive note, Indian manufacturers have been able to increase their exports worldwide, securing business that would otherwise have been directed to sanctions-hit sources. China's on-going trade war with the United States and all-round loss of trust in China of late, have resulted in many manufacturers shifting bases to friendlier places, with India ranking high on the list of beneficiaries.

The World Bank, in its latest Global Economic Prospects report, said that 2023 would mark one of the slowest growth years for advanced economies in the last five decades, with global GDP at 2.1 percent this year, well below the 2022 growth rate of 3.1 percent and cut its 2024 global growth forecast to 2.4 percent from the earlier forecast of 2.7 percent.

While U.S. growth for 2023 is forecast at 1.1 percent and China's growth is expected to be 5.6 percent, the European economy reportedly contracted slightly at the end of last year and beginning of 2023, with the growth figure for the Euro Zone revised down from zero to minus 0.1 percent for the Q4 of 2022 as well as Q1 of 2023, marking a possible technical recession.

Performance of the Auto Industry

The Society of Indian Automobile Manufacturers (SIAM) reported that 2022-23 had been a year of consolidation after the disruptions caused by Covid. The start of the year saw most manufacturers facing supply chain disruptions and volatile commodity prices due to the Ukraine conflict but with diligent management of supply chains and gradual improvement in availability of commodities as well as semiconductors and other electronic components, costs did moderate over the year, and they remain a matter of concern.

India retained its global ranking as the fourth largest car manufacturer, with growth in domestic sales of the whole Automobile industry reaching 20 percent in 2022-23. Domestic sales of Passenger Vehicles at 3.9 million units, reflecting an annual growth of 27 percent, also contributed by excess inventory clearance surpassed the previous peak achieved in 2018-19, while Commercial vehicles sales posted a growth of 34 percent, almost reaching the peak of 2018-19. Currently Passenger Vehicles inventory at dealers has surpassed the 50 day mark from acceptable 30-35 days, an inventory build up in anticipation of demand.

SIAM stated that "Except for Passenger Vehicles, all other segments are yet to reach the pre-pandemic levels," but added that "Favourable Policy initiatives, ranging from impact of new Production Linked Incentive (PLI) Schemes, encouraging announcements in Budget, forward-looking Logistics and Foreign Trade Policies to recently announced Gas Pricing Guidelines would go a long way in supporting the growth of the Industry."

Meanwhile, apart from very high - and volatile - fuel prices, potential vehicle buyers have to factor in higher interest rates on vehicle-loans, longer waiting periods for many popular models and price increases by vehicle manufacturers to neutralize the rising input costs.

The 10 percent growth in the Automotive industry, projected for 2023-24, is based on strong underlying demand and reflects increasing preference of consumers for personal vehicles over public transportation. Car manufacturers, meanwhile have to make changes in their manufacturing plans to cater to the noticeable shift in demand for the more premium models and compact SUVs among first-time buyers. This 'premiumisation' of choice - an increasing preference for higher-end vehicles and premium options - is likely to increase in the coming years, reflecting rising affluence and purchasing power of the burgeoning younger middle-class. This aspect represents opportunities for the Company since vehicles with more features and options tend to use correspondingly more relays compared to entry-level cars.

Apart from the rapid improvements in road infrastructure, the Government has announced several initiatives meant to accelerate growth in the Automotive industry. For example, the proposed voluntary vehicle scrappage policy offers incentives to consumers for replacing old unfit vehicles, plying on the roads, with new vehicles, creating incremental demand. Other policies like the FAME (Faster Adoption and Manufacturing of Hybrid and Electric Vehicles in India) scheme, incentives (reduced recently from 40 percent to 15 percent) for electric two-wheelers and launch of the Production-Linked Incentive (PLI) scheme for the Automotive and Auto-component sectors, PLI for advanced-technology EV batteries and significant incentives and subsidies for semiconductor manufacturing are meant to encourage the Automotive industry to adopt advanced technologies and grow rapidly.

New entrants and new models in the electric mobility space in all vehicle categories are being announced in quick succession. A recent report by India Energy Storage Alliance estimated that the EV market in India is likely to increase at a CAGR of 36 percent until 2026. Component manufacturers like us will benefit from the thrust towards Electric Vehicles since we are gearing up to cater to their specific and evolving requirements.

The Company's Plans

Our leadership position in the Indian market both for Automotive and Non-Automotive Relays continues to be strong as we widen our extensive portfolio of contemporary products, supplementing them with new products in response to market demands, offering competitive pricing, and, above all, enhancing our reputation for customer satisfaction.

Our intention is to increase focus on Industrial Relays with a wider product portfolio aimed at more applications in Industrial Controls, Automation and Internet of Things (IoT). The first set of switching devices used in Advanced Metering Infrastructure has been successfully launched and we will continue to expand that range with more such products.

O/E/N India Limited

While the Company already holds a dominant share of the Indian market for Automotive Relays, we are constantly innovating with product-enhancements; validations for new applications and new vehicle manufacturers. We are continuously engaged in introducing new products to enhance our portfolio as well as offering new electronic switching solutions, including specifically for hybrid and electric vehicles of all types.

Over the recent years we have been able to establish an entry into the Defence segment, having successfully developed and delivered customized solutions, all of which have promising potential for future growth, and are working on addressing products to a wider customer-base within this industry segment.

To power our future growth with more balanced contributions from a wider mix of market segments we will continue to explore diversification opportunities that could harness our core competencies.

Our multi-locational manufacturing facilities allow us to offer customers better logistical support. We continue to strengthen our Sourcing, Value Engineering and Supply Chain Management; introduce Lean Manufacturing practices to control costs ; to improve operational efficiency by optimizing utilization of existing assets and leveraging our resources. Implementation of automation is a focus area to achieve improved consistency in product quality and reliability to match customer expectations.

While the prevailing economic situation remains challenging in the face of global uncertainties and geo-political developments, we remain optimistic about what the future holds, given the large market-base that India offers. The 'Make in India' initiative of the Government aimed at increasing the contribution of manufacturing output to 25 percent of GDP by 2025 holds out plenty of opportunities for the Indian industry.

However, the survival and growth of manufacturers like us depend on how the Governments at the Centre and in the major industrial States create a socially and politically harmonious environment that fosters stability in the market and industrial peace. Only then can the Private Sector, including companies like ours, continue to invest fresh resources, anticipating future earnings.

Financial Results

The Company's financial performance during the year as compared to the previous year, 2021-2022, is summarized below:

(Rupees in Lakhs)

Particulars	Standalone		Consolidated
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023
Total Revenue	25512.65	19397.77	26180.24
Total Expense	21402.00	16924.60	21996.44
Gross Profit before Depreciation	4110.65	2473.17	4183.80
Deduction therefrom:			
Depreciation	953.25	833.07	959.51
Provision for Tax:			
- Current Tax	732.00	365.00	757.95
- Deferred Tax	(64.16)	25.50	(56.80)
- Prior years	15.04	10.24	15.04
Minority Interest	-	-	(7.84)
Profit / (Loss) after Tax	2474.52	1239.36	2515.94
Appropriations :			
Dividend	76.49	76.49	76.49
Transfer to General Reserve	2000.00	1200.00	2057.08
Minority's Share of loss borne by holding company	-	-	(0.92)
Profit brought forward from Previous Year	252.69	289.82	252.70
Balance Profit carried to Balance Sheet	650.72	252.69	634.15

O/E/N India Limited

Consolidated Financial Statements

The Company during the year had promoted a new company Onera Tech (P) Ltd., having its registered office in Kerala and manufacturing facility in Coimbatore, Tamil Nadu, to set up a dedicated tool room, in which your Company had subscribed 60% of share capital. Further, the partnership firm R Engineering at Pune, Maharashtra, in which the Company was holding 95% of capital, was converted into a Private Limited Company, R Engineerings (P) Ltd, on a going concern basis with effect from 3rd January, 2023.

Consolidated Financial Statements, incorporating the financial statements of the above two subsidiary companies, in accordance with Accounting Standard-21 issued by The Institute of Chartered Accountants of India, have been provided in the Annual Report. These Consolidated Financial Reports provide financial information about your Company and its Subsidiaries as a single economic entity and form part of this Annual Report.

Extracts of Annual Return: S.134(3)a

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on your Company's website www.oenindia.com.

Number of Board and Committee Meetings conducted during the financial year under review: S. 134(3) b

a. Board Meetings

The Company had four Board meetings, i.e. on 26-05-2022, 29-07-2022, 24-11-2022 and 13-03-2023 during the financial year under review.

Attendance details of Directors in the Board Meetings:

Name	DIN	Held during tenure	Attended
Pamela Anna Mathew	00742735	4	4
Celestine Sebastian Vettical	03633044	4	2
Sunela Sarah Mathew	01673840	4	4
Thomas Thomas	00743978	4	4
K V Sivadas	00306727	4	3
Rajesh Nambiar	01449425	4	4
R Ravichandran	00968758	4	4
Roopa George	07155014	4	4

b. Audit Committee Meetings:

The Audit Committee met four times, i.e. on 26-05-2022, 29-07-2022, 24-11-2022 and 13-03-2023. The attendance details of Members of Committee are as follows:

Name	DIN	Held during tenure	Attended
Pamela Anna Mathew	00742735	4	4
K V Sivadas	00306727	4	3
Rajesh Nambiar	01449425	4	4

c. CSR Committee Meetings:

The CSR Committee met on 29-07-2022 during the financial year under review. The attendance details are as follows:

Name	DIN	Held during tenure	Attended
K V Sivadas	00306727	1	1
Pamela Anna Mathew	00742735	1	1
R Ravichandran	00968758	1	1

d. Nomination and Remuneration Committee Meeting:

Meeting of the Nomination and Remuneration Committee was held on 13-03-2023. The attendance details are as follows:

Name	DIN	Held during tenure	Attended
K V Sivadas	00306727	1	0
Rajesh Nambiar	01449425	1	1
Sunela Sarah Mathew	01673840	1	1

Directors Responsibility Statement: S.134(3)c

In accordance with the provisions of section 134(5) of the Companies Act, 2013 your Directors confirm that:-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies; applied them consistently; 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 and Loss of the Company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a 'going concern' basis; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Details in respect of fraud reported by Auditors under S.143(12) other than reported to Central Government: S.134(3)(ca)

Auditors have not reported any fraud u/s 143(12) of the Companies Act, 2013.

Declaration given by Independent Directors under sub-section (6) of Section 149: S.134(3)d

Mr. Sivadas Kambiumvalappil who has completed his tenure of directorship was reappointed for a further period of 3 years with effect from 6th July 2022 by passing a special resolution in the Annual General Meeting. The Independent Directors, Mr Sivadas Kambiumvalappil, Mr. Rajesh Nambiar and Mr. Celestine Sebastian Vettical have given their independent declarations under 149(6) and (7) of the Companies Act, 2013 and the rules made there under. In the opinion of the Board, the Independent Directors fulfill the conditions relating to their status as Independent Directors as specified in Section 149 of the Companies Act, 2013 and the rules made there under.

Policy on appointment and remuneration of Directors and Key Managerial Personnel (KMP) in case Company is having a Nomination and Remuneration Committee: S.134(3)e

Nomination and Remuneration Committee consists of 3 directors, Mr. K V Sivadas as Chairman, Mr. Rajesh Nambiar and Ms. Sunela Sarah Mathew as Members. The Committee recommends the appointment of Directors to the Board and Key Managerial Personnel. It shall identify and ascertain the integrity, qualification, expertise and experience of a person for appointment as Director or KMP and recommend his/her appointment, as per Company's Policy. The policy for appointment and remuneration is as follows:

O/E/N India Limited

i) Appointment of Managing Director / Whole-time Director:

The Company shall not appoint or continue the employment of any person as Managing / Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution. The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii) Appointment of Independent Director:

An Independent Director shall be a person duly qualified to be appointed as such as per the provisions of the Companies Act, 2013 and the applicable Rules thereunder and shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of an Independent Director it should be ensured that number of Boards of companies on which such Independent Director has been appointed is restricted to the maximum permissible under Section 165 of the Companies Act, 2013.

The Committee shall carry out evaluation of performance of Directors and KMP yearly or at such intervals as may be considered necessary.

iii) Remuneration to Managing Director / Whole-time Directors:

The Remuneration, perquisites, etc. to be paid to Managing Director / Whole-time Director, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

iv) Remuneration to Non-Executive / Independent Directors:

a) The Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board of Directors.

b) All the remuneration of the Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling / limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board of Directors or shareholders, as the case may be. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

c) Non-Executive Directors are paid remuneration by way of sitting fees for attending meetings of the Board and its Committees, which are determined by the Board, based on applicable regulatory prescriptions. Non-Executive Directors are also reimbursed expenses incurred by them for attending meetings of the Board and its Committees at actuals.

Any remuneration paid to Non-Executive / Independent Directors for services rendered, which are professional in nature, shall not be considered as part of the remuneration for the purposes of clause (b) and (c) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

v) Remuneration to KMP's:

The remuneration to KMP's shall consist of salary and perquisites in compliance with the provisions of the Companies Act, 2013 and as decided by the Board of Directors of the Company from time to time. The remuneration package may include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund and other statutory dues, if any, as decided from time to time.

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors and the practicing Company Secretary in their reports: S.134(3)f

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

Particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013: S.134(3)g

There were no loans, guarantees made by the Company under Section 186 of the Companies Act, 2013 during the year under review. Company had subscribed 60% shares in Onera Tech (P) Ltd, within the limits of Sec 186 of the Companies Act, 2013.

Particulars of contracts or arrangements made with related parties: S.134(3)h

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 is furnished in Annexure 1 and is attached to this report.

State of Company's Affairs: S.134(3)i

The Company was able to achieve an all-time high sales turnover of Rs. 235.01 crores in 2022-23 as compared to 175.51 crores in the previous year. Our better than anticipated sales exceeding the budget helped us to improve our margins and our Profit Before Tax increased to Rs.31.57 crores compared to Rs.16.40 crores of the previous year. Correspondingly, Profit After Tax also increased by 99.76 percent to Rs.24.75 crores from Rs.12.39 crores of the previous year.

Despite the extremely difficult & volatile business environment and high inflationary trends, our extensive product range and market presence helped us to out-perform the growth rate of the overall market. Though the commodity prices continued to be volatile, apart from the internal increase in cost of manpower; exchange rate variations; aggravated supply-chain disruptions; semiconductor shortages across the world; our wider product portfolio; multi-locational manufacturing facilities; judicious planning; inventory control; logistics and financial management enabled us to exceed our projected sales with higher margins. The Company was able to support increased demand by improving productivity of existing operations as also ramping up production at its Pune facility. Given the extremely competitive environment, controlling input cost particularly personal cost to manage growth with profitability and building a sustainable growth momentum will continue to be a key challenge for the forthcoming financial year. The Company will continue its efforts to improve upon EBITDA margins by optimizing resources and increasing efficiency across all operations. Our focus will be on continuous improvements in business processes to operate in the most nimble and cost effective manner and to leverage the Company's assets to foster higher growth with relatively low incremental capital investment which we believe will help the Company to overcome the challenges and emerging as a stronger and more competitive entity in the coming years.

Transfer to Reserves: S.134(3)j

Out of the current year's Profit, an amount of Rs.20 crores has been transferred to General Reserve Account. The total balance in Reserves and Surplus as on 31-03-2023 stood at Rs.199.67 crores.

Dividend: S.134(3)k

Your Directors were pleased to recommend a dividend of Rs.1.50 per share @ 15 percent of the face value of Rs.10/- per share, on the equity capital, for the Financial Year 2022-23. The total outflow on account of dividend would be Rs.76.49 Lakhs.

During the year, unclaimed dividend Rs.25,468/- pertaining to the year ended 31st March, 2015, was transferred to the Investor Education & Protection Fund after giving due notice to the concerned Members.

Material changes and commitments if any affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of the report: S.134(3)l

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

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo: S.134(3)m

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure II and is attached to this report.

Development and implementation of Risk Management Policy: S.134(3)n

The development of a Risk Management Policy and its implementation is to enable the Company to proactively manage unforeseen changes and uncertainty in its business and its internal and external environment. The objective of this policy is to ensure adequate levels of stability for sustainable business growth and to pro-actively evaluate, report and resolve associated risks.

i) Adverse Economic & Business Environment:

Track actual and projected Industrial and market growth rates to enable dynamically scaling up or down of operations to match trends. Market conditions are continuously monitored and reviewed with rolling plans laid out for procurement, production and billing.

ii) Competition:

To sustain its leadership position the Company places due importance on not only retaining current business by offering the best in quality at competitive prices, backed by engineering support, but focusing on new product introduction and identification of new business to ensure growth.

iii) Market Volatility:

Relatively higher dependence on market segments that suffer volatility has to be balanced by developing greater presence in multiple segments, as well as planned diversification. We are enhancing share of relays in the Industrial segment apart from actively working on fresh business in the Power and Defence segments.

iv) Variations in Commodity Prices and Exchange Rates:

The Company faces unavoidable dependence on imported precious metals and on commodities like copper and its alloys, soft magnetic iron, silver alloys, etc., good proportions of which also results in exposure to the effects of exchange rate fluctuations.

We are working with suppliers to spread out supplies after booking the necessary quantities of the relevant materials at the best possible market prices to limit the effects of volatility to the extent possible.

v) Technology Changes:

The industry is dynamic and technology trends need to be constantly tracked and adopted. New product introduction to keep pace with market requirements is a focus area for Marketing and R&D and monitored closely by Management through regular reports and meetings.

vi) Environment Controls:

We ensure compliance to Pollution Control Board's requirements and conform to ISO 14001 for Environmental Management Systems. The Board of Directors of the Company shall periodically review and evaluate the Risk Management Policy of the Company so that the Management has adequate levels of control over the risks through properly defined systems and processes.

This policy shall be reviewed every year to ensure it meets the requirements and needs of the Company.

Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives: S.134(3)o

Your Company has formulated a well-structured CSR Policy aimed at providing more focus and direction to the various CSR activities being undertaken by the Company, including through the charitable trust, K. A. Mathew Foundation. The projects undertaken by the Company are in the areas of a) Restoration and beautification of city, town, village, etc., b) Eradicating hunger, poverty and malnutrition, c) Scholarship/Promotion for education, d) Health care, e) Public recreation, etc. These projects are in accordance with Schedule VII of the Companies Act, 2013. The Annual Report on Company's CSR activities is furnished as Annexure 3 attached to this report. The policy is available on the website of the Company.

Annual Evaluation: S.134(3)p - NOT APPLICABLE

Disclosure under other provisions of Companies Act, 2013

i) Section 43 read with Rule 4(4) of the Companies (Share Capital & Debentures) Rules, 2014

The Company has not issued any equity shares with differential voting rights, during the financial year under review.

ii) Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014

The Company has not issued any sweat equity shares during the financial year under review.

iii) Section 62(1) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014

The Company has not issued any shares under ESOP scheme.

iv) Disclosure u/s 177 of Companies Act 2013

In terms of Section 177 of the Act, the Company constituted an Audit Committee on 30th June 2016. The Committee comprises of Mr. K V Sivadas, Independent Director, as Chairman, Ms. Pamela Anna Mathew, Chairman & Managing Director, and Mr. Rajesh Nambiar, Independent Director, as Members. Each Member of the Committee has got relevant experience in the field of Finance.

The Terms of reference of the Committee are as follows:

- (a) investigate any activity within its terms of reference;
- (b) seek any information that it requires from any employee of the Company;
- (c) all employees are directed to co-operate with any request made by the Committee;
- (d) obtain outside legal or independent professional advice, at the Company's expense, and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The duties of the Committee shall be:

Financial Review

- (a) to review, and challenge where necessary, the actions and judgment of Management, in relation to the Company's financial statements, operating and financial review, interim reports, preliminary announcements and related formal statements before submission to, and approval by, the Board, and before clearance by the Auditors. Particular attention should be paid to:
1. critical accounting policies and practices and any changes in them;
 2. decisions requiring a significant element of judgment;
 3. the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
 4. the clarity of disclosures;
 5. significant adjustments resulting from the audit;
 6. the going concern assumption; and
 7. compliance with accounting standards;
- (b) to consider other topics, as required by the Board from time to time.

Internal Audit

- (a) Review on a regular basis the adequacy of internal audit function, approval of the audit plan and its execution, reporting structure, budget, coverage and frequency of Internal Audit;
- (b) Review the appointment, removal, performance and other terms of the Internal Auditor;
- (c) Review the regular internal reports to Management prepared by the Internal Audit Department as well as Management's response thereto;
- (d) Review 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. Discuss with Internal Auditors any significant findings and follow up thereon;
- (e) Review Internal Audit Reports relating to the internal control weaknesses;
- (f) Review with the Management, External and Internal Auditors, the scope of internal audit, adequacy of internal control systems and ensure adherence there to and any other related issues;
- (g) Review Management letters / letters of internal control weaknesses issued by Statutory / Internal Auditors;
- (h) Review Management's report on internal control and External Auditor's attestation / observations on Management's assertion;
- (i) Evaluation of Internal Financial Controls.

External Audit

- (a) to oversee the Company's relations with the External Auditor;
- (b) to consider, and make recommendations on the appointment, reappointment and removal of the External Auditor;
- (c) to approve the terms of engagement and the remuneration to be paid to the External Auditor in respect of audit services provided;
- (d) to assess the qualification, expertise and resources, effectiveness and independence of the External Auditors annually;
- (e) to discuss with the External Auditor, before the audit commences, the nature and scope of the audit;
- (f) to review with the External Auditor, the findings of its work, including, any major issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved; key accounting and audit judgments; levels of errors identified during the audit, obtaining explanations from Management and, where necessary the External Auditors, as to why certain errors might remain unadjusted;
- (g) to review the audit representation letters before consideration by the Board, giving particular consideration to matters that relate to non-standard issues;
- (h) to assess, at the end of the audit cycle, the effectiveness of the audit process;
- (i) to review and monitor the content of the External Auditor's Management letter, in order to assess whether it is based on a good understanding of the Company's business and establish whether recommendations have been acted upon and, if not, the reasons why they have not been acted upon;

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- (j) to develop and recommend to the Board the Company's policy in relation to the provision of non-audit services by the Auditor and ensure that the provision of such services does not impair the External Auditor's independence or objectivity.

Related party transactions

- (a) Review the statement of significant related party transactions, if any, submitted by the Management, including the 'significant' criteria / thresholds decided by the Management.

Risk Management

- (a) Evaluate Risk Management System.
- (b) Discuss with the Management, the Company's policies with respect to risk assessment and risk management, including appropriate guidelines to govern the process, as well as the Company's major financial risk exposures, including policy for foreign exchange and derivative transactions and the steps Management has undertaken to control them.

Reporting

- (a) The Audit Committee will report and update the Board, periodically, on various matters that it has considered as well as on the independence of the Auditors;
- (b) The Annual Report of the Company shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of Members, Chairperson, meetings and attendance;
- (c) The recommendations of the Audit Committee on any matter relating to financial management including the audit report, shall be binding on the Board. If the Board does not accept the recommendations of the Audit Committee, it shall record the reasons thereof and communicate such reasons to the shareholders;
- (d) Reporting regularly to the Board with respect to:
 - (1) The quality of the Company's financial statement;
 - (2) The Company's compliance with legal or regulatory requirements;
 - (3) The performance of the External Auditor as well as the Internal Audit Function; and
 - (4) 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.

The Committee met four times during the year under review. The attendance details are given elsewhere in this report. Vice President (Finance) was an invitee at the Committee Meetings. The Company Secretary acts as the Secretary to the Audit Committee.

v) Details of the employee(s) of the Company as required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Not applicable since the Company is not listed.

vi) Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates: NOT APPLICABLE

vii) Disclosure about receipt of any commission by MD/WTD from the company and also receiving commission/remuneration from its holding or subsidiary: - NOT APPLICABLE

viii) Corporate Governance Certificate (clause 49 of listing agreement)

The Company is not a listed Company. Hence Corporate Governance as stipulated in Clause 49 of the Listing agreement is not applicable.

Details to be given in accordance with rule 8 of the Companies (accounts) Rules, 2014

- a) Financial Performance- Rule 8(1):
Disclosed elsewhere in this report.
- b) Contracts or arrangements with related parties- Rule 8(2):
Details of Contracts or Agreements with related parties are furnished as ANNEXURE I
- c) Conservation of energy, Technology absorption, Foreign exchange earnings and outgo- Rule 8(3):
FURNISHED AS ANNEXURE 2
- d) Annual evaluation Report made by the Board- Rule 8(4):
Not applicable

O/E/N India Limited

Disclosures under Rule 8(5) of Companies Act, 2013

(i) Financial summary

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Rupees in Lakhs)

Particulars	Standalone		Consolidated
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023
Turnover :			
Relays	22382.251	16287.024	22985.481
Switches	314.771	456.751	369.429
Actuator	258.056	184.953	258.056
Others	228.056	122.980	234.123
Exports :			
Relays	310.571	481.668	310.571
Switches	7.247	18.095	7.247
Profit before Depreciation & Tax	4110.650	2473.165	4183.804
Less: Depreciation	953.252	833.070	959.510
Profit before Taxation	3157.398	1640.095	3224.294
Less: Provision for Taxation	682.880	400.740	716.191
Minority Interest	-	-	(7.841)
Net Profit after Tax	2474.518	1239.355	2515.944
Dividend (including Interim if any and final)	76.490	76.490	76.490
Net Profit after dividend and Tax	2398.028	1162.865	2439.454
Amount transferred to General Reserve	2000.000	1200.000	2057.080
Earning per share (Basic & Diluted) (Rs.)	48.527	24.305	49.339
Financial position:			
Current Assets	11866.610	10397.709	13167.438
Current Liabilities	3772.680	3237.900	5173.490
Net Current Assets	8093.930	7159.809	7993.948
Fixed Assets	12143.790	8681.510	12599.800
Investments	348.080	2156.470	13.340
Long term loans & Advances	541.740	539.220	541.740
Other Non-current Assets	367.200	336.590	386.190
Deferred Tax Assets	-	-	14.630
Net Tangible Assets	21494.740	18873.599	21549.648
Less: Long term borrowings & provisions	475.460	188.180	475.460
Deferred Tax Liability	542.080	606.240	542.080
Minority Interest	-	-	14.400
Shareholders' Funds:			
Equity	509.926	509.926	509.930
Reserves & Surplus	19967.274	17569.240	20007.784

(ii) **Change in the nature of Business if any: Nil**

(iii) **Directors**

- a) Mr. T. Thomas, who retires at this Annual General Meeting, and being eligible, offers himself for re-election.
- b) Mr. Celestine Sebastian Vettical was appointed as Independent Director by the Board of Directors in its meeting held on 29th March 2022 and the members approved the resolution in the Annual General Meeting held on 28th September 2022.
- c) Mr. Sivadas Kambiumvalappil who has completed his tenure of directorship, was reappointed for a further period of 3 years with effect from 6th July 2022 by passing a special resolution in the Annual General Meeting.

(iv) **The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;**

- (a) The partnership firm R Engineering in which the Company was holding 95% of capital was converted into a Private Limited Company, R Engineerings (P) Ltd, on a going concern basis.
- (b) The Company subscribed 60% of shareholding in newly incorporated Onera Tech (P) Ltd, having registered office in Kerala and manufacturing facility in Coimbatore.

(v) **Details of deposit etc:**

- (a) Accepted during the year: Nil
- (b) Remained unclaimed as at the end of the year: Nil
- (c) Default in repayment of deposit or payment of interest (Number of cases and amount involved): Nil

(vi) **The details of deposits which are not in compliance with the requirements of Chapter V of the Act.: Nil**

(vii) **Significant orders by Regulators impacting the going concern status of the company etc.**

There is no order from any regulators / Govt. Agencies which impact the going concern status of the Company.

(viii) **Statement regarding opinion of the Board with regard to proficiency, integrity of Independent Directors appointed during the Financial Year: Not Applicable**

Disclosure whether the maintenance of cost records as specified by CG Section under Sec 148(1) of the Companies Act, 2013 is required to be maintained by the company or not;

As the overall annual turnover of the company from all its products and services exceeds rupees one hundred crore and the aggregate turnover of the individual product or products or service or services for which cost records are required to be maintained is rupees thirty five crore or more the cost records are maintained by the Company and the Report is filed with the Registrar of Companies every year.

Secretarial Standards:

The Company complied with all the provisions of the Secretarial standards issued by ICSI

Adequacy of internal financial controls:

The Company has implemented SAP system, which integrates Accounting, Production, Procurement, Sales and other functions. This improves productivity, utilization of resources and brings transparency, accountability and efficiency across the entire organization. Apart from Statutory Audit, Internal Audit is carried out every quarter by an independent firm of Chartered Accountants and observations are reported to Management. All significant audit observations are discussed in Management Meetings and immediate steps taken to rectify discrepancies. The adequacy of Internal Control System is periodically reviewed at the Board level. Moreover internal financial controls are reviewed by an independent firm of Chartered Accountants and the observations made in their reports are discussed in the Board Meeting and corrective action taken.

Quality Initiatives:

The Company continues to be qualified to ISO 9001:2015 for our Quality Management Systems and our automotive production lines are further qualified to ISO/TS 16949:2016. Our production lines for Aerospace Applications have got certified to AS 9100D and ISO 9001:2015.

Our Environmental Management Systems are covered by approval to ISO 14001:2015 & our Occupational Health & Safety Management Systems are approved to ISO 45001:2018.

Minimizing or eliminating use of specified substances of concern (SOC) has become a global issue and our company already complies with the relevant RoHS, REACH, directives for products being exported. Other products will also be rapidly covered by RoHS in the near future.

To maintain our market leadership and to remain a global player it is imperative that we exceed expectations of the customer and the market. We continue to do this successfully."

Borrowings:

The term loan of Rs.15 crores availed from Kerala State Industrial Development Corporation (KSIDC) has been fully repaid and a fresh term loan of Rs.30 crore was availed from South Indian Bank and an amount of Rs.2.62 Crore was utilized out of the sanctioned amount.

Industrial Relations:

Industrial relations with employees at Electrogiri and MIDC and Chakan in Pune remain reasonably cordial and peaceful.

The Board records its appreciation for the commitment and co-operation extended by employees at all levels and looks forward to their total involvement. Employees continue to participate in the training and development programs initiated by Management for productivity and quality improvements.

Global Compact:

As has been reported earlier, the Company had signed up to promote the United Nations Global Compact, which lays down ten key principles to specifically address issues in the areas of human rights, labour standards, environment and corruption. The Company is committed to uphold and promulgate these ten principles of Global Compact. The underlying emphasis will be on

- a) Sensitizing Corporate Social Responsibility.
- b) Highlighting initiatives in business ethics, environmental policies, community development, etc.
- c) Aligning sustainability through development programmes.

Statutory Auditors:

M/s Varma & Varma, Chartered Accountants, were appointed as Statutory Auditors for a period of five years at the Annual General Meeting held on 27-09-2019.

Disclosure under the Sexual Harassment of Women at Workplace (Provision, Prohibition and Redressal) Act, 2013:

The Company has formulated an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Work place (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under this policy.

Number of complaints received - Nil

Number of cases disposed off - Nil

Acknowledgements:

The Directors of the Company gratefully acknowledge the support extended by the principal bankers, Bank of India, IDBI Bank Ltd., Axis Bank Ltd. and South Indian Bank. We also acknowledge the continued patronage of our esteemed customers and loyalty of the large family of the Company's stockists, suppliers and shareholders. The Company's mission of enhancing customer satisfaction, while simultaneously increasing shareholder value, has made it possible to report satisfactory performance.

We record our appreciation to Kerala State Industrial Development Corporation Ltd. for their continuing support. We take this opportunity to thank all trade-related associations with which we have interacted. The dedication and preparedness of the Company's leadership and employees have remained at a high level, resulting in their being able to exploit opportunities meaningfully and respond smartly to the dynamic business scenario. We thank our employees for their sincere efforts, which helped the Company to achieve satisfactory results.

On behalf of the Board

Sd/-

(PAMELA ANNA MATHEW)
Chairman & Managing Director
DIN: 00742735

Sd/-

(K V SIVADAS)
Director
DIN: 00306727

17th August 2023

FORM NO. AOC.1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.I

1. Name of the subsidiary:	-	R Engineerings (P) Ltd
2. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	Not Applicable
3. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	-	Not Applicable
4. Share capital	-	Rs. 2,32,00,000/-
5. Reserves & surplus	-	Rs. 63,71,989/-
6. Total assets	-	Rs. 17,09,46,003/-
7. Total Liabilities	-	Rs. 17,09,46,003/-
8. Investments	-	Rs. 1,50,00,000/-
9. Turnover	-	Rs. 6,88,35,956/-
10. Profit before taxation	-	Rs. 97,03,165/-
11. Provision for taxation	-	Rs. 33,31,176/-
12. Profit after taxation	-	Rs. 63,71,989/-
13. Proposed Dividend	-	Nil
14. % of shareholding	-	95.13%

Sl. No.II

1. Name of the subsidiary:	-	Onera Tech (P) Ltd
2. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	Not Applicable
3. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	-	Not Applicable
4. Share capital	-	Rs. 1,25,00,000/-
5. Reserves & surplus	-	Rs. (27,30,507/-)
6. Total assets	-	Rs. 1,03,32,979/-
7. Total Liabilities	-	Rs. 1,03,32,979/-
8. Investments	-	Nil
9. Turnover	-	Nil
10. Profit before taxation	-	Rs. (27,30,507/-)
11. Provision for taxation	-	Nil
12. Profit after taxation	-	Rs. (27,30,507/-)
13. Proposed Dividend	-	Nil
14. % of shareholding	-	59.92%

Note:

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year - NIL

Part "B": Associates and Joint Ventures: Not Applicable

Form- AOC-2
Particulars of contracts/arrangements entered into by the company with Related parties
referred to in sub-section (1) of section 188 of the Companies Act, 2013 including
certain arm's length transactions under third proviso thereto:

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

The company has not entered into any arrangement or transactions with related parties which may be treated as a transaction/arrangement not at arm's length basis

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

I. (a)	Name of the related party	Applied Precision Tooling (India) Private Ltd
(b)	Nature of relationship	Director of Applied Precision Tooling (India) Private Ltd Mr. P George Varghese is the "Relative" of Chairman & Managing Director Ms. Pamela Anna Mathew and Ms. Roopa Anna George, Executive Director.
(c)	Nature of contracts / arrangements / transactions	Purchase of Tools, Moulds, Spares and its repair and maintenance
(d)	Duration of the contracts / arrangements / transactions	Until otherwise decided by the Board as per business exigencies.
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Applied Precision Tooling (India) Private Ltd will supply items within the prescribed time and at a mutually agreed rate at competitive and on Arm's length basis as per PO terms. During the year 2022-23 the Company has paid Rs.10,09,844/- to Applied Precision Tooling (India) Private Ltd
(f)	Date of approval by the Board, if any	13-02-2021
(g)	Amount paid as advances, if any	NIL

II. (a)	Name of the related party	Mr. Roshan Koshy Roy
(b)	Nature of relationship	Mr. Roshan Koshy Roy is the "Relative" of Chairman & Managing Director Ms. Pamela Anna Mathew and Ms. Roopa Anna George, Executive Director.
(c)	Nature of contracts / arrangements / transactions	Mr. Roshan Koshy Roy was appointed in the rolls of the Company as General Manager (Marketing & Sales) with effect from January 2023
(d)	Duration of the contracts / arrangements / transactions	Until the date of retirement or otherwise decided by the Management.
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	The remuneration is in the range of Rs.1,50,000/- to 2,00,000/- CTC per month. Ex gratia, Annual Performance Incentive and all other benefits that may be given to other employees from time to time will be extra.
(f)	Date of approval by the Board, if any	24-11-2022
(g)	Amount paid as advances, if any	NIL

On behalf of the Board

Sd/-

(PAMELA ANNA MATHEW)
Chairman & Managing Director
DIN: 00742735

Sd/-

(K V SIVADAS)
Director
DIN: 00306727

17th August 2023

STATEMENT CONTAINING PARTICULARS PURSUANT TO RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT**A. Conservation of Energy:**

- (i) The steps taken that have impact on conservation of energy;

The Company has constantly been emphasizing on optimization of energy consumption in every possible area in its units. Various avenues are being explored at periodic intervals and, after careful analysis and planning, measures are initiated to minimize the consumption of energy by optimum utilization of energy consuming equipment. Energy consumed by equipment and manufacturing processes are directly linked to production levels. The main areas of energy consumption where control is possible are air-conditioning, Pneumatic Compressed air system and lighting.

Electricity is one of the major inputs in the manufacturing process for maintaining the required ambient at 22±2°C and hence conservation of electrical energy is always given utmost importance. The following steps were taken for the conservation of energy:

- a) The Dedicated Underground cabling from Sub-station, Kandanad, commissioned during July 2018 gives significant reduction of power interruptions and associated losses (power availability is increased to more than 90 percent from less than 50 percent earlier), and, thereby, diesel consumption for generators is reduced to bare minimum besides its maintenance and spare part cost.
- b) The Power Factor is maintained continuously between 0.98 and 0.99 at the Electrogiri plant by utilizing a Capacitor Bank and securing an average monthly incentive in excess of Rs. 40,000/- in the electricity bills. The same control and monitoring is exercised in pump house as well as in other plants thereby, the Company is able to save on the cost of electricity consumed.
- c) The activity of changing over to LED lights from old fluorescent tube / CFL lights has completed for more than 97% of the factory building / Premises. Installation of LED tubes supported by an extended stand from the working table itself also initiated to reduce the number of tubes used considerably, besides increasing the lumens available at work spots. This is implemented fully in the newly renovated Assembly plant.
- d) The new chemical introduced (Cinochum in place of Chemox) for the effluent treatment has reduced consumption of water from 200 Ltrs. to 50 Ltrs. per treatment of 5 KL of effluent, in addition to the savings in cost of chemical.
- e) Solar water heaters installed both at Canteen (1000 Ltrs.) and Plating Area (2000 Ltrs.) are giving continued saving in power for the last 4 years.
- f) Old Split Air Conditioners have been replaced with Inverter type ACs. This is a continuing activity until we replace all old ACs.
- g) The increased capacity of Rain Water Harvesting facility (Increased from 2 Lakhs Ltrs. to 26.7 Lakhs Ltrs.) gives saving in power consumption, apart from conservation of water, during rainy seasons due to the non-usage of high capacity water pump used for pumping water from wells.
- h) The Bio-Gas Plant commissioned in 2019, is giving fuel from the food waste, which reduces consumption of cooking gas at Canteen.
- i) 10HP Pump used in pump house has been replaced by submersible pump, thereby, the pumping time could be reduced.
- j) Plant renovation completed for approximately 20000 Sq.ft area in which the following energy conservation measures implemented resulting in substantial energy savings:
 - 1) Installed 3 Energy efficient AHUs with VFD (Variable Frequency Drive) for effective Air conditioning and to reduce consumption of power
 - 2) Closed loop and leak proof PPR piping for Compressed Air distribution
 - 3) Direct drive VFD 400 CFM Compressor which will cater more than 95% efficient Compressed Air
 - 4) False ceiling at reduced height to further strengthen AC effectiveness and also grid LED lighting gives 700 Lumens of uniform light throughout the plant. Increased lighting at selected critical locations are also provided in the table itself with an intention of reducing quantum of lights used.
 - 5) New chiller with VFD, installed which is rated for energy efficiency
 - 6) Insulated roofing sheets used for the new plant reduces transfer of heat energy and thereby improving AC efficiency
 - 7) Ceiling Fans fully eliminated from the assembly plant to eliminate accumulation of dust and also saving in energy.
- k) Installed Vacuum Annealing Furnace which will reduce the power consumption from 144 KW to 65KW.
- l) Insulation jacket provided for all moulding machine heaters, to reduce the heat loss and to improve effectiveness & reduce energy consumption.
- m) Installed demand controller at transformer incomer line to ensure demand between 900 & 1200KVA, as exceeding demand from 1200KVA will attract additional charge of Rs.125/- per unit
- n) Timers provided in Electric Furnace in Fabrication shop and Oven in moulding shop to control heating cycle within specified time limit
- o) Centralised exhaust system provided in Plating shop for the suction of fumes which reduced the power consumption from 30HP to 20HP

The following future projects are planned for conservation of energy:

- 1) Solar Power Plants of 372 KW capacity in Electrogiri plant & 280KW capacity in MIDC, Pune plant.
- 2) Steam-Cooking Plant for the Canteen;
- 3) Automatic Energy monitoring system, for effective online monitoring of each power devices including lighting system.
- 4) Provide insulation for exhaust pipes of oven used in assembly line to reduce heat spreading to AC hall.

O/E/N India Limited

As a result of the continuous efforts as mentioned above and monitoring and controlling the section-wise monthly consumption, the electricity charges have been contained in spite of the increase in the manufacturing activities and increase in tariff by KSEB.

By changing over to the modern Chiller-type A/C plants, the consumption of non-eco-friendly refrigerant used for topping up to compensate for leakage is completely eliminated.

Installation of RO Plant, enabling reuse of the treated plating effluent, reduces energy consumption and helps in preserving water, one of the precious natural resources.

- (ii) The steps taken by the company for utilizing alternate sources of energy;
The company has installed a 11 KW solar plant, obtaining 50 units of electricity per day. Additional installation of 652 KW solar plant is planned for increased utilization of renewable energy.
- (iii) Capital investment on energy conservation equipment: Rs. 66,61,259/-

B. Technology Absorption:

- i) Efforts made towards technology absorption, adaptation and innovation in brief:
The focus on technology absorption, adaptation and innovation include efforts made in new process development; alternate sourcing of imported parts and materials; application of Value Engineering techniques; measures aimed at improving productivity and material utilization through optimised tool design and development of moulds having more cavities; selection of better and more contemporary machinery; improved processes, including process automation and multiple process automation. Lean Manufacturing concepts are being introduced. First step to deploy Six Sigma methodology have also been adopted.
- ii) Benefits derived as a result of the above efforts include product improvement, cost reduction, product development and import substitution. Benefits in different areas are:
 - a) *Product improvement:*
Increased customer satisfaction by ensuring enhanced product reliability; improved performance and capabilities; quality enhancement; superior processes for production; higher rating in quality; etc.
 - b) *Cost reduction:*
Achieved through alternate sourcing; change in material selection; re-design of parts as a part of value engineering; introduction of higher cavity moulds and tools; optimizing strip layout; introduction of process automation; simple and lean methods of production; lower inventory levels; etc.
 - c) *Product development:*
New and contemporary products to enhance product range; better mix of specifications; custom-engineered products; design for automation and improved manufacturing; value-added products; etc.
 - d) *Import substitution:*
Introduction of new products in the market result in foreign exchange savings for the country; in-house development of contemporary technologies result in avoiding payment in foreign exchange for imported technologies; customers benefit by better logistics and shorter lead-times when imports are avoided; lower inventory carrying levels; fulfillment of 'Make in India' objectives; etc.
- iii) Incase of imported technology (imported during the last three years reckoned from the beginning of the financial year)
 - a) The details of technology imported: Nil
 - b) The year of import: Nil
 - c) Whether the technology has been fully absorbed: Not Applicable
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable
- iv) Research and Development (R&D)
The expenditure incurred on Research and Development:

	Rs.
a) Capital Equipment	2,01,18,285
b) Revenue Expenditure	3,19,97,673
Total	5,21,15,958

 - c) Sales of pilot products from R&D during the year 2022-23: Rs. 13.85 lakhs
 - d) Revenue during the year from sale of products developed by R&D during past three years: Rs. 1915.67 lakhs
 - e) Total R&D expenditure as a percentage of total Turnover: 2.22%

C. Foreign Exchange Earnings and outgo:

Particulars with regard to Foreign Exchange earnings and outgo are detailed in the Accounts and hence not separately dealt with.

On behalf of the Board

Sd/-
(PAMELA ANNA MATHEW)
Chairman & Managing Director
DIN: 00742735

Sd/-
(K V SIVADAS)
Director
DIN: 00306727

17th August 2023

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR policy of the Company:

As per the requirement of Section 135 of the Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII (Activities to be included in the CSR Policies), the Company has constituted a CSR Committee at the Board level to monitor the CSR Activities.

The Company understands its responsibility towards society and environment in which it operates, and identified the strategic areas to achieve its corporate and social objectives. The Company has actively supported various initiatives in the areas of health, education and environment over the years. A CSR Policy was also framed detailing Policy statement, Scope of CSR Activities, CSR funds, modalities of execution of each selected project, how to monitor the activities, and various other matters relating to CSR and the policy is available on the Company's website www.oenindia.com. The CSR Policy was aimed at providing more focus and direction to the various activities on CSR being undertaken by the Company mainly through the Charitable Trust, K.A. Mathew Foundation, a Charitable trust having an established track record of more than 30 years in undertaking charitable activities. The projects undertaken by the Company were in the areas of a) Restoration and beautification of city, town, village etc, b) Eradicating hunger, poverty and malnutrition, c) Scholarship/promotion for education, d) Healthcare, e) Public recreation etc. These projects are in accordance with Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

The CSR Committee was constituted by the Board in its meeting held on 27-06-2014 to formulate a CSR policy, recommend the amount of expenditure to be incurred and to monitor the CSR activities of the Company and was reconstituted with three directors Mr. R Ravichandran, Nominee Director as Chairman, Mr. K V Sivadas and Ms. Pamela Anna Mathew, as members.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

CSR Committee:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. R Ravichandran	Nominee Director	1	1
2	Mr. K V Sivadas	Independent Director	1	1
3	Ms. Pamela Anna Mathew	Chairman & MD	1	1

Composition of CSR Committee shared above is available on <https://www.oenindia.com>

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

Not applicable

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

Sl. No	Financial Year	Amount available for set off from preceding financial years (in Rs)	Amount required to be set off for the financial year, if any (in Rs)
1	2022-2023	NIL	NIL

6. Average net profit of the company as per section 135(5) - Rs.17,42,92,293/-
7. (a) Two percent of average net profit of the company as per section 135(5) - Rs. 34,85,845/-
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - NIL
 (c) Amount required to be set off for the financial year, if any - NIL
 (d) Total CSR obligation for the financial year (7a+7b-7c) - Rs. 34,85,845/-
8. (a) CSR amount spent or unspent for the financial year:

Total amount spent for the FY in Rs.	Amount unspent in Rs.				
	Total amount transferred to unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
44,90,597	NIL	NA	NA	NIL	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation- Through Implementing Agency	
				State	District						Name	CSR Reg. No.
1	Construction of Old age home	Setting up of old age home	Yes	Kerala	Ernakulam	3 years	34,94,097	34,94,097	-	Yes		

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

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes No).	Location of the project		Amount spent in the current financial Year (in Rs.)	Mode of Implementation Direct- (Yes/No)	Mode of Implementation- Through Implementing Agency	
				State	District			Name	CSR Reg. No.
1	Pain & Palliative Care	Healthcare	Yes	Kerala	Ernakulam	4,80,000	No	K A Mathew Foundation	CSR00007182
2	Medical aid for treatment of various diseases	Healthcare	Yes	Kerala	Ernakulam	2,64,000	No	K A Mathew Foundation	CSR00007182
3	For purchasing medicines for inmates of Charitable society	Healthcare	Yes	Kerala	Ernakulam	1,11,000	No	K A Mathew Foundation	CSR00007182
4	Rural Development	Rural Development	Yes	Kerala	Ernakulam	1,24,500	Yes	Self	
5	For Purchasing articles for inmates of Charitable Society	Healthcare	Yes	Kerala	Ernakulam	17,000	Yes	Self	

O/E/N India Limited

- (d) Amount spent in Administrative Overheads - NIL
(e) Amount spent on Impact Assessment, if applicable - NA
(f) Total amount spent for the Financial Year
(8b+8c+8d+8e) - Rs.44,90,597/-
(g) Excess amount for set off, if any - Rs.10,04,752/-

Sl. No.	Particulars	Amount (in Rs.)
i	Two percent of average net profit of the company as per section 135(5)	34,85,845/-
ii	Total amount spent for the Financial Year	44,90,597/-
iii	Excess amount spent for the financial year [(ii)-(i)]	10,04,752/-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	10,04,752/-

9. (a) Details of Unspent CSR amount for the preceding three financial years: **NIL**
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **34,94,097**
10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : Not applicable**
- (a) Date of creation or acquisition of the capital asset(s).
(b) Amount of CSR spent for creation or acquisition of capital asset
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc
(d) Provide details of the capital asset(s) created or acquired
(including complete address and location of the capital asset).
11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : Not applicable**

On behalf of the Board

Sd/-

(PAMELA ANNA MATHEW)
Chairman & Managing Director
DIN: 00742735

Sd/-

(R PRASANTH RAGHUNATHAN)
Director
DIN: 02113647

17th August 2023

Independent Auditors' Report

The Members,
O/E/N INDIA LIMITED
Kochi - 682 019

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of O/E/N India Limited (hereinafter referred to as "the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report thereon (Other Information)

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexure to Director's Report but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows

of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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 Companies Act, 2013, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial control over financial reporting 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 operating effectiveness of the Company's internal financial control over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No.2.9.1, 2.9.2 & 2.31(a) to the Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring any amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note No.2.34 to the standalone financial statements, 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, as disclosed in the Note No.2.34 to the standalone financial statements, 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 performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) As stated in Note 2.2.2 of the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only with effect from April 1, 2023, and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Kochi - 682 019
Date : 17th August 2023

For VARMA & VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNT7545

ANNEXURE - A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF O/E/N INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

1. a) i. According to the information and explanations given to us and the records of the Company examined by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

ii. According to the information and explanations given to us and the records of the Company examined by us, the Company has maintained proper records showing full particulars of intangible assets.
- b) According to the information and explanations given to us and records of the Company examined by us the Company has conducted physical verification of its Property, Plant and Equipment at the end of the year which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the records of the Company examined by us and confirmation from financial lender in respect of title deeds/lease deeds deposited with them, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- d) According to the information and explanations given to us and the records of the Company examined by us, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and hence the reporting requirement under clause (i)(d) of paragraph 3 of the Order is not applicable at this stage.
- e) According to the information and explanations given to us and the records of the Company examined by us, there are no proceedings initiated or pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. a) The inventory has been physically verified by the management at the end of the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

b) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not availed working capital facilities from banks or financial institutions during the year and hence the reporting requirement under clause (ii)(b) of paragraph 3 of the Order is not applicable to the Company.
3. The company has not provided any guarantees or security or granted any loans or advances in the nature of loans secured or unsecured to companies, firms, limited liability partnership during the year. The company has granted unsecured loans to employees and made investment in companies and mutual funds during the year. According to the information and explanations given to us and based on the records of the company examined by us:

- a)
- A) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to subsidiaries, joint ventures and associates during the year and hence reporting under clause (iii)(a)(A) of paragraph 3 of the Order is not applicable.
- B) The company has granted unsecured loan to employees during the year amounting to Rs.31.80 lakhs and the balance outstanding at the balance sheet date for employee loans amounts to Rs.80.02 lakhs. The company has not stood guarantees or provided security to parties other than subsidiaries, joint ventures, and associates.
- 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. The company has not provided any guarantee or given any security during the year to any company, firm, limited liability partnership or other parties.
- c) In respect of loans granted by the Company to its employees, the schedule of repayment of principal and interest has been stipulated and the repayment of principal and interest amounts have generally been regular as per stipulation.
- d) In respect of employee loans granted by the Company, there are no material amounts overdue for more than ninety days as per books of account as at the balance sheet date.
- 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 overdue of existing loans given to the same parties. Hence, reporting under clause (iii)(e) of paragraph 3 of the Order is not applicable.
- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) of paragraph 3 of the Order is not applicable.
4. According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made during the year. The company has not granted any loans or given any security or guarantee for which provisions of section 185 and 186 of the Act are applicable.
5. According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not accepted any deposits from the public hence the reporting requirement under clause (v) of paragraph 3 of the Order is not applicable to the Company.
6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. a) As per the information and explanations furnished to us and according to our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable to the Company to the appropriate authorities during the year. According to the information and explanations given to us and the records of the Company examined by us, there are no arrears of undisputed statutory dues outstanding as on the last day of the financial year for a period of more than six months from the date on which they become payable.

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b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues referred to in sub-clause (a) that have not been deposited on account of any dispute as at March 31, 2023 are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in Lakhs)	Period to which the amount relates (Financial year)	Forum where the dispute is pending
The Customs Act, 1962	Customs Duty	225.07	From 1974-75 to 1995-96	Customs, Excise and Service Tax Appellate Tribunal
		0.61	2010-11	
The Central Sales Tax Act, 1956	Sales Tax	1.98	1990-91 & 1991-92	Kerala Value Added Tax/ Agricultural Income Tax and Sales Tax Appellate Tribunal
		99.80	2017-18	Joint Commissioner (Appeals), Kerala State Goods and Service Tax Department
The Kerala General Sales Tax Act, 1963	Sales Tax	1.56	1990-91 & 1991-92	Kerala Value Added Tax/ Agricultural Income Tax and Sales Tax Appellate Tribunal
The Kerala Value Added Tax Act, 2003	Value Added Tax	4.02	2010-11	Kerala Value Added Tax/ Agricultural Income Tax and Sales Tax Appellate Tribunal
Income-Tax Act, 1961	Income Tax	3.18 (Net of Rs.3.5 Lakhs paid under protest)	2010-11	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	26.18 (Net of Rs.9.83 Lakhs paid under protest)	2011-12	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	5.37 (Net of Rs.0.95 Lakhs paid under protest)	2012-13	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	17.22	2013-14	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	149.14	2015-16	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	253.96	2016-17	Commissioner of Income Tax (Appeals)
Income-Tax Act, 1961	Income Tax	20.64	2017-18	Commissioner of Income Tax (Appeals)

O/E/N India Limited

8. According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. According to the information and explanations given to us and on the basis of the records of the Company examined by us:
 - a) The Company has not defaulted in repayment of loan or other borrowing or in payment of interest to any lender.
 - b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c) The Company has utilized the money obtained by way of term loan during the year for the purpose for which it was obtained.
 - d) The company has not raised funds on short-term basis and hence reporting requirement under clause (ix)(d) of paragraph 3 of the Order is not applicable to the Company.
 - e) The Company has not taken any funds from any entity or person to meet the obligations of its subsidiaries. The company does not hold any investment in any joint ventures or associates during the year ended March 31, 2023.
 - f) The Company has not raised loans during the year on pledge of securities held in its subsidiaries. The company does not hold any investment in any joint ventures or associates during the year ended March 31, 2023.
10.
 - a) According to the information and explanations given to us and the records of the Company examined by us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and hence the reporting requirement under the clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
 - b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year and hence, the reporting requirement under clause (x)(b) of paragraph 3 of the Order is not applicable to the Company.
11.
 - a) During the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company, noticed or reported during the year, nor have been informed of such case by the Management.
 - b) No report under Section 143(12) of the Act has been filed in Form ADT-4 regarding any frauds, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c) According to the information and explanations given to us and the records of the Company examined by us, there are no whistle-blower complaints received by the Company during the year.
12. The company is not a Nidhi Company, and hence the reporting requirement under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
13. According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in Note No.2.30 to the standalone financial statements as required by the applicable Accounting Standards.
14.
 - a) The Company has an internal audit system, which, in our opinion is commensurate with the size and nature of its business.
 - b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors. Hence, the reporting requirement under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
16.
 - a) According to the information and explanations given to us and the records of the Company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause (xvi)(a) of paragraph 3 of the Order is not applicable.

- b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Hence, the reporting requirement under clause (xvi)(b) of paragraph 3 of the Order is not applicable to the Company.
- c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the reporting requirement under clause (xvi) (c) of paragraph 3 of the Order is not applicable to the Company.
- d) According to the information and explanations given to us, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, the reporting requirement under clause (xvi)(d) of paragraph 3 of the Order is not applicable to the Company.
17. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year and hence the reporting requirement under clause (xviii) of paragraph 3 of the Order is not applicable to the Company.
19. According to the information and explanations given to us and the records of the Company examined by us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets, payment of financial liabilities and 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.
20. a) According to the information and explanations given to us and the records of the Company examined by us, there are no unspent amount towards Corporate Social Responsibility (CSR) in respect of other than ongoing projects requiring a transfer to the Fund specified in Schedule VII to the Act in compliance with second proviso to Section 135(5) of the said Act. Hence, the reporting requirements under clause (xx)(a) of paragraph 3 of the Order is not applicable to the Company.
- b) In respect of ongoing projects the company during the previous financial year has transferred the amount required to be contributed during the year to a trust through which an ongoing Corporate Social Responsibility (CSR) project has been identified for implementation under sub-section (5) of section 135 of the Companies Act 2013; and there are no unspent amounts towards such projects requiring to be transferred by the company to the special account in compliance with sub section (6) of Section 135 of the said Act. Based on confirmation received by us, amounts unspent by the aforesaid implementing agency have been transferred to a special bank account with minor delays.
- There are no unspent amounts towards ongoing projects during the year requiring a transfer to the special account in compliance with sub section (6) of Section 135 of the said Act.
21. The reporting under clause (xxi) of paragraph 3 of the Order is not applicable in respect of audit of standalone financial statements of the company. Accordingly, no comment has been included in respect of said clause under this report.

Kochi - 682 019
Date : 17th August 2023

For VARMA & VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNT7545

ANNEXURE - B REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF O/E/N INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

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 control with reference to these standalone financial statements of O/E/N India Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial control with reference to these standalone financial statements included obtaining an understanding of internal financial control with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control with reference to these standalone financial statements.

Meaning of Internal Financial Control with Reference to Standalone Financial Statements

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

Inherent Limitations of Internal Financial Control with Reference to Standalone Financial Statements

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

Opinion

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

Kochi - 682 019
Date : 17th August 2023

For VARMA & VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNT7545

Standalone Balance Sheet as at 31st March, 2023

Particulars	Note No.	As at 31.03.2023	(Rs. in Lakhs) As at 31.03.2022
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
a. Share Capital	2.1	509.93	509.93
b. Reserves and Surplus	2.2	19,967.27	17,569.24
2 Non-current Liabilities			
a. Long Term Borrowings	2.3	261.58	33.77
b. Deferred Tax Liabilities (Net)	2.4	542.08	606.24
c. Long Term Provisions	2.5	213.88	154.41
3 Current Liabilities			
a. Short Term Borrowings	2.6	-	250.00
b. Trade Payables	2.7		
(1) Total outstanding dues of Micro Enterprises and Small Enterprises [Refer Note 2.7.1]		90.78	54.79
(2) Total outstanding dues of creditors other than Micro Enterprises and small enterprises		2,046.38	1,784.66
c. Other Current Liabilities	2.8	676.86	250.01
d. Short Term Provisions	2.9	958.66	898.44
		25,267.42	22,111.49
II. ASSETS			
1 Non-current Assets			
a. Property, Plant & Equipment and Intangible assets	2.10		
i. Property, Plant and Equipment		11,254.50	7,742.56
ii. Intangible Assets		63.84	94.12
iii. Capital Work-in-Progress		825.45	837.62
iv. Intangible Assets under Development		-	7.20
b. Non Current Investments	2.11	348.08	2,156.47
c. Long Term Loans and Advances	2.12	541.74	539.22
d. Other Non Current Assets	2.13	367.20	336.59
2 Current Assets			
a. Current Investments	2.14	2,186.21	-
b. Inventories	2.15	4,016.71	3,666.35
c. Trade Receivables	2.16	4,647.47	4,437.44
d. Cash and Cash Equivalents	2.17	448.40	1,852.97
e. Short Term Loans and Advances	2.18	537.41	404.16
f. Other Current Assets	2.19	30.41	36.79
		25,267.42	22,111.49

Significant Accounting Policies and Notes on Accounts 1&2
The accompanying notes are an integral part of the financial statements.

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Standalone Statement of Profit and Loss for the year ended 31st March, 2023

Particulars	Note No.	For the year ended 31.03.2023	(Rs. in Lakhs) For the year ended 31.03.2022
I. Revenue from Operations	2.20	24,953.41	18,668.90
II. Other Income	2.21	559.24	728.87
III. Total Income		25,512.65	19,397.77
IV. Expenses:			
a. Cost of materials consumed	2.22	12,468.17	9,677.17
b. Purchases of Stock-in-trade		312.28	350.13
c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.23	105.65	(211.36)
d. Employee benefits expense	2.24	5,372.13	4,406.08
e. Finance costs	2.25	9.09	36.03
f. Depreciation and amortisation expense	2.10	953.25	833.07
g. Other Expenses	2.26	3,267.75	2,794.41
		22,488.32	17,885.53
Less: Expenditure allocated to capital jobs [Refer Note 2.10.4 (b)]		133.07	127.86
Total Expenses		22,355.25	17,757.67
V. Profit Before Tax (III - IV)		3,157.40	1,640.10
VI. Tax expense:			
a. Current Tax		732.00	365.00
b. Tax for earlier years		15.04	10.24
c. Deferred Tax		(64.16)	25.50
VII. Profit for the year (V - VI)		2,474.52	1,239.36
VIII. Earnings Per Equity Share:			
Nominal value of share Rs.10/- (Rs.10/-)	2.27		
Basic & Diluted (Rupees)		48.53	24.30
Significant Accounting Policies and Notes on Accounts	1&2		

The accompanying notes are an integral part of the financial statements.

As per our separate report of even date attached

For VARMA AND VARMA
(FRN:004532S)

Sd/-

(VIJAY NARAYAN GOVIND)

Partner

CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019

Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]

K.V. SIVADAS Sd/-
Director [DIN : 00306727]

SAJU VARGHESE Sd/-
Vice President - Finance

NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023

PARTICULARS	For the year ended 31.03.2023	(Rs. in Lakhs) For the year ended 31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	3,157.40	1,640.10
Adjustments for :		
Depreciation & Amortisation Expense	953.25	833.07
Interest Income	(70.77)	(136.93)
(Profit)/Loss on Sale of Assets	(3.89)	(5.95)
(Profit)/Loss on Sale of Investments	(28.11)	(117.15)
Income from Partnership Firm	(301.65)	(293.56)
Irrecoverable Debts written off (Net)	36.48	1.76
Loss on Scrapped Assets written off	11.73	-
Finance costs	9.09	36.03
Unrealised (Gain)/Loss on foreign exchange restatement	0.17	(4.46)
Sundry balances Written Back	(1.95)	(0.11)
Operating profit before working capital changes	3,761.75	1,952.80
<i>Adjustments for working capital changes:</i>		
(Increase) / Decrease in Trade and other receivables	(415.07)	90.11
(Increase) / Decrease in Inventories	(350.36)	(817.78)
Increase / (Decrease) in Trade Payables and other liabilities	640.65	(185.01)
Cash generated from operations	3,636.97	1,040.12
Direct Taxes (paid) / Refund Received	(854.01)	(376.17)
Net cash from/(used) in Operating Activities	2,782.96	663.95
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant & Equipment	(4,131.63)	(1,756.59)
Adjustments to Capital Work in Progress and Intangible Assets under Development	19.36	(706.48)
Sale of Fixed Assets	9.82	19.91
Purchase of Investments	(2,523.53)	-
Income from Partnership Firm	301.64	293.56
Sale of Investments	34.95	510.75
Drawings from / (Investments in) Partnership Firm (Net)	2,138.88	138.44
Interest received	70.77	136.93
Net cash from/(used) in Investing Activities	(4,079.74)	(1,363.48)

O/E/N India Limited

C. CASH FLOW FROM FINANCING ACTIVITIES:

Proceeds from / (Repayment of) Long-Term Borrowings	(22.19)	(253.11)
Interest paid on Long-Term Borrowings	(9.09)	(36.04)
Dividends paid	(76.49)	(76.49)
Unclaimed Dividend transferred to Investor Education & Protection Fund	(0.03)	(0.25)
Net cash from/(used) in Financing Activities	(107.79)	(365.89)

SUMMARY

Net cash from/(used) in Operating Activities	2,782.96	663.95
Net cash from/(used) in Investing Activities	(4,079.74)	(1,363.48)
Net cash from/(used) in Financing Activities	(107.79)	(365.89)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(1,404.57)	(1,065.42)
Cash & Cash Equivalents at the beginning of the year	1,852.97	2,918.39
Cash & Cash Equivalents at the end of the year	448.40	1,852.97
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS DURING THE YEAR	(1,404.57)	(1,065.42)

- Note : 1) Cash and cash equivalents at the end of the year includes Rs.2.92 Lakhs (Rs.2.94 Lakhs) deposited in unclaimed dividend account which is earmarked for payment of dividend.
- 2) Balance with banks in Deposit Accounts include Rs.223.30 Lakhs (Rs.1406.84 Lakhs) having maturity period of less than 12 months as at the year end and Rs.Nil (Rs.Nil) having a maturity period of more than 12 months as at the year end, but available for use if needed within twelve months.
- 3) The cash flow statement has been prepared under indirect method, as per the Accounting Standard 3 Cash Flow Statements.

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Significant accounting policies and Notes on accounts for the Standalone Financial Statement for the financial year ended 31st March, 2023

1. Significant Accounting Policies

a. Basis of Accounting

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

b. Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

c. Revenue Recognition

- a) Sales are recognised on transfer of title of goods to the customers.
- b) Income from services are recognised under the Completed Service Contract Method.
- c) Export incentives are recognised on exports on accrual basis, based on the estimated realisable value of such entitlements.
- d) Interest and share of profit/ loss from a firm in which the company is a partner is recognized based on the financial statements of the firm for the year ending on the date of the Balance Sheet.
- e) Other incomes are recognised on accrual basis except when there are significant uncertainties.

d. Property, Plant and Equipment

Property, Plant and Equipments are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price, (inclusive of import duties and non – refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost of assets not ready for use as at the Balance Sheet date are disclosed under Capital Work-In-Progress.

e. Intangible Assets

Intangible Assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

f. Depreciation/Amortisation

1. Depreciation is provided:
 - a) On buildings, plant and machinery (other than items specified in (b) below) on Straight Line Method over the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review by the management at the year-end. Tools costing below Rs.50,000/- are depreciated at 100%, on the basis of technical evaluation by the management.
 - b) On other assets (including vehicle, furniture, fixtures and equipments) under Written Down Value method over the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review by the management at the year-end.
2. Costs of Software is treated as intangible asset and is amortised over a period of five years.
3. Value of Leasehold Land is depreciated (amortised) over the period of lease.

g. Investments

Long Term Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for. Current Investments are carried at lower of cost and fair value as on the date of the Balance Sheet.

h. Inventories

Inventories are valued at lower of cost computed as stated below or estimated net realisable value.

- a) Cost of bought out materials and trading items on Weighted Average Method.
- b) Cost of finished goods, manufactured components and semi-finished goods includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- c) Cost of scrap is valued at the latest realisable value.

The net realisable value of bought out inventories is taken at their current replacement value.

i. Research & Development

Capital expenditure on Research & Development is capitalized as fixed assets and depreciated in accordance with the depreciation policy of the company. The revenue expenditure on Research & Development is charged to the Statement of Profit and Loss in the year in which it is incurred.

j. Employee Benefits

i. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service.

ii. Defined Contribution Plans

The company has defined contribution plans for employees comprising of Provident Fund, Superannuation Fund, Employee's State Insurance and other Employee Welfare Funds. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year.

iii. Defined Benefit Plans

Payment of Gratuity to employees is covered by the O/E/N Gratuity Trust Scheme based on the Group Gratuity cum Assurance Scheme of the LIC of India, which is a defined benefit scheme and the company makes contributions under the said scheme. The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted annually using the Projected Unit Credit Method, as adjusted for unrecognised past services cost if any and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Statement of Profit & Loss for the period in which they occur.

iv. Long Term Employee Benefits

Compensated Absences:

The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an independent actuarial valuation carried out at the end of the year, using the Projected Unit Credit Method. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur.

v. Termination Benefits

Termination benefits are recognized in the Statement of Profit and Loss for the period in which the same accrue.

k. Taxes on Income

Income Tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which include Current Taxes and Deferred Taxes. Provision for Current Tax is made in accordance with the provisions of The Income Tax Act, 1961. Deferred Tax assets / liabilities representing timing differences between accounting income and taxable income are recognized to the extent considered capable of being reversed in subsequent years by applying tax rate substantively enacted as at the end of the year. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except for Deferred Tax Assets arising due to unabsorbed depreciation and losses. Deferred tax in respect of timing differences which originate and reverse during the tax exemption period are not recognized to the extent the gross total income is subject to the deduction during the tax exemption period.

l. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the year-end. The exchange gain/loss arising during the year are adjusted to the Statement of Profit and Loss. Non-monetary items outstanding at the Balance Sheet date are reported using the exchange rate prevailing on the date of each transaction.

m. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognized as expenditure for the period in which they are incurred.

n. Earnings Per Share

Basic / diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares / dilutive potential equity shares outstanding as at the end of the year as the case may be.

o. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

p. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent Assets are neither recognized nor disclosed in the accounts.

q. Leases

Where company is the lessee

Leases, where the lessor effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Lease payments for assets taken on operating lease are recognised as an expense in the statement of profit and loss as per the lease terms.

Where company is the lessor

Assets representing lease arrangements given under operating leases are included in Property, Plant and Equipment. Lease income is recognised in the statement of profit and loss on accrual basis.

2. Notes on Accounts

2.1 Share Capital

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Authorized:		
10,000,000 (10,000,000) Equity Shares of Rs.10/- each	1,000.00	1,000.00
Issued, Subscribed and fully paid:		
5,099,260 (5,099,260) Equity Shares of Rs.10/- each	509.93	509.93
Total	509.93	509.93

2.1.1 Reconciliation of shares at the beginning and at the end of the financial year

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of shares	(Rs. in Lakhs)	Number of shares	(Rs. in Lakhs)
No. of shares as at the beginning of the financial year	5,099,260	509.93	5,099,260	509.93
Add: Number of shares issued during the year	-	-	-	-
No. of shares as at the end of the financial year	5,099,260	509.93	5,099,260	509.93

2.1.2 Shares held by promoters at the end of the financial year

Sl. No.	Name of the Promoter	As at 31.03.2023		As at 31.03.2022		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Ms. Pamela Anna Mathew	2,546,786	49.94	2,546,786	49.94	Nil

Note: Details of promoters as per MGT-7 filed by the company

2.1.3 Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. 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 amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.1.4 Particulars of Shareholders holding more than 5% share in the Company

Particulars	As at 31.03.2023		As at 31.03.2022	
	%	No. of shares	%	No. of shares
Ms. Pamela Anna Mathew	49.94	2,546,786	49.94	2,546,786
M/s. Kerala State Industrial Development Corporation Ltd.	25.00	1,274,607	25.00	1,274,607

2.2 Reserves and Surplus

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Capital Reserve	0.65	0.65
Capital Redemption Reserve	36.03	36.03
General Reserve		
Opening Balance	17,279.87	16,079.87
Add: Transfer from Surplus for the year	2,000.00	1,200.00
Closing Balance	19,279.87	17,279.87
Surplus		
Opening Balance	252.69	289.82
Net Profit for the period	2,474.52	1,239.36
Amount available for Appropriation	2,727.21	1,529.18
Less: Appropriations		
Transfer to General Reserve	2,000.00	1,200.00
Final Dividend [Refer Note 2.2.1]	76.49	76.49
Closing Balance	650.72	252.69
Total	19,967.27	17,569.24

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2.2.1 Represents final dividend for financial year 2021-22, declared and paid during the financial year 2022-23.

2.2.2 The Board of Directors of the company has proposed final dividend of Rs.1.50 per share for the financial year 2022-23, which is subject to approval by the shareholders at the ensuing Annual General Meeting and hence not included to the appropriation for the financial year 2022-23.

2.3 Long-Term Borrowings

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Term Loan - Secured		
- From Banks		
- The South Indian Bank Limited	261.58	-
- From other parties		
- M/s Kerala State Industrial Development Corporation Ltd.	-	33.77
Total	261.58	33.77

2.3.1 Terms of repayment and security of the Term Loan :

Name of the Lender	Security	Repayment Terms
The South Indian Bank Limited	Equitable mortgage on land measuring 20,000 sq.mt. of Maharashtra Development Corporation leased to O/E/N India Limited with factory building and plant and machineries at MIDC Pune. First charge on 5 acres of land at Puthencruz Panchayat, Ernakulam Kerala.	The loan is repayable in 72 months commencing after a moratorium period of 12 months. The interest rate is linked to RBI REPO rate and is 8.55% as on 31.03.2023

2.3.2 The term loan with Kerala State Industrial Development Corporation Ltd is closed during the year

2.3.3 Current maturities of Long-Term borrowings are disclosed under the head Short Term Borrowings [Refer Note 2.6 below]

2.4 Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
A. Deferred Tax Liability		
On excess of net book value over Income Tax Written Down Value of Property, Plant & Equipment	674.62	730.52
B. Deferred Tax Assets		
On Provisions/other disallowances	132.54	124.28
Deferred Tax Liabilities (Net) (A-B)	542.08	606.24

2.5 Long-Term Provisions

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Provision for Employee Benefits [Refer Note 2.9.1 and 2.28.b & c]	213.88	154.41
Total	213.88	154.41

2.6 Short Term Borrowings

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Current Maturities of Long Term Borrowings	-	250.00
Total	-	250.00

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2.7 Trade Payables

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Trade Payables:		
(1) Total outstanding dues of Micro Enterprises and Small Enterprises [Refer Note 2.7.1]	90.78	54.79
(2) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,046.38	1,784.66
Total	2,137.16	1,839.45

2.7.1 Company had sought confirmation from the vendors whether they fall in the category of Micro or Small Enterprises. Based on the information available, the required disclosure for Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 is given below:

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
a) Principal Amount due and remaining unpaid as at the year end	90.78	54.79
b) Interest due thereon and remaining unpaid as at the year end	-	-
c) Interest paid by the Company in terms of Section 16 of Micro, Small & Medium Enterprises Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) Interest accrued and remaining unpaid as at the year end	-	-
f) Further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

2.7.2 Ageing of Trade Payables

(Rs. in Lakhs)

Particulars	Unbilled Dues	Outstanding for following periods from the due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	- (-)	90.78 (54.79)	- (-)	- (-)	- (-)	- (-)	90.78 (54.79)
(ii) Others	19.77 (10.88)	1707.14 (1,080.35)	296.26 (671.20)	2.51 (0.87)	- (1.42)	20.70 (19.94)	2,046.38 (1,784.66)
(iii) Disputed dues - MSME	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
(iv) Disputed dues - Others	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Total	19.77	1,797.92	296.26	2.51	-	20.70	2,137.16
Previous Year	(10.88)	(1,135.14)	(671.20)	(0.87)	(1.42)	(19.94)	(1,839.45)

2.8 Other Current Liabilities

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Unpaid Dividend [Refer Note 2.17.1]	2.92	2.94
Other Payables		
- Statutory Dues	207.43	108.75
- Other Dues	16.97	15.77
- Security Deposit	0.65	1.65
- Advance from Customers	25.19	8.62
- Creditors for Capital Goods	423.70	112.28
Total	676.86	250.01

2.9 Short-Term Provisions

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Provision for employee benefits [Refer Note 2.9.1 and 2.28.b&c]	368.26	197.29
Others		
- Income Tax (Net)	356.28	463.23
- Other taxes [Refer Note 2.9.2]	234.12	237.92
Total	958.66	898.44

2.9.1 Provision for employee benefits:

(Rs. in Lakhs)

Nature of Provision	Balance as at 01.04.2022	Additional Provision during the year	Amounts used/ charged during the year	Unused amounts reversed	Balance as at 31.03.2023
a) Provision for employee benefits (See Note Below)	130.00 (130.00)	- (-)	- (-)	- (-)	130.00 (130.00)
Total	130.00	(-)	-	-	130.00
Previous Year	(130.00)	(-)	(-)	(-)	(130.00)

Note :

The company discontinued its operations at the Peenya Unit, Bangalore with effect from 10th November 2017 and the said unit does not constitute a separate major line of business or geographical area of operations of the company. The plant & machinery at the unit has been substantially transferred to the Electrogiri Unit, Kerala and the company is exploring possibilities to utilise the land and factory building for alternate business purpose. Further, as a matter of abundant caution, based on the estimate of the management, the company is carrying a provision, towards claims raised by the employees during earlier years, not accepted by the company which is pending before the appellate authority.

2.9.2 Details of Provisions towards other taxes

(Rs. in Lakhs)

Nature of Provision	Balance as at 01.04.2022	Additional Provision/adjustments during the year	Amounts used/ charged during the year	Unused amounts reversed (See Note iii)	Balance as at 31.03.2023
a) Customs Duty (See Note i)	225.68 (225.68)	- (-)	- (-)	- (-)	225.68 (225.68)
b) Sales Tax including Value Added Tax (See Note ii)	12.24 (13.86)	0.87 (-)	- (-)	4.67 (1.62)	8.44 (12.24)
Total	237.92	0.87	-	4.67	234.12
Previous Year	(239.54)	(-)	(-)	(1.62)	(237.92)

Note :

- i Rs.225.07 Lakhs (Rs.225.07 Lakhs) being demands towards customs duty on import of materials relating to earlier years. The Hon'ble Supreme Court of India had set aside the order and restored the appeal to Customs Excise and Service Tax Appellate Tribunal (CESTAT) for fresh disposal according to law which is pending. The company has maintained the provision already made in the accounts in respect of the said sums. This amount also includes other demands raised by customs authorities Rs.0.61 Lakh (Rs.0.61 Lakh) which have also been disputed by the company in respect of which provision has been made as a matter of prudence.
- ii Sales Tax authorities have raised demands aggregating to Rs.8.44 Lakhs (Rs.12.24 Lakhs) which have been disputed by the company before various appellate authorities. Though the company is hopeful of favourable decisions, provision has been created in the accounts as a matter of abundant caution.
- iii Unused amounts reversed represents the amount written back in respect of the disputes, on the basis of favourable appellate order received by the company.

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2.10 Property, Plant & Equipment and Intangible Assets

(Rs. in Lakhs)

Description	Gross Block (At cost)			Accumulated Depreciation			Net Block			
	As at 31-03-2022	Additions/ Transfers	Sales/ Adjustments	As at 31-03-2023	As at 31-03-2022	For the Year	Sales/ Adjustments	As at 31-03-2023	As at 31-03-2023	As at 31-03-2022
(i) Property, Plant & Equipment										
Land & Development	90.75 (90.75)	- (-)	- (-)	90.75 (90.75)	- (-)	- (-)	- (-)	- (-)	90.75 (90.75)	90.75 (90.75)
Leasehold Land	723.96 (723.96)	- (-)	- (-)	723.96 (723.96)	69.12 (61.48)	7.64 (7.64)	- (-)	76.76 (69.12)	647.20 (654.84)	654.84 (662.48)
Buildings	2,372.50 (2,372.50)	2,603.09 (-)	- (-)	4,975.59 (2,372.50)	804.59 (729.04)	79.25 (75.55)	- (-)	883.84 (804.59)	4,091.75 (1,567.91)	1,567.91 (1,643.46)
Plant & Equipment	12,261.50 (10,962.66)	1,769.19 (1,364.13)	168.36 (65.29)	13,862.33 (12,261.50)	6,991.79 (6,379.86)	765.01 (664.76)	159.98 (52.83)	7,596.82 (6,991.79)	6,265.51 (5,269.71)	5,269.71 (4,582.80)
Furniture & Fixtures	222.25 (218.89)	4.87 (3.36)	- (-)	227.12 (222.25)	199.03 (192.86)	5.38 (6.17)	- (-)	204.41 (199.03)	22.71 (23.22)	23.22 (26.03)
Motor Vehicles	159.77 (131.17)	27.21 (66.73)	21.87 (38.13)	165.11 (159.77)	82.03 (105.01)	27.23 (13.71)	20.90 (36.69)	88.36 (82.03)	76.75 (77.74)	77.74 (26.16)
Office Equipment	508.76 (485.13)	37.54 (26.04)	170.93 (2.41)	375.37 (508.76)	450.37 (424.57)	28.51 (28.15)	163.34 (2.35)	315.54 (450.37)	59.83 (58.39)	58.39 (60.56)
TOTAL	16,339.49	4,441.90	361.16	20,420.23	8,596.93	913.02	344.22	9,165.73	11,254.50	7,742.56
Previous Year	(14,985.06)	(1,460.26)	(105.83)	(16,339.49)	(7,892.82)	(795.98)	(91.87)	(8,596.93)	(7,742.56)	(7,092.24)
(ii) Intangible Assets										
Software	342.83 (329.69)	10.66 (13.14)	112.43 (-)	241.06 (342.83)	248.71 (211.62)	40.23 (37.09)	111.72 (-)	177.22 (248.71)	63.84 (94.12)	94.12 (118.07)
TOTAL	342.83	10.66	112.43	241.06	248.71	40.23	111.72	177.22	63.84	94.12
Previous Year	(329.69)	(13.14)	(-)	(342.83)	(211.62)	(37.09)	(-)	(248.71)	(94.12)	(118.07)
GRAND TOTAL	16,682.32	4,452.56	473.59	20,661.29	8,845.64	953.25	455.94	9,342.95	11,318.34	7,836.68
Previous Year	(15,314.75)	(1,473.40)	(105.83)	(16,682.32)	(8,104.44)	(833.07)	(91.87)	(8,845.64)	(7,836.68)	(7,210.31)

2.10.1 Details of Capital Expenditure on Research and Development [Refer Note 2.26.3.B]

Particulars	2022-23 (Rs. in Lakhs)	2021-22 (Rs. in Lakhs)
Capital Equipments	201.18	31.19
Total	201.18	31.19

2.10.2 Capital Commitments:

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advance)	492.98	2,814.27
Total	492.98	2,814.27

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2.10.3 Capital Work in Progress

(Rs. in Lakhs)

Nature of Work	Opening Balance	Additions	Capitalised/Adjusted during the year	Closing Balance
(i) Building under Construction	382.97 (-)	2,366.49 (382.97)	2,571.42 (-)	178.04 (382.97)
(ii) Plant and Machinery under Construction	66.07 (-)	884.33 (66.07)	697.36 (-)	253.04 (66.07)
(iii) Asset Under Erection	95.93 (2.70)	38.61 (96.64)	95.09 (3.41)	39.45 (95.93)
(iv) Tools/Assets under Construction [Refer Note 2.10.4]	292.65 (130.43)	659.37 (536.11)	597.10 (373.89)	354.92 (292.65)
Total	837.62	3,948.80	3,960.97	825.45
Previous Year	(133.13)	(1,081.79)	(377.30)	(837.62)

2.10.4 Capital Work in Progress

Additions to tools / assets under construction incurred during the year includes:

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
(a) Cost of materials consumed	526.30	408.25
(b) Other expenditure allocated	133.07	127.86
Total	659.37	536.11

2.10.5 CWIP Ageing

(Rs. in Lakhs)

Particulars	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	682.37 (821.13)	143.08 (15.21)	- (1.28)	- (-)	825.45 (837.62)
Projects temporarily suspended	- (-)	- (-)	- (-)	- (-)	- (-)
Total	682.37	143.08	-	-	825.45
Previous Year	(821.13)	(15.21)	(1.28)	(-)	(837.62)

2.10.6 There are no projects in Capital Work in progress that has exceeded its expected date of completion / cost.

2.10.7 Intangible Assets under Development

(Rs. in Lakhs)

Nature of Work	Opening Balance	Additions	Capitalised/transferred during the year	Closing Balance
(i) Computer Software	7.20 (5.20)	- (2.00)	7.20 (-)	- (7.20)
Total	7.20	-	7.20	-
Previous Year	(5.20)	(2.00)	(-)	(7.20)

2.10.8 Ageing of Intangible assets under development

(Rs. in Lakhs)

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	(-)	(7.20)	(-)	(-)	(7.20)
	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Total	-	-	-	-	-
Previous Year	(-)	(7.20)	(-)	(-)	(7.20)

2.11 Non Current Investments

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Long Term		
Unquoted (Trade):		
(i) 2,001 (2,001) Equity Shares of Rs.10/- each fully paid up in O/E/N Electrocom Private Limited	0.20	0.20
(ii) 1,49,800 (Nil) Equity Shares of Rs.10/- each fully paid up in Onera Tech (P) Ltd - Subsidiary Company	14.98	-
(iii) 10,00,000 (Nil) 1% Non Convertible Redeemable Non Cumulative Preference Shares of Rs.10/- each fully paid up in Onera Tech (P) Ltd. - Subsidiary Company	100.00	-
(iv) 22,07,030 (Nil) Equity shares of Rs.10/- each fully paid in R Engineerings Private Limited - Subsidiary Company	220.70	-
(v) 33,202 (23,598) Equity Shares of Rs.10/- each fully paid up in Kerala Enviro Infrastructure Limited	4.29	2.65
(vi) Investment in Capital of Partnership Firm - R Engineering [Refer Note 2.11.2]	-	2,138.89
Unquoted (Other than trade):		
(i) Investment in Mutual Funds [Refer Note 2.11.3] :		
a) Franklin India Short Term Income Plan (Growth) - 265.85 (374.94) Units	7.91	11.15
b) Franklin India Low Duration Fund (Growth) - Nil (19198.94) Units	-	3.58
Aggregate amount of unquoted investments	348.08	2,156.47

2.11.1 For Method of Valuation of Investment, Refer Note 1(g) of Significant Accounting Policies.

2.11.2 a) M/s R Engineering a firm in which company is a partner since 1st January, 2011, was registered as a private limited company styled R Engineerings Private Limited to succeed the firm on a going concern basis as per the provisions of the Companies Act, 2013 with effect from 3rd January 2023. Accordingly share of profit in the erstwhile firm till date of succession has been credited to the Profit and Loss Account of the company and necessary adjustments to reflect the aforesaid succession have been made in the books of the company thereafter.

The name and profit share of partners in erstwhile firm is as under:

Name of Partners	Share of Profit/Loss (%)		Capital Account Balance (Rs. in Lakhs)	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
a) O/E/N India Limited	-	95%	-	2,138.89
b) O/E/N Electrocom Private Limited	-	5%	-	100.06

(b) Details of capital account balance of the erstwhile firm:

Particulars	As on 31.03.2023 (Rs. in Lakhs)	As on 31.03.2022 (Rs. in Lakhs)
Opening Balance	2,138.89	2,277.33
Amount invested / (withdrawn) during the year	(2,219.83)	(432.00)
Add: Interest on Capital	104.97	201.72
Add: Share of Profit	196.67	91.84
Less: Shares issued for balance available in capital account of firm	220.70	-
Closing Balance	-	2,138.89

2.11.3 Franklin Templeton Asset Management (Franklin MF) had announced their decision to wind up six of their debt schemes with effect from 23rd April 2020, which includes two schemes in which the company was holding investments as at such date. Consequent to this decision, all existing investors were restricted from redeeming their investments or effecting other transactions in these schemes. Although the winding up action was challenged before judicial authorities, the same was upheld by the Hon'ble Supreme Court, who has also directed that SBI Funds Management Private Ltd (SBI MF) to be entrusted as the liquidator for the schemes under winding up. As per information furnished by Franklin MF to the investors, the assets of these schemes are being monetised and the proceeds distributed to unit holders in tranches in accordance with the Standard Operating Procedure finalized by SBI MF in consultation with Franklin MF and SEBI and taken note of by the Hon'ble Court. The details of proceeds received in respect of the two schemes held by the company are as under:

Fund	Franklin India Short Term Income Plan (Growth)	Franklin India Low Duration Fund (Growth)
Investment as at beginning of the year	11.15	3.58
Receipts during the financial year	3.24	3.58
Investment as at end of the year	7.91	-
Receipts subsequent to Balance Sheet date	-	-
NAV as on 31.03.2023	13.15	-

Having regard to the above developments including the settlements actually being made by Franklin MF and the fact that there is no impairment in book value of the company's investment in the aforesaid debt fund as per the latest available NAV, the management does not anticipate any probable loss in value on redemption of the above investment in these schemes; and accordingly, no provision is considered necessary for the same at this stage.

2.12 Long-Term Loans and Advances

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Unsecured (Considered Good)		
Capital Advance	470.84	480.34
Others		
- Staff Loans	63.47	54.39
- Prepaid Expenses	7.43	4.49
Total	541.74	539.22

2.13 Other Non-Current Assets

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Balance with bank in Deposit Account [Refer Note 2.13.1]	289.04	277.60
Security Deposits	78.16	58.99
Total	367.20	336.59

2.13.1 Deposits held as security against bank guarantee which are not expected to be withdrawn within next twelve months.

2.14 Current Investments

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Units	(Rs. in Lakhs)	No. of Units	(Rs. in Lakhs)
Unquoted (Non Trade):				
Investment In Mutual Funds :				
a) SBI Liquid Fund	17,764.39	616.21	-	-
b) SBI Magnum Ultra Short Term Fund	7,952.38	400.00	-	-
c) SBI Short Term Debt Fund	738,654.62	200.00	-	-
d) ICICI Prudential Ultra Short Term Fund	2,029,169.07	470.00	-	-
e) HDFC Ultra Short Term Fund	3,923,978.01	500.00	-	-
Aggregate amount of unquoted investments	6,717,518.47	2,186.21	-	-
Aggregate Net Asset Value of unquoted investments	-	2,212.79	-	-

2.14.1 Method of Valuation of Investment - Refer Note 1(g) of Significant Accounting Policies.

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2.15 Inventories

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
In Hand :		
a) Materials and Components	3,220.50	2,800.71
b) Stores and Spares	92.80	68.70
c) Materials for Automation	125.46	115.66
d) Manufactured components	319.61	360.05
e) Semi-Finished Goods	47.21	38.85
f) Finished Goods	136.12	167.17
g) Scrap Materials	58.76	101.28
h) Packing materials	10.29	9.03
i) Printing & Stationery	5.96	4.90
Total	4,016.71	3,666.35

2.15.1 Method of Valuation of Inventories - Refer Note 1(h) of Significant Accounting Policies.

2.16 Trade Receivables

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Unsecured, Considered Good	4,647.47	4,437.44
Doubtful	41.87	5.56
	4,689.34	4,443.00
Less: Provision for Doubtful Debts	41.87	5.56
Total	4,647.47	4,437.44

2.16.1 Ageing of Trade Receivables

(Rs. in Lakhs)

Particulars	Outstanding for following periods from the due date of payment							Total
	Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	- (-)	3,270.05 (3,296.98)	1,376.48 (1,137.79)	0.64 (2.39)	0.13 (0.27)	0.17 (-)	- (-)	4,647.47 (4,437.43)
(ii) Undisputed Trade receivables – considered doubtful	- (-)	- (-)	11.64 (-)	24.83 (-)	- (0.34)	0.17 (-)	1.23 (1.23)	37.87 (1.57)
(iii) Disputed Trade receivables – considered good	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
(iv) Disputed Trade receivables – considered doubtful	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	4.00 (4.00)	4.00 (4.00)
Total	-	3,270.05	1,388.12	25.47	0.13	0.34	5.23	4,689.34
Previous Year	(-)	(3,296.98)	(1,137.79)	(2.39)	(0.61)	(-)	(5.23)	(4,443.00)

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2.17 Cash and Cash Equivalents

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Balance with Banks		
In Current Accounts [Refer Note 2.17.1]	224.81	445.91
In Deposit Accounts [Refer Note 2.17.2]	223.30	1,406.84
Cash on hand	0.29	0.22
Total	448.40	1,852.97

2.17.1 Balance with banks in Current Accounts includes earmarked balances for unpaid dividend (net of bank charges debited by bank) Rs.2.92 Lakhs (Rs.2.94 Lakhs) and cannot be used for any other purpose.

2.17.2 Balance with banks in Deposit Accounts include Rs.223.30 Lakhs (Rs.1406.84 Lakhs) having maturity period of less than 12 months as at the year end and Rs.Nil (Rs.Nil) having a maturity period of more than 12 months as at the year end, but available for use if needed within twelve months.

2.18 Short-Term Loans and Advances

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
(Unsecured, Considered Good)		
Others:		
- Advances recoverable in cash or in kind or for value to be received	415.21	275.76
- CSR Pre-Spent	10.05	-
- Staff loans	16.55	14.43
- Income Tax Refund Receivable	77.05	77.03
- Balances with Government Authorities	18.55	36.94
Total	537.41	404.16

2.19 Other Current Assets

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Export Entitlements Receivable	2.81	6.59
Deposits	26.54	26.54
Others	1.06	3.66
Total	30.41	36.79

2.20 Revenue from operations

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Sale of Products		
Gross Sales	23,487.10	17,538.21
Net Sales	23,487.10	17,538.21
Other Operating Revenues:		
Sale of Scrap	1,439.86	1,098.26
Export Entitlements	6.10	6.43
Miscellaneous Income	20.35	26.00
	1,466.31	1,130.69
Total	24,953.41	18,668.90

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2.21 Other Income

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Lease Rent Received	64.54	62.50
Sale of Wind Energy	29.02	31.17
Net gain on foreign exchange transactions/translations	43.86	62.31
Interest	70.77	136.93
Profit on Sale of Investments	28.11	117.15
Profit on Sale of Assets (Net)	3.89	5.95
Income from Partnership Firm [Refer Note 2.11.2]		
- Interest on Capital	104.98	201.72
- Share of Profit	196.67	91.84
Miscellaneous Income	17.40	19.30
Total	559.24	728.87

2.22 Cost of materials consumed

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Opening Stock	2,800.71	2,238.09
Add : Purchases	12,887.96	10,239.79
	15,688.67	12,477.88
Less : Closing Stock	3,220.50	2,800.71
Total	12,468.17	9,677.17

2.23 Change in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Closing Stock		
- Finished Goods	136.12	167.17
- Semi-Finished Goods	47.21	38.85
- Manufactured Components	319.61	360.05
- Scrap Materials	58.76	101.28
	561.70	667.35
Opening Stock		
- Finished Goods	167.17	113.10
- Semi-Finished Goods	38.85	31.03
- Manufactured Components	360.05	274.94
- Scrap Materials	101.28	36.92
	667.35	455.99
Change in Inventory	105.65	(211.36)

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2.24 Employee Benefits Expenses

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Salaries & Wages (including compensated absences payable on retirement)	4,855.60	3,914.74
Contribution to Provident and Other Funds	155.46	146.31
Staff Welfare Expenses	361.07	345.03
Total	5,372.13	4,406.08

2.25 Finance Costs

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Interest Expense	6.58	34.38
Other Borrowing Cost	2.51	1.65
Total	9.09	36.03

2.26 Other Expenses

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Consumption of Stores, Spares & Consumables	249.74	265.49
Packing Materials Consumed	296.89	223.69
Power & Fuel	567.84	451.89
Repairs		
- Building	172.42	165.63
- Plant & Machinery	366.17	291.56
- Others	56.22	51.61
Insurance	48.00	45.87
Rent [Refer Note 2.26.1]	35.66	32.33
Rates & Taxes	29.93	56.84
Postage & Telephone	21.38	21.00
Printing & Stationery	39.85	40.10
Travelling & Conveyance	90.11	35.13
Payments to the Auditor [Refer Note 2.26.2]	17.09	14.97
Advertisement & Publicity	5.67	3.38
Discount & Commission on Sales	32.82	25.06
Professional & Consultancy charges	40.41	61.97
Bank Charges	6.31	6.28
Job Work Charges	503.50	360.61
Research & Development Expense [Refer Note 2.26.3.A]	306.12	351.28
Irrecoverable Debts Written Off [Net]	36.48	1.76
Freight & Forwarding Charges [Net]	81.98	54.07
Expenses on Corporate Social Responsibility Activities [Refer Note 2.26.4]	34.86	36.51
Miscellaneous Expenses	228.30	197.38
Total	3,267.75	2,794.41

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2.26.1 Leases

The company has taken certain premises under rental arrangements, which are in the nature of cancellable operating leases. The lease rentals for the year Rs.35.66 Lakhs (Rs.32.33 Lakhs) have been charged to the Statement of Profit & Loss.

2.26.2 Payments to the Auditor

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
a. Statutory Audit Fees	9.75	9.00
b. Other Services		
Taxation Matters (Including Tax Audit)	7.03	5.80
Reimbursement of out of Pocket Expenses	0.31	0.17
Total	17.09	14.97

2.26.3 Research & Development Expense

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
A. Revenue Expenditure		
Cost of materials consumed	3.54	1.27
Salaries & Wages	239.35	265.04
Contribution to Provident and Other Funds	14.45	18.35
Staff Welfare Expenses	3.78	2.65
Travelling & Conveyance	4.47	3.87
Others	54.38	73.36
	<u>319.97</u>	<u>364.54</u>
Sale/Income of New Products from Research & Development :		
Gross Sales	13.85	13.26
	<u>13.85</u>	<u>13.26</u>
Total	306.12	351.28
B. Capital Expenditure		
Particulars	2022-23 (Rs. in Lakhs)	2021-22 (Rs. in Lakhs)
Addition to Capital Equipments	201.18	31.19
Total	201.18	31.19

2.26.4 Details of expenses on Corporate Social Responsibility Activities :

- Amount required to be spent by the company during the year:
 - Gross amount required to be spent by the company during the year Rs.34.86 Lakhs (Rs.34.46 Lakhs)
 - Amount approved by the Board to be spent during the year (Minimum amount to be spent) : Rs 34.86 lakhs (Rs.34.46 lakhs).
- Amount of expenditure incurred during the year :

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
i) Construction/acquisition of any asset	24.89	20.00
ii) On purposes other than (i) above	9.97	16.51
Total	34.86	36.51

- c. Shortfall at the end of the year : Nil
d. Total of previous years shortfall : Nil
e. Reasons for shortfall - N.A.
f. Details of related party transactions as per Accounting Standard (AS) 18, Related Party Disclosures :

Name of Entity	Nature of Relation	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
K.A. Mathew Foundation	Trust in which Key Management Personnel is a trustee	8.55	34.08

Details of funds disbursed to the above trust for implementation of ongoing project and utilised as at 31st March 2023 :

Year	As at 01.04.2022 (Rs. in Lakhs)	Amount contributed during the year (Rs. in Lakhs)	Amount spent during the year (Rs. in Lakhs)	As at 31.03.2023 (Rs. in Lakhs)
2020-2021	24.00	Nil	3.46	20.54
2021-2022	20.00	Nil	-	20.00

- g. Excess amount spent by the company carried forward: Rs.10.05 Lakhs (Rs.Nil)
h. Provision made for liability incurred by entering into a contractual obligation : Rs.Nil (Rs.Nil)

2.27 Earnings Per Equity Share

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Profit for the period (after tax) (Rs. in Lakhs)	2,474.52	1,239.36
Weighted Average Number of Equity Shares of Rs.10/- each (fully paid-up) (Number in Lakhs)	50.99	50.99
Earnings Per Equity Share - Basic & Diluted (Rs.)	48.53	24.30

2.28 Disclosures required under Accounting Standard 15 - "Employee Benefits"

a. Defined Contribution Plans

During the year the following amounts have been recognised in the Statement of Profit and Loss on account of defined contribution plans:

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Employer's contribution to Provident Fund	101.81	100.64
Employer's contribution to Employees' State Insurance	20.63	17.36
Superannuation Fund	47.48	46.66
Employees Welfare Fund	2.93	2.77

b. Defined Benefit Plans - Gratuity: Funded Obligation

i. Actuarial Assumptions	For the year ended 31.03.2023	For the year ended 31.03.2022
Discount Rate (per annum)	7.47% p.a.	7.3% p.a.
Expected return on plan assets	7.3% p.a.	7.5% p.a.
Salary escalation rate*	3.5% p.a.	3.5% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Ultimate)

*The assumption of future salary increases takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

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ii. Reconciliation of present value of obligation					
			For the year ended		For the year ended
			31.03.2023		31.03.2022
			(Rs. in Lakhs)		(Rs. in Lakhs)
Present value of obligation at the beginning of the year			513.51		437.81
Current Service Cost			36.38		32.93
Interest Cost			34.32		30.50
Actuarial (gain)/ loss			87.61		74.63
Benefits Paid			(86.62)		(62.36)
Present value of obligation at the end of the year			585.20		513.51
iii. Reconciliation of fair value of plan assets			For the year ended		For the year ended
			31.03.2023		31.03.2022
			(Rs. in Lakhs)		(Rs. in Lakhs)
Fair value of plan assets at the beginning of the year			421.38		408.75
Expected return on plan assets			29.58		30.16
Actuarial gain/(loss)			(2.41)		(4.27)
Contributions			54.11		49.10
Benefits paid			(86.62)		(62.36)
Assets distributed on settlement (if applicable)			-		-
Fair value of plan assets at the end of the year			416.04		421.38
iv. Description of Plan Assets			For the year ended		For the year ended
			31.03.2023		31.03.2022
			(Rs. in Lakhs)		(Rs. in Lakhs)
Insurer Managed Funds (LIC of India)			416.04		421.38
					(Rs. in Lakhs)
v. Net (Asset)/ Liability recognized in the Balance Sheet as at year end	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of obligation at the end of the year	585.20	513.51	437.81	404.84	364.90
Fair value of plan assets at the end of the year	416.04	421.38	408.75	363.06	315.12
Net present value of funded obligation recognized as (asset) / liability in the Balance Sheet	169.16	92.13	29.06	41.78	49.78
vi. Expenses recognized in the Statement of Profit and Loss			For the year ended		For the year ended
			31.03.2023		31.03.2022
			(Rs. in Lakhs)		(Rs. in Lakhs)
Current Service Cost			36.38		32.93
Interest Cost			34.32		30.50
Actuarial (gain) / loss recognized in the period			90.02		78.90
Past Service Cost (if applicable)			-		-
Expected return on plan assets			(29.57)		(30.16)
Total expenses recognized in the Statement of Profit and Loss for the year			131.15		112.17
Actual return on plan assets			27.16		25.89

The above disclosures are based on information furnished by the independent actuary and relied upon by the auditors.

The above does not include gratuity to the Managing Director calculated on undiscounted basis : Rs.42.33 Lakhs (Rs.39.69 Lakhs).

c. Long Term Employee Benefits

Compensated absences (Vesting and Non Vesting): Unfunded Obligation

i. Actuarial Assumptions	For the year ended 31.03.2023	For the year ended 31.03.2022
Discount Rate (per annum)	7.47% p.a.	7.3% p.a.
Salary escalation rate*	3.5% p.a.	3.5% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Ultimate Table)	Indian Assured Lives Mortality 2012-14 (Ultimate Table)

*The assumption of future salary increases takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

	(Rs. in Lakhs)				
ii. Net (Asset) / Liability recognized in the Balance Sheet as at year end	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of obligation at the end of the year	74.97	89.89	77.01	63.72	76.58
Fair value of plan assets at the end of the year	-	-	-	-	-
Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet	74.97	89.89	77.01	63.72	76.58

2.29 Segment Information

The Company is substantially engaged in the business of manufacture and dealing of electromechanical relays in India and hence has only a single reportable segment.

2.30 Disclosure of transactions with related parties as required by Accounting Standard – 18 on related party disclosures as prescribed by Companies (Accounting Standards) Rules, 2021.

A. Related parties and nature of relationship

Nature of Relationship	Name of Related party
Subsidiaries	- ONERA Tech Private Limited (from 25-11-2022) - R Engineerings Private Limited (from 03-01-2023)
Key Management Personnel	- Ms. Pamela Anna Mathew, Managing Director - Ms. Roopa Anna George, Whole-Time Director
Relative of Key Management Personnel where transaction have taken place during the year	- Ms. Sunela Sarah Thomas - Mr. P. George Varghese - Mr. Roshan Koshy Roy
Enterprises in which key managerial person/relative of key managerial person is able to exercise significant influence and with whom transaction have taken place during the year	- Applied Precision Tooling (India) Pvt. Ltd
Enterprise controlled by the Company	- R. Engineering (Partnership Firm) (up to 02-01-2023)
Trust in which Key Management Personnel is a Trustee	- K.A. Mathew Foundation - O/E/N India Limited Superannuation Fund
Enterprise having substantial interest in the company	- Kerala State Industrial Development Corporation Limited

B. Description of Transactions
(Rs. in Lakhs)

Nature of Transaction	Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Enterprise having substantial interest in the company	Enterprise controlled by the company	Enterprise in which key managerial person/relative of key managerial person is able to exercise significant influence	Trust in which key Management Personnel is a Trustee	Total
1 Remuneration Paid	-	221.06	5.38	-	-	-	-	226.44
	(-)	(116.14)	(-)	(-)	(-)	(-)	(-)	(116.14)
2 Sale of Goods	15.08	-	-	-	68.55	-	-	83.63
	(-)	(-)	(-)	(-)	(63.21)	(-)	(-)	(63.21)
3 Purchase of Goods	9.33	-	-	-	45.27	10.10	-	64.70
	(-)	(-)	(-)	(-)	(34.78)	(16.59)	(-)	(51.37)
4 Dividend paid	-	39.09	1.51	19.12	-	-	-	59.72
	(-)	(38.20)	(1.70)	(19.12)	(-)	(-)	(-)	(59.02)
5 Directors Sitting Fees	-	-	0.80	0.90	-	-	-	1.70
	(-)	(0.80)	(0.90)	(0.90)	(-)	(-)	(-)	(1.80)
6 Share of Profit	-	-	-	-	196.67	-	-	196.67
	(-)	(-)	(-)	(-)	(91.84)	(-)	(-)	(91.84)
7 Corporate Social Responsibility Expense	-	-	-	-	-	-	8.55	8.55
	(-)	(-)	(-)	(-)	(-)	(-)	(34.08)	(34.08)
8 Interest on Capital	-	-	-	-	104.98	-	-	104.98
	(-)	(-)	(-)	(-)	(201.72)	(-)	(-)	(201.72)
9 Drawings during the year	-	-	-	-	2,219.83	-	-	2,219.83
	(-)	(-)	(-)	(-)	(432.00)	(-)	(-)	(432.00)
10 Subscription of equity shares	235.68	-	-	-	-	-	-	235.68
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
11 Subscription to preference shares	100.00	-	-	-	-	-	-	100.00
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
12 Contribution to Employee Welfare Fund	-	-	-	-	-	-	47.48	47.48
	(-)	(-)	(-)	(-)	(-)	(-)	(46.66)	(46.66)
13 Interest Expense	-	-	-	6.58	-	-	-	6.58
	(-)	(-)	(-)	(34.38)	(-)	(-)	(-)	(34.38)
14 Repayment of Borrowings	-	-	-	283.77	-	-	-	283.77
	(-)	(-)	(-)	(253.11)	(-)	(-)	(-)	(253.11)
Closing balance								
Investment	335.68	-	-	-	-	-	-	335.68
	(-)	(-)	(-)	(-)	(2,138.89)	(-)	(-)	(2,138.89)
Receivables	15.56	-	-	-	1.51	-	-	17.07
	(-)	(-)	(-)	(-)	(24.04)	(-)	(-)	(24.04)
Payables	3.00	111.45	33.50	-	0.21	-	46.70	194.86
	(-)	(30.48)	(16.44)	(283.77)	(3.89)	(-)	(46.32)	(380.89)

2.31 Contingent Liabilities and Other Commitments

Particulars	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
a) Disputed Income Tax Demand [Refer Note 2.31.1]	114.47	114.47
Total	114.47	114.47

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2.31.1 Represents demand in respect of which rectification petition for mistake apparent from records filed amounting to Rs.114.47 Lakhs (Rs.114.47 Lakhs) and pending before assessing authority.

2.32.1 Particulars of Materials consumed during the year

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
a) Raw Materials	5,362.39	4,298.98
b) Winding Wire	2,317.59	1,642.01
c) Precious Materials	240.23	270.06
d) Components	3,978.20	3,051.73
e) Other items	569.76	414.39
Total	12,468.17	9,677.17

The above does not include materials consumed for Research & Development.

2.32.2 Particulars of CIF Value of Imports purchased

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
a) Raw Materials & Components	6,282.92	5,315.20
b) Spares	7.91	10.59
c) Capital Goods	113.38	613.08
Total	6,404.21	5,938.87

2.32.3 Materials & Spares Consumed

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)		For the year ended 31.03.2022 (Rs. in Lakhs)	
	%		%	
Materials				
a) Imported	38.53	4,804.53	45.22	4,376.08
b) Indigenous	61.47	7,663.64	54.78	5,301.09
Total	100.00	12,468.17	100.00	9,677.17
Spares				
a) Imported	1.06	2.64	0.83	2.21
b) Indigenous	98.94	247.10	99.17	263.28
Total	100.00	249.74	100.00	265.49

The above does not include materials and spares consumed for Research & Development.

2.32.4 Particulars of Finished Goods

Particulars	Sales (Rs. in Lakhs)	Closing Inventory (Rs. in Lakhs)	Opening Inventory (Rs. in Lakhs)
a) Switches	322.02 (474.85)	3.09 (6.43)	6.43 (5.75)
b) Relays	22,678.97 (16,755.43)	133.03 (160.74)	160.74 (107.35)
c) Others	486.11 (307.93)	- (-)	- (-)
Total	23,487.10	136.12	167.17
Previous Year	(17,538.21)	(167.17)	(113.10)

The above does not include sale of finished goods from Research & Development.

2.32.5 Expenditure in foreign currency on account of

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Product Testing	4.57	1.98
Travel	12.33	-
Royalty	-	0.39
Total	16.90	2.37

2.32.6 Earnings in Foreign Exchange

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)	For the year ended 31.03.2022 (Rs. in Lakhs)
Export of goods calculated on FOB basis (Net of write off)	317.82	499.76
Commission	6.95	18.54
Total	324.77	518.30

2.32.7 In the opinion of the Directors, Loans and Advances and Other Current Assets have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business.

2.32.8 Dividend to Non-Resident Shareholders

	2022-23	2021-22
i) Number of Non-Resident Shareholders	14	14
ii) Number of shares held by them	2,58,081	2,95,231
iii) Year to which the dividend related	2021-2022	2020-2021
iv) Dividend remitted in Foreign Currency during the year	Nil	Nil

2.33 Accounting Ratios

Ratio	Note	Current year	Previous year	Variance (in %)	Explanation for changes more than 25%
Current Ratio	(a)	3.15	3.21	-1.87%	
Debt-Equity Ratio	(b)	0.01	0.02	-50.00%	Reduction in debt and increased shareholders equity as a result of increased profits has resulted in improvement of ratio.
Debt Service Coverage Ratio	(c)	121.99	9.91	1130.98%	Increase in cash profits during the year has resulted in improvement of debt coverage ratio
Return on Equity Ratio	(d)	0.13	0.07	85.71%	Increased profits for the year has resulted in improvement of Return on Equity
Inventory turnover ratio	(e)	6.11	5.38	13.57%	
Trade Receivables turnover ratio	(f)	5.17	3.92	31.89%	Increased turnover for the year has resulted in improvement of ratio
Trade payables turnover ratio	(g)	6.48	5.26	23.19%	
Net capital turnover ratio	(h)	3.08	2.38	29.41%	Increased turnover for the year has resulted in improvement of ratio
Net profit ratio	(i)	0.11	0.07	57.14%	Increased profits for the year has resulted in improvement of ratio
Return on Capital employed	(j)	0.15	0.09	66.67%	Increased profits for the year has resulted in improvement of Return on Equity
Return on investment:	(k)				
Return on Mutual Funds	(i)	0.03	0.55	-94.55%	The company had sold its major portion of mutual funds in the previous year resulted in reduction of return from mutual funds
Return on Investment in Firms	(ii)	0.28	0.13	115.38%	Increase in profit of the firm has resulted in increased return from firm

Ratio	Note	Numerator	Denominator
Current Ratio	(a)	Current Assets	Current Liabilities
Debt-Equity Ratio	(b)	Long Term and Short term debts	Shareholders' Equity
Debt Service Coverage Ratio	(c)	EBIDTA	Debt Service
Return on Equity Ratio	(d)	Net Profit	Average Shareholders' Equity
Inventory turnover ratio	(e)	Sales	Average Inventory
Trade Receivables turnover ratio	(f)	Net Credit Sales	Average Accounts Receivable
Trade payables turnover ratio	(g)	Net Credit Purchase	Average Accounts Payable
Net capital turnover ratio	(h)	Sales	Average Working capital
Net profit ratio	(i)	Net Profit	Sales
Return on Capital employed	(j)	EBIT	Capital Employed [See Note 2.34(i)]
Return on investment	(k)	Income generated from invested funds	Average Invested Funds

2.33.(i) Capital Employed = Tangible Net worth + Total Debt + Deferred Tax Liability

2.34 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in a party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the funding party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

2.35 Figures have been rounded off to Rs. Lakhs, except otherwise stated. Previous year figures, unless otherwise stated are given within brackets and have been re-grouped and recast wherever necessary to be in conformity with current year’s layout.

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Independent Auditors' Report

The Members,
O/E/N INDIA LIMITED
Kochi - 682 019

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of O/E/N India Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding company and its subsidiaries together referred to as "the Group") which comprise the consolidated balance sheet as at 31st March 2023, the consolidated statement of profit and loss and consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2023, of its consolidated profit and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon (Other information)

The Holding Company's Board of Directors is responsible for the Other Information. The other information comprises the information included in the Director's Report including Annexures to the Director's Report but does not include the consolidated financial statements, standalone financial statements and our Auditor's Report thereon.

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

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

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

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

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statement of such entities of which we are independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the holding company and such other companies included in the consolidated financial statements of which we are the independent auditor 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.

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, to the extent applicable.
2. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - (e) On the basis of the written representations received from the directors of Holding Company and its subsidiary companies as on 31st March 2023 taken on record by the board of directors of such companies none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial Controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and subsidiary companies to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the report of the other auditors on separate financial statements:

- i. The consolidated financial statements disclose the impact of pending litigation on the consolidated financial position of the Group - Refer Note 2.10.1, 2.10.2 and Note 2.33 to the consolidated financial statements.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring any amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2023 and there are no amounts required to be transferred to the Investors Education and Protection Fund by the subsidiary companies during the year ended March 31, 2023.
- iv. (a) The respective management of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note No.2.36 to the consolidated financial statements, 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 or its subsidiaries 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 or its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective management of the company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, as disclosed in the Note No.2.36 to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company or its subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of its subsidiaries 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 performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under iv(a) and iv(b) above, contain any material misstatement.
- v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) As stated in Note No. 2.2.2 of the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend declared is in accordance with section 123 of the Act, as applicable.
The subsidiary companies have not declared or paid dividend.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company and its subsidiaries only with effect from April 1, 2023 and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For VARMA & VARMA
(FRN:004532S)

Sd/-

(VIJAY NARAYAN GOVIND)
Partner

CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNU3730

Kochi - 682 019
Date : 17th August 2023

ANNEXURE - A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF O/E/N INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

21. There are no qualifications or adverse remarks included in the Companies (Auditor's Report) Order, 2020 (CARO) of the holding company or subsidiary companies. Hence reporting under clause (xxi) of CARO is not applicable.

Kochi - 682 019
Date : 17th August 2023

For VARMA & VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNU3730

ANNEXURE - B REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF O/E/N INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

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

In conjunction with our audit of the consolidated financial statements of O/E/N India Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31st March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such other companies incorporated in India under the Companies Act, 2013 which are subsidiary companies, as of that date.

Management's Responsibility for Internal Financial Controls

The respective companies management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial control system with reference to consolidated financial statements reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India (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 control system with reference to consolidated financial statements reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to consolidated financial statements reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls systems with reference to financial statements 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 judgment, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

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 consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial systems with reference to financial statements reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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 Reporting

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

Opinion

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies have, in all material respects, have an adequate internal financial controls system with reference to the consolidated financial statements reporting and such internal financial controls system with reference to the consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VARMA & VARMA
(FRN:004532S)

Sd/-

(VIJAY NARAYAN GOVIND)
Partner

CHARTERED ACCOUNTANTS
Memb. No. 203094
UDIN: 23203094BGXYNU3730

Kochi - 682 019
Date : 17th August 2023

Consolidated Balance Sheet as at 31st March, 2023

Particulars	Note No.	(Rs. in Lakhs) As at 31.03.2023
I. EQUITY AND LIABILITIES		
1 Shareholders' Funds		
a. Share Capital	2.1	509.93
b. Reserves and Surplus	2.2	20,007.78
2 Minority Interest	2.3	14.40
3 Non-current Liabilities		
a. Long Term Borrowings	2.4	261.58
b. Deferred Tax Liabilities (Net)	2.5	542.08
c. Long Term Provisions	2.6	213.88
4 Current Liabilities		
a. Short Term Borrowings	2.7	950.00
b. Trade Payables	2.8	
(1) Total outstanding dues of Micro Enterprises and Small Enterprises [Refer Note 2.8.1]		90.78
(2) Total outstanding dues of creditors other than Micro Enterprises and small enterprises		2,437.36
c. Other Current Liabilities	2.9	712.35
d. Short Term Provisions	2.10	983.00
		26,723.14
II. ASSETS		
1 Non-current Assets		
a. Property, Plant & Equipment and Intangible assets	2.11	
i. Property, Plant and Equipment		11,710.51
ii. Intangible Assets		63.84
iii. Capital Work-in-Progress		825.45
iv. Intangible Assets under Development		-
b. Non Current Investments	2.12	13.34
c. Long Term Loans and Advances	2.13	541.74
d. Deferred Tax Assets	2.14	14.63
e. Other Non Current Assets	2.15	386.19
2 Current Assets		
a. Current Investments	2.16	2,336.21
b. Inventories	2.17	4,369.79
c. Trade Receivables	2.18	5,235.00
d. Cash and Cash Equivalents	2.19	634.72
e. Short Term Loans and Advances	2.20	549.22
f. Other Current Assets	2.21	42.50
		26,723.14
Significant Accounting Policies and Notes on Accounts	1&2	
The accompanying notes are an integral part of the financial statements.		

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	Note No.	For the year ended 31.03.2023
I. Revenue from Operations	2.22	25,617.37
II. Other Income	2.23	562.87
III. Total Income		26,180.24
IV. Expenses:		
a. Cost of materials consumed	2.24	12,853.96
b. Purchases of Stock-in-trade		312.28
c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.25	108.73
d. Employee benefits expense	2.26	5,467.33
e. Finance costs	2.27	27.41
f. Depreciation and amortisation expense	2.11	959.51
g. Other Expenses	2.28	3,359.80
		<u>23,089.02</u>
Less: Expenditure allocated to capital jobs [Refer Note 2.11.4 (b)]		133.07
Total Expenses		22,955.95
V. Profit Before Tax (III - IV)		3,224.29
VI. Tax expense:		
a. Current Tax		757.95
b. Tax for earlier years		15.04
c. Deferred Tax		(56.80)
		<u>2,508.10</u>
VII. Profit for the year (V - VI)		2,515.94
VIII. Profit/(Loss) for the year attributable to :		
Equity holders of the holding company		2,515.94
Minority Interest		(7.84)
IX. Earnings Per Equity Share:		
Nominal value of share Rs.10/-	2.29	
Basic & Diluted (Rupees)		49.34

Significant Accounting Policies and Notes on Accounts

1&2

The accompanying notes are an integral part of the financial statements.

As per our separate report of even date attached

For VARMA AND VARMA
(FRN:004532S)

Sd/-

(VIJAY NARAYAN GOVIND)

Partner

CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019

Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]

K.V. SIVADAS Sd/-
Director [DIN : 00306727]

SAJU VARGHESE Sd/-
Vice President - Finance

NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023

(Rs. in Lakhs)

PARTICULARS	For the year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES:	
Profit before Tax	3,224.29
Adjustments for :	
Depreciation & Amortisation Expense	959.51
Interest Income	(71.08)
(Profit)/Loss on Sale of Assets	(3.89)
(Profit)/Loss on Sale of Investments	(28.48)
Income from Partnership Firm	(301.65)
Irrecoverable Debts written off (Net)	36.48
Loss on Scrapped Assets written off	11.73
Finance costs	27.41
Unrealised (Gain)/Loss on foreign exchange restatement	0.17
Sundry balances Written Back	1.95
Operating profit before working capital changes	3,856.44
<i>Adjustments for working capital changes:</i>	
(Increase) / Decrease in Trade and other receivables	72.59
(Increase) / Decrease in Inventories	(703.44)
Increase / (Decrease) in Trade Payables and other liabilities	726.93
Cash generated from operations	3,952.52
Direct Taxes (paid) / Refund Received	(706.95)
Net cash from/(used) in Operating Activities	3,245.57
B. CASH FLOW FROM INVESTING ACTIVITIES:	
Purchase of Property, Plant & Equipment	(4,462.88)
Adjustments to Capital Work in Progress and Intangible Assets under Development	19.37
Sale of Fixed Assets	9.81
Purchase of Investments	(2,337.85)
Sale of Investments	35.31
Drawings from / (Investments in) Partnership Firm (Net)	2,219.83
Interest received	71.08
Net cash from/(used) in Investing Activities	(4,445.33)

O/E/N India Limited

C. CASH FLOW FROM FINANCING ACTIVITIES:

Proceeds from / (Repayment of) Long-Term Borrowings	(22.19)
Interest paid on Long-Term Borrowings	(27.41)
Proceeds from issue of subsidiary's equity shares to minority shareholder	10.02
Cash balance in subsidiary company as on date of registration as a company	97.58
Dividends paid	(76.49)
Net cash from/(used) in Financing Activities	(18.49)

SUMMARY

Net cash from/(used) in Operating Activities	3,245.57
Net cash from/(used) in Investing Activities	(4,445.33)
Net cash from/(used) in Financing Activities	(18.49)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(1,218.25)

Cash & Cash Equivalents at the beginning of the year	1,852.97
Cash & Cash Equivalents at the end of the year (Refer Note 2.19)	634.72

NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS DURING THE YEAR	(1,218.25)
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1) The cash flow statement has been prepared under indirect method, as per the Accounting Standard 3 Cash Flow Statements.

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Significant accounting policies and Notes on accounts for the Consolidated Financial Statement for the financial year ended 31st March 2023

1. Significant Accounting Policies

a. Basis of accounting and preparation of consolidated financial statements

The Consolidated Financial Statements of O/E/N India Limited (the 'Company' or 'Holding Company'), and its subsidiaries ONERA Tech Private Limited (OTPL) and R Engineerings Private Limited (REPL) (Collectively the 'Group') have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention. The consolidated financial statements are prepared on the following basis:

- The financial statements / financial information of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company, i.e., 31st March, 2023.
- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered, as per AS 21 'Consolidated Financial Statements'.
- Minority interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- The particulars of the subsidiaries considered for consolidation is as under:

Name of the entity	Relationship	% of holding and voting power either directly or indirectly through subsidiary as at 31.03.2023
Onera Tech Private Limited	Subsidiary Company (From 25.11.2022)	59.92%
R Engineerings Private Limited *	Subsidiary Company (From 03.01.2023)	95.13%

* R Engineering, a partnership firm in which the company was a partner since 01st January 2011, was registered as a private limited company styled R Engineerings Private Limited to succeed the firm on a going concern basis as per the Companies Act, 2013 with effect from 3rd January 2023. Accordingly, R Engineerings Private Limited has become a subsidiary of the company with effect from the date of succession and necessary adjustments have been made in accordance with Accounting Standard 21 "Consolidated Financial Statements" to incorporate the same in the Consolidated Financial Statements of the Company as at 31st March 2023.

- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

b. Use of Estimates

The presentation of Consolidated financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the Consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

c. Revenue Recognition

- Sales are recognised on transfer of title of goods to the customers.
- Income from services are recognised under the Completed Service Contract Method.
- Export incentives are recognised on exports on accrual basis, based on the estimated realisable value of such entitlements.
- Interest and share of profit / loss from a firm in which the company is a partner is recognized based on the financial statements of the firm for the year ending on the date of the Balance Sheet.
- Other incomes are recognised on accrual basis except when there are significant uncertainties.

d. Property, Plant and Equipment

Property, Plant and Equipments are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price, (inclusive of import duties and non – refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

The cost of assets not ready for use as at the Balance Sheet date are disclosed under Capital Work-In-Progress.

e. Intangible Assets

Intangible Assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

f. Depreciation/Amortisation

- Depreciation is provided:
 - On buildings, plant and machinery (other than items specified in (b) below) on Straight Line Method over the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review by the management at the year-end. Tools costing below Rs.50,000/- are depreciated at 100%, on the basis of technical evaluation by the management.
 - On other assets (including vehicle, furniture, fixtures and equipments) under Written Down Value method over the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review by the management at the year-end.
- Costs of Software is treated as intangible asset and is amortised over a period of five years.
- Value of Leasehold Land is depreciated (amortised) over the period of lease.

g. Investments

Long Term Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for. Current Investments are carried at lower of cost and fair value as on the date of the Balance Sheet.

h. Inventories

Inventories are valued at lower of cost computed as stated below or estimated net realisable value.

- a) Cost of bought out materials and trading items on Weighted Average Method.
- b) Cost of finished goods, manufactured components and semi-finished goods includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- c) Cost of scrap is valued at the latest realisable value.

The net realisable value of bought out inventories is taken at their current replacement value.

i. Research & Development

Capital expenditure on Research & Development is capitalized as fixed assets and depreciated in accordance with the depreciation policy of the company. The revenue expenditure on Research & Development is charged to the Consolidated Statement of Profit and Loss in the year in which it is incurred.

j. Employee Benefits

i. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service.

ii. Defined Contribution Plans

The company has defined contribution plans for employees comprising of Provident Fund, Superannuation Fund, Employee's State Insurance and other Employee Welfare Funds. The contributions paid/payable to these plans during the year are charged to the Consolidated Statement of Profit and Loss for the year.

iii. Defined Benefit Plans

Payment of Gratuity to employees is covered by the O/E/N Gratuity Trust Scheme based on the Group Gratuity cum Assurance Scheme of the LIC of India, which is a defined benefit scheme and the company makes contributions under the said scheme. The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted annually using the Projected Unit Credit Method, as adjusted for unrecognised past services cost if any and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Consolidated Statement of Profit & Loss for the period in which they occur.

iv. Long Term Employee Benefits

Compensated Absences:

The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an independent actuarial valuation carried out at the end of the year, using the Projected Unit Credit Method. Actuarial gains and losses are recognized in full in the Consolidated Statement of Profit and Loss for the period in which they occur.

v. Termination Benefits

Termination benefits are recognized in the Consolidated Statement of Profit and Loss for the period in which the same accrue.

k. Taxes on Income

Income Tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which include Current Taxes and Deferred Taxes. Provision for Current Tax is made in accordance with the provisions of The Income Tax Act, 1961. Deferred Tax assets/ liabilities representing timing differences between accounting income and taxable income are recognized to the extent considered capable of being reversed in subsequent years by applying tax rate substantively enacted as at the end of the year. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except for Deferred Tax Assets arising due to unabsorbed depreciation and losses. Deferred tax in respect of timing differences which originate and reverse during the tax exemption period are not recognized to the extent the gross total income is subject to the deduction during the tax exemption period.

l. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the year-end. The exchange gain/loss arising during the year are adjusted to the Consolidated Statement of Profit and Loss. Non-monetary items outstanding at the Balance Sheet date are reported using the exchange rate prevailing on the date of each transaction.

m. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognized as expenditure for the period in which they are incurred.

n. Earnings Per Share

Basic / diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares / dilutive potential equity shares outstanding as at the end of the year as the case may be.

o. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Consolidated Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

p. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the group has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the group has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent Assets are neither recognized nor disclosed in the accounts.

q. Leases

Where company is the lessee

Leases, where the lessor effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Lease payments for assets taken on operating lease are recognised as an expense in the Consolidated statement of profit and loss as per the lease terms.

Where company is the lessor

Assets representing lease arrangements given under operating leases are included in Property, Plant and Equipment. Lease income is recognised in the Consolidated statement of profit and loss on accrual basis.

2. Notes on Accounts

2.1 Share Capital

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Authorized:	
10,000,000 Equity Shares of Rs.10/- each	1,000.00
Issued, Subscribed and fully paid:	
5,099,260 Equity Shares of Rs.10/- each	509.93
Total	<u><u>509.93</u></u>

2.1.1 Reconciliation of shares at the beginning and at the end of the financial year

Particulars	As at 31.03.2023	
	Number of shares	(Rs. in Lakhs)
No. of shares as at the beginning of the financial year	5,099,260	509.93
Add: Number of shares issued during the year	-	-
No. of shares as at the end of the financial year	5,099,260	509.93

2.1.2 Shares held by promoters at the end of the financial year

Sl. No.	Name of the Promoter	No. of Shares held		
		As at 31.03.2023	% of total shares	% Change during the year
1	Ms. Pamela Anna Mathew	2,546,786	49.94	Nil

Note: Details of promoters as per MGT-7 filed by the company

2.1.3 Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. 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 amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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2.1.4 Particulars of Shareholders holding more than 5% share in the Company

Particulars	As at 31.03.2023	
	%	No. of shares
Ms. Pamela Anna Mathew	49.94	2,546,786
M/s. Kerala State Industrial Development Corporation Ltd.	25.00	1,274,607

2.2 Reserves and Surplus

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Capital Reserve	0.65
Capital Redemption Reserve	36.03
General Reserve	
Opening Balance	17,279.87
Add: Transfer from Surplus for the year	2,057.08
Closing Balance	19,336.95
Surplus	
Opening Balance	252.70
Net Profit for the period	2,515.94
Minority's Share of loss borne by holding company	(0.92)
Amount available for Appropriation	2,767.72
Less: Appropriations	
Transfer to General Reserve	2,057.08
Final Dividend [Refer Note 2.2.1]	76.49
Closing Balance	634.15
Total	20,007.78

2.2.1 Represents final dividend of the Company for financial year 2021-22, declared and paid during the financial year 2022-23.

2.2.2 The Board of Directors of the company has proposed final dividend of Rs.1.50 per share for the financial year 2022-23, which is subject to approval by the shareholders at the ensuing Annual General Meeting and hence not included to the appropriation for the financial year 2022-23.

2.3 Minority Interest

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Opening balance	-
Add: Investments made during the year by minority interest holders	21.32
Add: Share of profit / (Loss) for the year transferred from Consolidated Statement of Profit and Loss	(7.84)
Add: Loss of Minority borne by Holding Company	0.92
Total	14.40

2.4 Long-Term Borrowings

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Term Loan - Secured	
- From Banks	
- The South Indian Bank Limited	261.58
Total	261.58

2.4.1 Terms of repayment and security of the Term Loan :

Name of the Lender	Security	Repayment Terms
The South Indian Bank Limited	Equitable mortgage on land measuring 20,000 sq.mt. of Maharashtra Development Corporation leased to O/E/N India Limited with factory building and plant and machineries at MIDC Pune. First charge on 5 acres of land at Puthencruz Panchayat, Ernakulam, Kerala.	The loan is repayable in 72 months commencing after a moratorium period of 12 months. The interest rate is linked to RBI REPO rate and is 8.55% as on 31.03.2023

2.5 Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2023 (Rs. in Lakhs)
A. Deferred Tax Liabilities-Holding Company	
On excess of net book value over Income Tax Written Down Value of Property, Plant & Equipment	674.62
B. Deferred Tax Assets-Holding Company	
On Provisions/other disallowances	132.54
Deferred Tax Liabilities (Net) (A-B)	542.08

2.6 Long-Term Provisions

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Provision for Employee Benefits [Refer Note 2.30A and 2.30B]	213.88
Total	213.88

2.7 Short Term Borrowings

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Loans from related parties - Unsecured (Refer Note 2.7.1)	950.00
Total	950.00

2.7.1 Terms of the Loan :

Name of the Lender	Nature of Security	Repayment Terms
Ms. Pamela Anna Mathew	Unsecured	The interest on the loan shall be accrued and payable @ 8%, at the end of one year. The loan is to be repaid at the end of one year from the date of agreement. Higher rate of interest @ 12% per annum is applicable in case of default in repayment of loan within the stipulated period of one year.

2.8 Trade Payables

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Trade Payables:	
(1) Total outstanding dues of Micro Enterprises and Small Enterprises [Refer Note 2.8.1]	90.78
(2) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,437.36
Total	2,528.14

2.8.1 The Group had sought confirmation from the vendors whether they fall in the category of Micro or Small Enterprises. Based on the information available, the required disclosure for Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 is given below:

Particulars	As at 31.03.2023 (Rs. in Lakhs)
a) Principal Amount due and remaining unpaid as at the year end	90.78
b) Interest due thereon and remaining unpaid as at the year end	-
c) Interest paid by the Company in terms of Section 16 of Micro, Small & Medium Enterprises Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during the year	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-
e) Interest accrued and remaining unpaid as at the year end	-
f) Further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-

2.8.2 Ageing of Trade Payables

(Rs. in Lakhs)

Particulars	Unbilled Dues	Outstanding for following periods from the due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	90.78	-	-	-	-	90.78
(ii) Others	96.20	1,937.33	379.44	3.69	-	20.70	2,437.36
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	96.20	2,028.11	379.44	3.69	-	20.70	2,528.14

2.9 Other Current Liabilities

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Unpaid Dividend [Refer Note 2.19.1]	2.92
Interest accrued but not due	20.05
Other Payables	
- Statutory Dues	222.87
- Other Dues	16.97
- Security Deposit	0.65
- Income Received in advance	25.19
- Creditors for Capital Goods	423.70
Total	712.35

2.10 Short-Term Provisions

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Provision for employee benefits [Refer Note 2.30A and 2.30B]	373.68
Others	
- Income Tax (Net)	375.20
- Other taxes [Refer Note 2.10.2]	234.12
Total	983.00

2.10.1 Provision for employee benefits:

(Rs. in Lakhs)

Nature of Provision	Balance as at 01.04.2022	Additional Provision during the year	Amounts used/ charged during the year	Unused amounts reversed	Balance as at 31.03.2023
a) Provision for employee benefits (See Note Below)	130.00	-	-	-	130.00
Total	130.00	-	-	-	130.00

Note :

The company discontinued its operations at the Peenya Unit, Bangalore with effect from 10th November 2017 and the said unit does not constitute a separate major line of business or geographical area of operations of the company. The plant & machinery at the unit has been substantially transferred to the Electrogiri Unit, Kerala and the company is exploring possibilities to utilise the land and factory building for alternate business purpose. Further, as a matter of abundant caution, based on the estimate of the management, the company is carrying a provision, towards claims raised by the employees during earlier years, not accepted by the company which is pending before the appellate authority.

2.10.2 Details of Provisions towards other taxes

(Rs. in Lakhs)

Nature of Provision	Balance as at 01.04.2022	Additional Provision/adjustments during the year	Amounts used/ charged during the year	Unused amounts reversed (See Note iii)	Balance as at 31.03.2023
a) Customs Duty (See Note i)	225.68	-	-	-	225.68
b) Sales Tax including Value Added Tax (See Note ii)	12.24	0.87	-	4.67	8.44
Total	237.92	0.87	-	4.67	234.12

Note :

- i Rs.225.07 Lakhs being demands of the Company towards customs duty on import of materials relating to earlier years. The Hon'ble Supreme Court of India had set aside the order and restored the appeal to Customs Excise and Service Tax Appellate Tribunal (CESTAT) for fresh disposal according to law which is pending. The company has maintained the provision already made in the accounts in respect of the said sums. This amount also includes other demands raised by customs authorities Rs.0.61 Lakhs which have also been disputed by the company in respect of which provision has been made as a matter of prudence.
- ii Sales Tax authorities have raised demands of the Company aggregating to Rs.8.44 Lakhs which have been disputed by the company before various appellate authorities. Though the company is hopeful of favourable decisions, provision has been created in the accounts as a matter of abundant caution.
- iii Unused amounts reversed represents the amount written back in respect of the disputes, on the basis of favourable appellate order received by the company.

2.11 Property, Plant & Equipment and Intangible Assets
(Rs. in Lakhs)

Description	Gross Block (At cost)				Accumulated Depreciation				Net Block	
	As at 31-03-2022	Additions/ Transfers	Sales/ Adjustments	As at 31-03-2023	As at 31-03-2022	Additions/ Transfers	For the Year	Sales/ Adjustments	As at 31-03-2023	As at 31-03-2023
(i) Property, Plant & Equipment										
Land & Development	90.75	341.36	-	432.11	-	-	-	-	-	432.11
Leasehold Land	723.96	-	-	723.96	69.12	-	7.64	-	76.76	647.20
Buildings	2,372.50	2,795.85	-	5,168.35	804.59	191.20	79.28	-	1,075.07	4,093.28
Plant & Equipment	12,261.50	2,475.47	168.36	14,568.61	6,991.79	601.31	769.60	159.98	8,202.72	6,365.89
Furniture & Fixtures	222.25	35.79	-	258.04	199.03	26.50	5.81	-	231.34	26.70
Motor Vehicles	159.77	42.33	21.87	180.23	82.03	8.22	27.75	20.90	97.10	83.13
Office Equipment	508.76	76.01	170.93	413.84	450.37	35.41	29.20	163.34	351.64	62.20
TOTAL	16,339.49	5,766.81	361.16	21,745.14	8,596.93	862.64	919.28	344.22	10,034.63	11,710.51
(ii) Intangible Assets										
Software	342.83	11.41	112.43	241.81	248.71	0.75	40.23	111.72	177.97	63.84
TOTAL	342.83	11.41	112.43	241.81	248.71	0.75	40.23	111.72	177.97	63.84
GRAND TOTAL	16,682.32	5,778.22	473.59	21,986.95	8,845.64	863.39	959.51	455.94	10,212.60	11,774.35

2.11.1 Details of Capital Expenditure on Research and Development [Refer Note 2.28.1.B]
Particulars
2022-23
(Rs. in Lakhs)

Capital Equipments

201.18

Total
201.18
2.11.2 Capital Commitments:
Particulars
As at 31.03.2023
(Rs. in Lakhs)

 Estimated amount of contracts remaining to be executed
 on capital account and not provided for (Net of Advance)

492.98

Total
492.98

O/E/N India Limited

2.11.3 Capital Work in Progress (Rs. in Lakhs)

Nature of Work	Opening Balance	Additions	Capitalised/Adjusted during the year	Closing Balance
(i) Building under Construction	382.97	2,366.49	2,571.42	178.04
(ii) Plant and Machinery under Construction	66.07	884.33	697.36	253.04
(iii) Asset Under Erection	95.93	38.61	95.09	39.45
(iv) Tools/Assets under Construction [Refer Note 2.11.4]	292.65	659.37	597.10	354.92
Total	837.62	3,948.80	3,960.97	825.45

2.11.4 Capital Work in Progress

Additions to tools/ assets under construction incurred during the year includes :

Particulars	As at 31.03.2023 (Rs. in Lakhs)
(a) Cost of materials consumed	526.30
(b) Other expenditure allocated	133.07
Total	659.37

2.11.5 CWIP Ageing (Rs. in Lakhs)

Particulars	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	682.37	143.08	-	-	825.45
Projects temporarily suspended	-	-	-	-	-
Total	682.37	143.08	-	-	825.45

2.11.6 There are no projects in Capital Work in progress that has exceeded its expected date of completion / cost.

2.11.7 Intangible Assets under Development (Rs. in Lakhs)

Nature of Work	Opening Balance	Additions	Capitalised/transferred during the year	Closing Balance
(i) Computer Software	7.20	-	7.20	-
Total	7.20	-	7.20	-

O/E/N India Limited

2.12 Non Current Investments

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Long Term	
Unquoted (Trade):	
(i) 2,001 Equity Shares of Rs.10/- each fully paid up in O/E/N Electrocom Private Limited	0.20
(ii) 944 Equity Shares of Rs.100/- each fully paid up in Cosmos Bank	0.94
(iii) 33,202 Equity Shares of Rs.10/- each fully paid up in Kerala Enviro Infrastructure Limited	4.29
Unquoted (Other than trade):	
(i) Investment in Mutual Funds	
a) Franklin India Short Term Income Plan (Growth) - 265.85 Units	7.91
Aggregate amount of unquoted investments	13.34

2.12.1 For Method of Valuation of Investment, Refer Note 1(g) of Significant Accounting Policies.

2.13 Long-Term Loans and Advances

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Unsecured (Considered Good)	
Capital Advance	470.84
Others	
- Staff Loans	63.47
- Prepaid Expenses	7.43
Total	541.74

2.14 Deferred Tax Asset

Particulars	As at 31.03.2023 (Rs. in Lakhs)
A. Deferred Tax Asset	
On excess of Income Tax Written Down Value over net book value of Property, Plant & Equipment	12.99
On Provisions/other disallowances	1.64
Deferred Tax Asset	14.63

2.15 Other Non-Current Assets

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Balance with bank in Deposit Account [Refer Note 2.15.1]	298.08
Security Deposits	82.13
Contribution to Gratuity Fund [Refer Note 2.30B]	5.98
Total	386.19

2.15.1 Deposits held as security against bank guarantee which are not expected to be withdrawn within next twelve months.

2.16 Current Investments

Particulars	As at 31.03.2023	
	No. of Units	(Rs. in Lakhs)
Unquoted (Non Trade):		
Investment In Mutual Funds :		
a) SBI Liquid Fund	17,764.39	616.21
b) SBI Magnum Ultra Short Term Fund	7,952.38	400.00
c) SBI Short Term Debt Fund	738,654.62	200.00
d) ICICI Prudential Ultra Short Term Fund	2,664,397.07	620.00
e) HDFC Ultra Short Term Fund	3,923,978.01	500.00
Aggregate amount of unquoted investments	7,352,746.47	2,336.21
Aggregate Net Asset Value of unquoted investments	-	2,362.87

2.16.1 Method of Valuation of Investment - Refer Note 1(g) of Significant Accounting Policies.

2.17 Inventories

Particulars	As at 31.03.2023
	(Rs. in Lakhs)
In Hand :	
a) Materials and Components	3,482.52
b) Stores and Spares	92.80
c) Materials for Automation	125.46
d) Manufactured components	319.61
e) Semi-Finished Goods	64.58
f) Finished Goods	201.47
g) Scrap Materials	66.19
h) Packing materials	11.20
i) Printing & Stationery	5.96
Total	4,369.79

2.17.1 Method of Valuation of Inventories - Refer Note 1(h) of Significant Accounting Policies.

2.18 Trade Receivables

Particulars	As at 31.03.2023
	(Rs. in Lakhs)
Unsecured, Considered Good	5,235.00
Doubtful	42.29
	5,277.29
Less: Provision for Doubtful Debts	42.29
Total	5,235.00

2.18.1 Ageing of Trade Receivables
(Rs. in Lakhs)

Particulars	Unbilled Dues	Outstanding for following periods from the due date of payment						Total
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	3,732.55	1,499.12	3.10	0.32	0.22	0.11	5,235.42
(ii) Undisputed Trade receivables – considered doubtful	-	-	11.64	24.83	-	0.17	1.23	37.87
(iii) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-	4.00	4.00
Total	-	3,732.55	1,510.76	27.93	0.32	0.39	5.34	5,277.29

2.19 Cash and Cash Equivalents

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Balance with Banks	
In Current Accounts [Refer Note 2.19.1]	299.74
In Deposit Accounts [Refer Note 2.19.2]	333.51
Cash on hand	1.47
Total	634.72

2.19.1 Balance with banks in Current Accounts includes earmarked balances for unpaid dividend (net of bank charges debited by bank) Rs.2.92 Lakhs and cannot be used for any other purpose.

2.19.2 Balance with banks in Deposit Accounts include Rs.333.51 Lakhs having maturity period of less than 12 months as at the year end and Rs.Nil having a maturity period of more than 12 months as at the year end, but available for use if needed within twelve months.

2.20 Short-Term Loans and Advances

Particulars	As at 31.03.2023 (Rs. in Lakhs)
(Unsecured, Considered Good)	
Others:	
- Advances recoverable in cash or in kind or for value to be received	425.48
- CSR Pre-Spent	10.05
- Staff loans	16.55
- Income Tax Refund Receivable	77.05
- Balances with Government Authorities	20.09
Total	549.22

O/E/N India Limited

2.21 Other Current Assets

Particulars	As at 31.03.2023 (Rs. in Lakhs)
Export Entitlements Receivable	2.81
Deposits	38.41
Others	1.28
Total	42.50

2.22 Revenue from operations

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Sale of Products	24,144.99
Sale of Services	6.07
Other Operating Revenues	
Sale of Scrap	1,439.86
Export Entitlements	6.10
Miscellaneous Income	20.35
Total	25,617.37

2.23 Other Income

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Lease Rent Received	64.54
Sale of Wind Energy	29.02
Net gain on foreign exchange transactions/translations	44.79
Interest	71.08
Profit on Sale of Investments	28.48
Profit on Sale of Assets (Net)	3.89
Income from Partnership Firm	
- Interest on Capital	104.98
- Share of Profit	196.67
Miscellaneous Income	19.42
Total	562.87

2.24 Cost of materials consumed

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Opening Stock	3,045.07
Add : Purchases	13,291.42
	16,336.49
Less : Closing Stock	3,482.53
Total	12,853.96

2.25 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Closing Stock	
- Finished Goods	201.47
- Semi-Finished Goods	64.58
- Manufactured Components	319.61
- Scrap Materials	66.18
	651.84
Opening Stock	
- Finished Goods	237.34
- Semi-Finished Goods	61.18
- Manufactured Components	360.05
- Scrap Materials	102.00
	760.57
Change in Inventory	108.73

2.26 Employee Benefits Expenses

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Salaries & Wages (including compensated absences payable on retirement)	4,948.06
Contribution to Provident and Other Funds	156.85
Staff Welfare Expenses	362.42
Total	5,467.33

2.27 Finance Costs

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Interest Expense	24.90
Other Borrowing Cost	2.51
Total	27.41

O/E/N India Limited

2.28 Other Expenses

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Consumption of Stores, Spares & Consumables	252.04
Packing Materials Consumed	301.38
Power & Fuel	574.00
Repairs	
- Building	202.28
- Plant & Machinery	367.70
- Others	56.47
Insurance	49.36
Rent	45.16
Rates & Taxes	35.04
Postage & Telephone	21.90
Printing & Stationery	40.64
Travelling & Conveyance	92.18
Payments to the Auditor	19.79
Advertisement & Publicity	5.67
Discount & Commission on Sales	32.82
Professional & Consultancy charges	41.91
Bank Charges	6.54
Job Work Charges	512.69
Research & Development Expense [Refer Note 2.28.1]	306.12
Irrecoverable Debts Written Off [Net]	36.48
Freight & Forwarding Charges [Net]	83.38
Expenses on Corporate Social Responsibility Activities	34.86
Pre Incorporation Expenses	10.31
Miscellaneous Expenses	231.08
Total	3,359.80

2.28.1 Research & Development Expense

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
A. Revenue Expenditure	
Cost of materials consumed	3.54
Salaries & Wages	239.35
Contribution to Provident and Other Funds	14.45
Staff Welfare Expenses	3.78
Travelling & Conveyance	4.47
Others	54.38
	319.97
Sale/Income of New Products from Research & Development :	
Gross Sales	13.85
	13.85
Total	306.12

B. Capital Expenditure

Particulars	2022-23 (Rs. in Lakhs)
Addition to Capital Equipments	201.18
Total	201.18

2.29 Earnings Per Equity Share

Particulars	For the year ended 31.03.2023
Profit for the period (after tax) (Rs. in Lakhs)	2,515.94
Weighted Average Number of Equity Shares of Rs.10/- each (fully paid-up)	50.99
Earnings Per Equity Share - Basic & Diluted (Rs.)	49.34

2.30A Disclosures required under Accounting Standard 15 - "Employee Benefits"- Holding Company

a. Defined Contribution Plans

During the year the following amounts have been recognised in the Statement of Profit and Loss on account of defined contribution plans:

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Employer's contribution to Provident Fund	101.81
Employer's contribution to Employees' State Insurance	20.63
Superannuation Fund	47.48
Employees Welfare Fund	2.93

b. Defined Benefit Plans - Gratuity: Funded Obligation

i. Actuarial Assumptions

	For the year ended 31.03.2023
Discount Rate (per annum)	7.47% p.a.
Expected return on plan assets	7.3% p.a.
Salary escalation rate*	3.5% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Ultimate)

*The assumption of future salary increases takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii. Reconciliation of present value of obligation

	For the year ended 31.03.2023 (Rs. in Lakhs)
Present value of obligation at the beginning of the year	513.51
Current Service Cost	36.38
Interest Cost	34.32
Actuarial (gain) / loss	87.61
Benefits Paid	(86.62)
Present value of obligation at the end of the year	585.20

iii. Reconciliation of fair value of plan assets	For the year ended 31.03.2023 (Rs. in Lakhs)
Fair value of plan assets at the beginning of the year	421.38
Expected return on plan assets	29.58
Actuarial gain/(loss)	(2.41)
Contributions	54.11
Benefits paid	(86.62)
Assets distributed on settlement (if applicable)	-
Fair value of plan assets at the end of the year	416.04

iv. Description of Plan Assets	For the year ended 31.03.2023 (Rs. in Lakhs)
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Insurer Managed Funds (LIC of India)	416.04
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v. Net (Asset)/ Liability recognized in the Balance Sheet as at year end	2022-23 (Rs. in Lakhs)
Present value of obligation at the end of the year	585.20
Fair value of plan assets at the end of the year	416.04
Net present value of funded obligation recognized as (asset)/ liability in the Balance Sheet	169.16

vi. Expenses recognized in the Statement of Profit and Loss	For the year ended 31.03.2023 (Rs. in Lakhs)
Current Service Cost	36.38
Interest Cost	34.32
Actuarial (gain) / loss recognized in the period	90.02
Past Service Cost (if applicable)	-
Expected return on plan assets	(29.57)
Total expenses recognized in the Statement of Profit and Loss for the year	131.15
Actual return on plan assets	29.58

The above disclosures are based on information furnished by the independent actuary and relied upon by the auditors.

The above does not include gratuity to the Managing Director calculated on undiscounted basis : Rs.42.33 Lakhs

c. Long Term Employee Benefits

Compensated absences (Vesting and Non Vesting): Unfunded Obligation

i. Actuarial Assumptions	For the year ended 31.03.2023
Discount Rate (per annum)	7.47% p.a.
Salary escalation rate*	3.5% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Ultimate)

*The assumption of future salary increases takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

	2022-23 (Rs. in Lakhs)
ii. Net (Asset) / Liability recognized in the Balance Sheet as at year end	
Present value of obligation at the end of the year	74.97
Fair value of plan assets at the end of the year	-
Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet	74.97

2.30B Disclosures required under Accounting Standard 15 - "Employee Benefits" - Subsidiary - REPL

a. Defined Contribution Plans

During the year the following amounts have been recognised in the Statement of Profit and Loss on account of defined contribution plans:

Particulars	For the year ended 31.03.2023 (Rs. in Lakhs)
Employer's contribution to Provident Fund	1.29
Employer's contribution to Employees' State Insurance	0.11

b. Defined Benefit Plans - Gratuity: Funded Obligation

i. Actuarial Assumptions

	For the year ended 31.03.2023
Discount Rate (per annum)	7.54% p.a.
Expected return on plan assets	7.39% p.a.
Salary escalation rate*	5.00% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Ultimate)

*The assumption of future salary increases takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii. Reconciliation of present value of obligation

	For the year ended 31.03.2023 (Rs. in Lakhs)
Present value of obligation at the beginning of the year	10.17
Current Service Cost	1.16
Interest Cost	0.75
Actuarial (gain) / loss	(0.54)
Benefits Paid	-
Present value of obligation at the end of the year	11.54

iii. Reconciliation of fair value of plan assets

	For the year ended 31.03.2023 (Rs. in Lakhs)
Fair value of plan assets at the beginning of the year	16.32
Expected return on plan assets	1.21
Actuarial gain/(loss)	-
Contributions	-
Benefits paid	-
Assets distributed on settlement (if applicable)	-
Fair value of plan assets at the end of the year	17.53

iv. Description of Plan Assets	For the year ended 31.03.2023 (Rs. in Lakhs)
Insurer Managed Funds (LIC of India)	17.53
v. Net (Asset)/ Liability recognized in the Balance Sheet as at year end	For the year ended 31.03.2023 (Rs. in Lakhs)
Present value of obligation at the end of the year	11.54
Fair value of plan assets at the end of the year	17.53
Net present value of funded obligation recognized as (asset) / liability in the Balance Sheet	(5.99)
vi. Expenses recognized in the Statement of Profit and Loss	For the year ended 31.03.2023 (Rs. in Lakhs)
Current Service Cost	1.16
Interest Cost	0.75
Actuarial (gain) / loss recognized in the period	(0.54)
Past Service Cost (if applicable)	-
Less: Actual return on plan assets	(1.20)
Total expenses recognized in the Statement of Profit and Loss for the year	0.17

The above disclosures are based on information furnished by the independent actuary and relied upon by the auditors.

c. Short Term Employee Benefits

Compensated absences (Vesting): Unfunded Obligation

REPL has provided for leave encashment liability on a gross undiscounted basis of unavailed leave existing as at the reporting date.

2.31 Segment Information

The Company is substantially engaged in the business of manufacture and dealing of electromechanical relays in India and hence has only a single reportable segment.

2.32 Disclosure of transactions with related parties as required by Accounting Standard – 18 on related party disclosures as prescribed by Companies (Accounting Standards) Rules, 2021.

A. Related parties and nature of relationship

Nature of Relationship	Name of Related party
Key Management Personnel	- Ms. Pamela Anna Mathew, Managing Director - Ms. Roopa Anna George, Whole-Time Director
Relative of Key Management Personnel where transaction have taken place during the year	- Ms. Sunela Sarah Thomas - Mr. P. George Varghese - Mr. Roshan Koshy Roy
Enterprises in which key managerial person/relative of key managerial person is able to exercise significant influence and with whom transaction have taken place during the year	- Applied Precision Tooling (India) Pvt. Ltd
Enterprise controlled by the Company	- R. Engineering (Partnership Firm) (up to 02-01-2023)
Trust in which Key Management Personnel is a Trustee	- K.A. Mathew Foundation - O/E/N India Limited Superannuation Fund
Enterprise having substantial interest in the company	- Kerala State Industrial Development Corporation Limited

B. Description of Transactions

(Rs. in Lakhs)

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Enterprise having substantial interest in the company	Enterprise controlled by the company	Enterprise in which key managerial person/relative of key managerial person is able to exercise significant influence	Trust in which key Management Personnel is a Trustee	Total
1 Remuneration Paid	221.06	5.38	-	-	-	-	226.44
2 Sale of Goods	-	-	-	71.25	-	-	71.25
3 Purchase of Goods	-	-	-	44.50	10.10	-	54.60
4 Dividend paid	39.09	1.51	19.12	-	-	-	59.72
5 Directors Sitting Fees	-	0.80	0.90	-	-	-	1.70
6 Share of Profit	-	-	-	196.67	-	-	196.67
7 Corporate Social Responsibility Expense	-	-	-	-	-	8.55	8.55
8 Interest on Capital	-	-	-	104.98	-	-	104.98
9 Contribution to Employee Welfare Fund	-	-	-	-	-	47.48	47.48
10 Interest Expense	-	-	6.58	-	-	-	6.58
11 Repayment of Borrowings	-	-	283.77	-	-	-	283.77
Closing balance							
Receivables	-	-	-	1.51	-	-	1.51
Payables	111.45	33.50	-	0.21	-	46.70	191.86

2.33 Contingent Liabilities and Other Commitments

Particulars

**As at 31.03.2023
(Rs. in Lakhs)**

a) Disputed Income Tax Demand [Refer Note 2.33.1]

114.47

b) GST Dues [Refer Note 2.33.2]

5.92

Total

120.39

2.33.1 Represents demand in respect of which rectification petition for mistake apparent from records filed amounting to Rs.114.47 Lakhs and pending before assessing authority.

2.33.2 The above demands of Goods and Services tax are disputed by the Company and the matters are pending in appeals before appellate authorities. The Company has been legally advised that these demands are not tenable in law and the company is hopeful of getting full relief and hence no provision is required at this stage.

2.34 In the opinion of the Directors, Loans and Advances and Other Current Assets have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business.

2.35 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the Company	Net Assets (Total Assets-Total Liabilities) As at 31.03.2023	
	As a % of consolidated Net Assets	Amount (Rs. in Lakhs)
Holding Company	98.49	26,319.86
Subsidiary Company :		
Onera Tech Private Limited	0.37	97.69
R Engineerings Private Limited	1.09	291.19
Minority Interest	0.05	14.40
Total	100.00	26,723.14

Name of the Company	Share in Profit or (Loss) After Tax For the year ended 31.03.2023	
	As a % of consolidated Profit or (Loss)	Amount (Rs. in Lakhs)
Holding Company	98.42	2,468.63
Subsidiary Company :		
Onera Tech Private Limited	-0.65	-16.37
R Engineerings Private Limited	2.54	63.68
Minority Interest	-0.31	-7.84
Total	100.00	2,508.10

2.36 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in a party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the funding party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

2.37 Figures have been rounded off to Rs. Lakhs, except otherwise stated. Since the subsidiary companies were incorporated during the current financial year this is the first year of consolidation and hence comparative figures for the previous period is not presented.

As per our separate report of even date attached
For VARMA AND VARMA
(FRN:004532S)
Sd/-
(VIJAY NARAYAN GOVIND)
Partner
CHARTERED ACCOUNTANTS
Memb. No. 203094

Place : Kochi - 682 019
Date : 17th August 2023

For and on behalf of Board of Directors

PAMELA ANNA MATHEW Sd/-
Chairman & Managing Director [DIN : 00742735]
K.V. SIVADAS Sd/-
Director [DIN : 00306727]
SAJU VARGHESE Sd/-
Vice President - Finance
NISHA T.P. Sd/-
Company Secretary [Memb. No. A38197]

Progress through the years

(In millions of Rupees)

	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
WHAT THE COMPANY OWNED:										
FIXED ASSETS:										
Gross Block	867.702	965.257	1140.851	1233.367	1328.654	1405.033	1476.724	1545.307	1752.713	2148.674
Less: Depreciation	483.226	525.777	552.625	600.527	660.979	677.114	743.518	810.445	884.564	934.295
Net Block	384.476	439.480	588.226	632.840	667.675	727.919	733.206	734.862	868.149	1214.379
CURRENT ASSETS:										
Current Assets, Loans and advances	383.596	419.442	517.475	636.745	717.228	707.540	712.415	1125.100	1127.351	1058.934
Less: Current Liabilities & Provisions	187.731	205.783	246.326	259.363	294.289	261.380	277.762	325.377	314.231	398.656
Net Current Assets	195.865	213.659	271.149	377.382	422.939	446.160	434.653	799.723	813.120	660.278
INVESTMENT	234.966	254.669	296.580	381.589	418.499	425.113	478.206	268.809	215.647	253.429
TOTAL ASSETS (NET)	815.307	907.808	1155.955	1391.811	1509.113	1599.192	1646.065	1803.394	1896.916	2128.086
Less: WHAT THE COMPANY OWED:										
BORROWINGS:										
From Banks/ Financial Institutions	–	–	100.000	149.966	129.330	103.994	78.695	53.687	28.376	26.158
From others	2.781	–	–	–	–	–	–	–	–	–
TOTAL BORROWINGS	2.781	–	100.000	149.966	129.330	103.994	78.695	53.687	28.376	26.158
DEFERRED TAX LIABILITY	19.991	18.268	22.450	33.810	34.616	36.744	54.318	58.074	60.623	54.208
NET WORTH	792.535	889.540	1033.505	1208.035	1345.167	1458.454	1513.052	1691.633	1807.917	2047.720